



# 29<sup>th</sup> | Annual Report 2019-2020

## Corporate Information

### Board of Directors & Key Managerial Persons

<b>Shri Y. Rajeev Reddy</b>	Chairman & Managing Director
<b>Shri Y. Siddharth Reddy</b>	Vice Chairman, Joint Managing Director & CEO
<b>Shri Y. Varun Reddy</b>	Vice Chairman, Joint Managing Director & COO
<b>Shri D. Venkata Ratna Kishore</b>	Independent Director (upto February 10, 2020)
<b>Smt. Mamatha Madhavi Venkateshwara Reddy</b>	Independent Director
<b>Shri Y. Subba Rao</b>	Independent Director
<b>Smt. Navya Challa</b>	Independent (Additional) Director (w.e.f. June 04, 2020)
<b>Smt. V. Sreelatha</b>	Company Secretary (upto April 18, 2019)
<b>Shri Bighnes Prasad Gauda</b>	Company Secretary (w.e.f. July 24, 2019 - upto October 10, 2019)
<b>Ms. Anita Vidyulata Kottapalli</b>	Company Secretary (w.e.f. November 20, 2019)
<b>Shri K. Phaneendra Rao</b>	Chief Financial Officer

#### Contacts

##### Registered Office

'Amrutha Castle', 5-9-16, Saifabad,  
Opp: Secretariat, Hyderabad – 500 063

##### Corporate Office

Country Club Kool, #6-3-1219, 4<sup>th</sup> & 5<sup>th</sup> Floor,  
Begumpet, Hyderabad- 500016  
Phone: +91 40 6684 8888 Fax: +91 40 6684 3444  
Website: [www.countryclubindia.net](http://www.countryclubindia.net)  
E-mail: [contact@countryclubmail.com](mailto:contact@countryclubmail.com)

#### Bankers

Canara Bank | Central Bank of India  
Union Bank of India | Bank of Baroda  
Bank of India | Oriental Bank of Commerce  
Saraswat Co-Operative Bank Limited  
Cosmos Co-Operative Bank Limited

#### Auditor

P C N & Associates, Chartered  
Accountants (Formerly known as Chandra Babu  
Naidu & Co.,) Plot No.12, “N Heights” Ground Floor,  
Software Layout Unit  
Cyberabad, Hyderabad- 500081

#### Registrar and

##### Share Transfer Agents

Aarthi Consultants Private Limited,  
1-2-285, Domalguda, Hyderabad – 500 029  
Phone: +91 40 2763 8111 +91 40 2763 4445  
Fax: +91 40 2763 2184  
Website: [www.aarthiconsultants.com](http://www.aarthiconsultants.com)  
E-mail: [info@arthiconsultants.com](mailto:info@arthiconsultants.com)

#### LISTING OF EQUITY AT

BSE Limited, Mumbai  
National Stock Exchange of India Limited, Mumbai

#### Book Closure Dates:

December 25, 2020 to December 31,  
2020 (Both days inclusive)

**Country Club Hospitality & Holidays Limited****CIN: L70102TG1991PLC012714****Regd. Off.: Amrutha Castle', 5-9-16, Saifabad, Opp: Secretariat, Hyderabad – 500 063****NOTICE**

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of M/s. Country Club Hospitality & Holidays Limited will be held on **Thursday, the 31<sup>st</sup> day of December, 2020 at 02.00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following Business:

**ORDINARY BUSINESS:****1. Adoption of Financial Statements:**

To receive, consider and adopt:

- a. The Audited Standalone Financial Statements (Balance Sheet, Profit & Loss and Cash Flow Statement) of the Company for the Financial Year ended March 31, 2020, together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon.
- b. The Audited Consolidated Financial Statements (Balance Sheet, Profit & Loss and Cash Flow Statement) of the Company for the Financial Year ended March 31, 2020, together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon.

**2. Appointment of Director:**

To appoint a Director in place of Sri Y. Rajeev Reddy (DIN: 00115430), Director who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:****3. To Appoint Smt. Navya Challa (DIN: 08289816) as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rules made thereunder and the Articles of Association of the Company, **Smt. Navya Challa (DIN: 08289816)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 04, 2020 and who holds the office until the date of Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Smt. Navya Challa as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 31<sup>st</sup> December, 2020, up to 30<sup>th</sup> December, 2025, not liable to retire by rotation."

**4. To Re-Appoint Sri Y. Siddharth Reddy (DIN: 00815456) as Vice-Chairman, Joint Managing Director & CEO:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the Re-appointment of Sri Y. Siddharth Reddy (DIN: 00815456), as Vice-Chairman, Joint Managing Director & Chief Executive Officer of the Company for a further period of 5 (five) years with effect from 1<sup>st</sup> September, 2020 to 31<sup>st</sup> August, 2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. To Re-Appoint Sri Y. Rajeev Reddy (DIN: 00115430) as Chairman & Managing Director:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the Re-appointment of Sri Y. Rajeev Reddy (DIN: 00115430) as Chairman & Managing Director of the Company for a further period of 5 (five) years with effect from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2026.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To Re-Appoint Sri Y. Varun Reddy (DIN: 01905757) as Vice-Chairman, Joint Managing Director & COO:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the Re-appointment of Sri Y. Varun Reddy (DIN: 01905757) as Vice-Chairman, Joint Managing Director & Chief Operating Officer of the Company for a further period of 5 (five) years with effect from 1<sup>st</sup> August, 2021 to 31<sup>st</sup> July, 2026.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS  
For COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**

**PLACE: HYDERABAD  
DATE: 08-12-2020**

**Y. VARUN REDDY  
VICE-CHAIRMAN, JMD & COO  
DIN: 01905757**

**Notes:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as “MCA Circulars”). The forthcoming 29<sup>th</sup> Annual General Meeting (“AGM”) will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Provisions of the Act, a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at

www.countryclubindia.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business in the Notice is annexed hereto and forms part of this Notice.
9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection to the Members electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. December 30, 2020. Members seeking to inspect such documents can send an email to contact@countryclubmail.com.
10. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 25<sup>th</sup> December, 2020 to Thursday, 31<sup>st</sup> December, 2020 (both days inclusive).
12. Shareholders holding shares in physical form may write to the company/company's R&T agents for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (Unit: M/s. Aarthi Consultants Private Limited)
14. In consonance with the company's sustainability initiatives and Regulation 36 of the SEBI (LODR) Regulations, 2015, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Further The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Shareholders are requested to support this green initiative by registering / updating their e-mail addresses for receiving electronic communications. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Private Limited, Share Transfer Agents of the Company for their doing the needful.

15. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LADNRO/GN/2018/49 dated November 30, 2018, w.e.f. April 1, 2019 the transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form (Demat) with a depository. Hence, the members of the company are requested to dematerialize their shareholding to avail the benefits of dematerialization. Only the requests for transmission and transposition of securities in physical form, will be accepted by the RTA.
16. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
17. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
18. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transmission/transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
19. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
20. The Companies Equity shares are listed at BSE Limited and National Stock Exchange of India Limited and the listing fee for the FY 2020-21 has paid.
21. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, No Resolution is proposed for a Ratification of Appointment of Auditors, who were appointed in the 26<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017.
22. Details of Directors retiring by rotation / seeking appointment/re-appointment at the ensuing Annual General Meeting are provided as Additional Information required to be furnished under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to this Notice.
23. In terms of the provisions of Section 152 of the Act, Sri Y. Rajeev Reddy (DIN: 00115430) Chairman & Managing Director of the Company retire by rotation at the AGM. Nomination and Remuneration Committee and the Board of Directors of the Company recommend his appointment. Further Sri Y. Rajeev Reddy is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Sri Y. Rajeev Reddy, Chairman & Managing Director being related to Sri Y. Siddharth Reddy and Sri Y. Varun Reddy may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Saved and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.
24. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

25. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
26. Instructions for e-voting and joining the AGM are as follows:

**A. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) in compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The instructions for e-voting are given herein below.
- (ii) The remote e-voting period commences on Monday, December 28, 2020 (9:00 A.M. IST) and ends on Wednesday, December 30, 2020 (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, December 24, 2020 i.e. the cut-off date, (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (iii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- (iv) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (v) The details of the process and manner for remote e-voting are explained herein below:
- (vi) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (vii) Click on "Shareholders" module.
- (viii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [\\_Login-Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.



- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (xi) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (xii) After entering these details appropriately, click on “SUBMIT” tab.
- (xii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company (contact@countryclubmail.com) / RTA email id (info@aarthiconsultants.com)**.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company (contact@countryclubmail.com) / RTA email id (info@aarthiconsultants.com)**.

**C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at

company email id, i.e. [contact@countryclubmail.com](mailto:contact@countryclubmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company email id, i.e. [contact@countryclubmail.com](mailto:contact@countryclubmail.com). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(xii) Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [contact@countryclubmail.com](mailto:contact@countryclubmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

27. In case you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at

www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 or 1800225533.

28. The Company has appointed M/s. R & A Associates Company Secretaries, represented by Mr. R. Ramakrishna Gupta (Membership No. FCS 5523), Practicing Company Secretary, to act as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
29. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.countryclubindia.net and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.

**BY ORDER OF THE BOARD OF DIRECTORS  
For COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**

**PLACE: HYDERABAD  
DATE: 08-12-2020**

**Y. VARUN REDDY  
VICE-CHAIRMAN, JMD & COO  
DIN: 01905757**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act"):

### Item No. 3:

The Board, at its meeting held on June 04, 2020, appointed **Smt. Navya Challa (DIN: 08289816)** as an Additional Director of the Company with effect from June 04, 2020, pursuant to Section 160 of the Companies Act, 2013, read with Article 94 of Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Smt. Navya Challa will hold office upto the date of ensuing Annual General Meeting. The Company has received the notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a requisite deposit proposing the candidature of Smt. Navya Challa for the office of director.

The Company has received from Smt. Navya Challa (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Company has also received a declaration from Smt. Navya Challa that she meets the criteria of Independence as prescribed both under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board Smt. Navya Challa fulfils the conditions for appointment as a Independent Director as specified in the Act and Listing Regulations. Smt. Navya Challa is Independent of the Management.

The Board of Directors, as per the recommendation of the Nomination and Remuneration Committee, considering the background and experience of Smt. Navya Challa, has recommended Appointment of Smt. Navya Challa as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from 31<sup>st</sup> December, 2020, up to 30<sup>th</sup> December, 2025, not liable to retire by rotation.

The resolution seeks the approval of the members for the appointment of Smt. Navya Challa as Independent Director of the Company, who hold office for a term upto five consecutive years commencing from 31<sup>st</sup> December, 2020, up to 30<sup>th</sup> December, 2025, not liable to retire by rotation as per the provisions of the Companies Act, 2013 and the Rules made thereunder. The statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Details of Smt. Navya Challa, are provided in the Additional Information required to be furnished under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to this Notice of the Annual Report. She shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board or other meetings.

Copy of the draft letter of appointment of Smt. Navya Challa setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

Smt. Navya Challa is interested in the resolution set out at Item No. 3 of the Notice with regard to her Re-appointment. Relatives of Smt. Navya Challa may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Saved and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or

interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval by the members.

#### Item No. 4:

Sri Y. Siddharth Reddy, was re-appointed as the Vice-Chairman, Joint Managing Director & CEO by the Members of the Company at the 24<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015 for a period of 5 years w.e.f 1<sup>st</sup> September, 2015 to 31<sup>st</sup> August, 2020.

He is the Promoter Director of the Company and he has been working with complete dedication, hard work and effective leadership.

The Board reviewed the performance achieved by the Company under his leadership and appreciated the same. Further in order to avail his uninterrupted services for the growth of the company, and upon the recommendations made by the Nomination and Remuneration Committee, the board has proposed to reappoint him as the Vice Chairman, Joint Managing Director and CEO of the Company for a further period of 5 years w.e.f 1<sup>st</sup> September, 2020 to 31<sup>st</sup> August, 2025 on the same terms and conditions as mentioned in the resolution in the board meeting held on 04<sup>th</sup> June, 2020.

Pursuant to section 196 of the Companies Act, 2013 re-appointment of the directors can be made upto a period of one year before expiry of his term.

The re-appointment of Sri Y. Siddharth Reddy, as Vice-Chairman, Joint Managing Director & CEO of the Company requires the approval of Members in General Meeting by way of Special Resolution pursuant to Section 196 of the Companies Act, 2013. Hence the Members approval is being sought for the said resolution.

#### I. GENERAL INFORMATION:

1.	Nature of industry	HOSPITALITY & HOLIDAYS		
2.	Date or expected date of commencement of commercial production	Commercial Operations of the Company have started during the year 1991		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance based on given indicators	2019-20 (Rs. in Lakhs)	2018-19 (Rs. in Lakhs)	2017-18 (Rs. in Lakhs)
	Income from Operations (Gross)	12771.69	21,468.29	23,679.97
	Profit/Loss Before tax	(4026.89)	(1,542.72)	(1,003.41)
	Profit /Loss after Tax	(4496.75)	(2,191.78)	(1,724.61)
5.	Foreign investments or collaborations, if any	The Company has made investment in the following overseas subsidiaries:- 1.Country Club Babylon Resort Private Limited, Sri Lanka 2.Country Vacations International Limited, Dubai		

## II. INFORMATION ABOUT THE APPOINTEE:

### 1. Background details:

Y. Siddharth Reddy is a natural leader and a thorough bred entrepreneur who stepped into a dream to achieve new levels of corporatism. He was only the 3<sup>rd</sup> person in his high schools 75 year old history to be appointed to four leadership positions simultaneously including the Deputy Head Boy. He then went on to become the youngest speaker ever to be invited to speak at various institutions including most at the business school at The University of Texas at Austin.

He worked with Merrill Lynch just before his senior year and refused 5 employment offers with companies like IBM, Intel, etc before he decided to move to India to work with his father. Siddharth joined Country Club Hospitality & Holidays Ltd in 2005 to transform Country Club Hospitality & Holidays Ltd to large size along with his father initially and later on with brother into the huge leisure giant it has become today.

### 1. Past remuneration:

He has been drawing the following remuneration:

Salary (including HRA)	Commission	Other	Total
36,00,000	2.5% of the Net Profits	NIL	36,00,000

### 2. Recognition or awards: NIL

### 3. Job profile and his suitability:

Mr. Y. Siddharth Reddy, Vice-Chairman, JMD & CEO has been taking care of Accounts, Finance, Cash Management System & Compliance Departments, Since his tenure as Joint Managing Director, he has steered the Company with total dedication, hard work and effective leadership into diversified activities.

### 4. Remuneration proposed:

Since the company has committed default in payment of dues to the Bankers (Secured Creditors) and in the continuation of default the Company has not obtained the prior approval of the Bankers where the default is made (Secured Creditors), hence No Remuneration has been currently proposed by the Board of Directors of the Company.

### 5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Since No Remuneration is currently Payable, this is not applicable.

### 6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

As on 31<sup>st</sup> March, 2020, Mr. Y. Siddharth Reddy is holding 35,26,750 Equity Shares of the Company.

Except to the extent of his remuneration and shareholding he does not have any other pecuniary relationship with the Company. Sri Y. Rajeev Reddy, Chairman and Managing Director and Sri Y. Varun Reddy, Vice-Chairman, Joint Managing Director and Chief Operating Officer are relatives to him within the meaning of the Companies Act, 2013.

### **III. OTHER INFORMATION:**

#### **(1) Reasons of loss or inadequate profits:**

As the Company's offering is a discretionary Spend item, appears to be sensitive to economic fluctuations. Company's Customers are middle class, which may more sensitive than relatively affluent customer.

#### **(2) Steps taken or proposed to be taken for improvement:**

In tune with the changing trends the Company has expanded its offering to the customers by introducing different schemes to meet the growing demands in the market and to reduce cost to achieve enhanced revenue and profitability.

#### **(3) Expected increase in productivity and profits in measurable terms:**

Company is expected to increase turnover and profitability by 5%.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for the approval by the members.

#### **Item No. 5:**

Sri Y. Rajeev Reddy, was re-appointed as the Chairman & Managing Director by the Members of the Company at the 24<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015 for a period of 5 years w.e.f 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2021.

He is the Promoter Director of the Company and he has been working with complete dedication, hard work and effective leadership.

The Board reviewed the performance achieved by the Company under his leadership and appreciated the same. Further in order to avail his uninterrupted services for the growth of the company, and upon the recommendations made by the Nomination and Remuneration Committee, the board has proposed to reappoint him as the Chairman & Managing Director of the Company for a further period of 5 years w.e.f 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2026 on the same terms and conditions as mentioned in the resolution in the board meeting held on 04<sup>th</sup> June, 2020.

Pursuant to section 196 of the Companies Act, 2013 re-appointment of the directors can be made upto a period of one year before expiry of his term.

The re-appointment of Sri Y. Rajeev Reddy, as Chairman & Managing Director of the Company requires the approval of Members in General Meeting by way of Special Resolution pursuant to Section 196 of the Companies Act, 2013. Hence the Members approval is being sought for the said resolution.



**I. GENERAL INFORMATION:**

<b>1.</b>	<b>Nature of industry</b>	<b>HOSPITALITY &amp; HOLIDAYS</b>		
<b>2.</b>	<b>Date or expected date of commencement of commercial production</b>	Commercial Operations of the Company have started during the year 1991		
<b>3.</b>	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable		
<b>4.</b>	<b>Financial performance based on given indicators</b>	<b>2019-20</b> (Rs. in Lakhs)	<b>2018-19</b> (Rs. in Lakhs)	<b>2017-18</b> (Rs. in Lakhs)
	<b>Income from Operations (Gross)</b>	12771.69	21,468.29	23,679.97
	<b>Profit/Loss Before tax</b>	(4026.89)	(1,542.72)	(1,003.41)
	<b>Profit /Loss after Tax</b>	(4496.75)	(2,191.78)	(1,724.61)
<b>5.</b>	<b>Foreign investments or collaborations, if any</b>	The Company has made investment in the following overseas subsidiaries:- 1.Country Club Babylon Resort Private Limited, Sri Lanka 2.Country Vacations International Limited, Dubai		

**II. INFORMATION ABOUT THE APPOINTEE:****1. Background details:**

Mr. Rajeev Reddy is the Founding Chairman & Managing Director of Country Club Hospitality & Holidays Ltd (CCHHL) - a Multicore Entertainment and leisure Infrastructure conglomerate.

He is the story of vision and hard work, a story typical of an entrepreneur. As a graduate in commerce he decided to endeavor into Real Estate and Construction when he was 26 years old. With minimum capital, Mr. Reddy started a real estate company with name of Amrutha Estates named after his mother in the year 1981. The first ambitious project he undertook was Ashiana, a residential complex consisting of 20 deluxe flats, in the capital city of Andhra Pradesh. Since then he has completed over 25 prestigious projects in Chennai and Hyderabad. Mr. Y. Rajeev Reddy has vast experience in the field of real estate, construction and the lesiure/hotel industry.

**2. Past remuneration:**

He has been drawing the following remuneration:

<b>Salary</b> (including HRA)	<b>Commission</b>	<b>Other</b>	<b>Total</b>
<b>1,20,00,000</b>	<b>5% of the Net Profits</b>	<b>48,00,000</b> (Brand Ambassador Fees)	<b>1,68,00,000</b>

**3. Recognition or awards:**

ET Inspiring Entrepreneurs of India - 2015 - One of the India's Top 50 Entrepreneurs Award from Economic Times held @ Delhi

In the year 2014, Mr. Y. Rajeev Reddy is listed among the enviable super 100 entrepreneurial Indians in both Middle East and Africa.

**4. Job profile and his suitability:**

Mr. Y. Rajeev Reddy is the Founder, Chairman & Managing Director and Brand Ambassador of the Company. With a vast experience in Leisure and Hospitality Industry he is representing the Company and introducing the Industry globally.

**5. Remuneration proposed:**

Since the company has committed default in payment of dues to the Bankers (Secured Creditors) and in the continuation of default the Company has not obtained the prior approval of the Bankers where the default is made (Secured Creditors), hence No Remuneration has been currently proposed by the Board of Directors of the Company.

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Since No Remuneration is currently Payable, this is not applicable.

**7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

As on 31<sup>st</sup> March, 2020, Mr. Y. Rajeev Reddy is holding 10,63,37,986 Equity Shares of the Company. Except to the extent of his remuneration and shareholding he does not have any other pecuniary relationship with the Company. Sri Y. Siddharth Reddy, Vice-Chairman, Joint Managing Director and Chief Executive Officer and Sri Y. Varun Reddy, Vice-Chairman, Joint Managing Director and Chief Operating Officer are relatives to him within the meaning of the Companies Act, 2013.

**III. OTHER INFORMATION:**

**(1) Reasons of loss or inadequate profits:**

As the Company's offering is a discretionary Spend item, appears to be sensitive to economic fluctuations. Company's Customers are middle class, which may more sensitive than relatively affluent customer.

**(2) Steps taken or proposed to be taken for improvement:**

In tune with the changing trends the Company has expanded its offering to the customers by introducing different schemes to meet the growing demands in the market and to reduce cost to achieve enhanced revenue and profitability.

**(3) Expected increase in productivity and profits in measurable terms:**

Company is expected to increase turnover and profitability by 5%.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for the approval by the members.

**Item No. 6:**

Sri Y. Varun Reddy, was re-appointed as the Vice-Chairman, Joint Managing Director & Chief Operating Officer by the Members of the Company at the 25<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016 for a period of 5 years w.e.f 1<sup>st</sup> August, 2016 to 31<sup>st</sup> July, 2021.

He is the Promoter Director of the Company and he has been working with complete dedication, hard work and effective leadership.

The Board reviewed the performance achieved by the Company under his leadership and appreciated the same. Further in order to avail his uninterrupted services for the growth of the company, and upon the recommendations made by the Nomination and Remuneration Committee, the board has proposed to reappoint him as the Chairman & Managing Director of the Company for a further period of 5 years w.e.f 1<sup>st</sup> August, 2021 to 31<sup>st</sup> July, 2026 on the same terms and conditions as mentioned in the resolution in the board meeting held on 04<sup>th</sup> June, 2020.

Pursuant to section 196 of the Companies Act, 2013 re-appointment of the directors can be made upto a period of one year before expiry of his term.

The re-appointment of Sri Y. Varun Reddy, as Vice-Chairman, Joint Managing Director & Chief Operating Officer of the Company requires the approval of Members in General Meeting by way of Special Resolution pursuant to Section 196 of the Companies Act, 2013. Hence the Members approval is being sought for the said resolution.

**I. GENERAL INFORMATION:**

<b>1.</b>	<b>Nature of industry</b>	HOSPITALITY & HOLIDAYS		
<b>2.</b>	<b>Date or expected date of commencement of commercial production</b>	Commercial Operations of the Company have started during the year 1991		
<b>3.</b>	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable		
<b>4.</b>	<b>Financial performance based on given indicators</b>	<b>2019-20</b> (Rs. in Lakhs)	<b>2018-19</b> (Rs. in Lakhs)	<b>2017-18</b> (Rs. in Lakhs)
	<b>Income from Operations (Gross)</b>	12771.69	21,468.29	23,679.97
	<b>Profit/Loss Before tax</b>	(4026.89)	(1,542.72)	(1,003.41)
	<b>Profit /Loss after Tax</b>	(4496.75)	(2,191.78)	(1,724.61)
<b>5.</b>	<b>Foreign investments or collaborations, if any</b>	The Company has made investment in the following overseas subsidiaries:- 1.Country Club Babylon Resort Private Limited, Sri Lanka 2.Country Vacations International Limited, Dubai		

**II. INFORMATION ABOUT THE APPOINTEE:****1. Background details:**

Mr. Varun Reddy, 35 years, the youngest COO on the Corporate India Circuit, Varun Reddy stepped into the corporate zone in his teens.

Dynamic, Aggressive and Focused, he joined the Country Club part time way back in 2002, and worked part time ever since to don the mantle as Chief Operating Officer in 2006. A Graduate from Rutgers University with a double major in Economics and Communication, he has been responsible for many live projects at Country Club Hospitality and Holidays Limited since then - that to this day continue to grow from strength to strength.

## 2. Past remuneration:

He has been drawing the following remuneration:

Salary (including HRA)	Commission	Other	Total
36,00,000	2.5% of the Net Profits	NIL	36,00,000

## 3. Recognition or awards: NIL

## 4. Job profile and his suitability:

Mr. Y. Varun Reddy, as Chief Operating Officer has been responsible for infusing far sweeping changes in the field of technology applications, Operations and Communications within the organization, he has steered the Company with total dedication, hard work and effective leadership into diversified activities.

## 5. Remuneration proposed:

Since the company has committed default in payment of dues to the Bankers (Secured Creditors) and in the continuation of default the Company has not obtained the prior approval of the Bankers where the default is made (Secured Creditors), hence No Remuneration has been currently proposed by the Board of Directors of the Company.

## 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Since No Remuneration is currently Payable, this is not applicable.

## 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

As on 31<sup>st</sup> March, 2020, Mr. Varun Reddy is holding 20,81,000 Equity Shares of the Company. Except to the extent of his remuneration and shareholding he does not have any other pecuniary relationship with the Company. Sri Y. Rajeev Reddy, Chairman and Managing Director and Sri Y. Siddharth Reddy, Vice-Chairman, Joint Managing Director and Chief Executive Officer are relatives to him within the meaning of the Companies Act, 2013.

## III. OTHER INFORMATION:

### (1) Reasons of loss or inadequate profits:

As the Company's offering is a discretionary Spend item, appears to be sensitive to economic fluctuations. Company's Customers are middle class, which may more sensitive than relatively affluent customer.

**(2) Steps taken or proposed to be taken for improvement:**

In tune with the changing trends the Company has expanded its offering to the customers by introducing different schemes to meet the growing demands in the market and to reduce cost to achieve enhanced revenue and profitability.

**(3) Expected increase in productivity and profits in measurable terms:**

Company is expected to increase turnover and profitability by 5%.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for the approval by the members.

**BY ORDER OF THE BOARD OF DIRECTORS  
For COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**

**PLACE: HYDERABAD  
DATE: 08-12-2020**

**Y. VARUN REDDY  
VICE-CHAIRMAN, JMD & COO  
DIN: 01905757**

**ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER  
REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2015:**

**As required under the Listing Agreement, the particulars of Directors  
who proposed to be appointed/re-appointed are given below:**

**1. Y. SIDDHARTH REDDY:**

<b>Particulars</b>	<b>Details of Directors seeking appointment/re-appointment</b>
Name of the Director	Sri Y. Siddharth Reddy
Director Identification Number (DIN)	00815456
Date of Birth	February 21, 1983
Age	37
Date of Appointment	July 30, 2005
Qualification	Degree in Finance from University of Texas, Austin
Experience	As stated in back ground details
Terms and conditions of appointment	Sri Y. Siddharth Reddy is re-appointed as the Vice-Chairman, Joint Managing Director & CEO by the Members of the Company for a period of 5 years w.e.f 1 <sup>st</sup> September, 2020 to 31 <sup>st</sup> August, 2025
Number of Meetings of the Board attended during the year	07
Specific Functional areas	As prescribed in the respective resolution's .
Directorships in other Listed/public/private Companies	1 Listed Company, 8 Public Companies * & 1 Private Company.
Membership/chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	35,26,750 Equity Shares of Rs 2/- each consisting of 2.16%
Inter- se Relationship between the Board Members/Manager/ KMP	Sri Y. Siddharth Reddy is S/o. Sri Y. Rajeev Reddy, Chairman & Managing Director and Brother of Sri Y. Varun Reddy, Vice-Chairman, Joint Managing Director & Chief Operating Officer of the Company.
Remuneration last drawn	36,00,000
Remuneration proposed	NIL

**2. Y. RAJEEV REDDY:**

<b>Particulars</b>	<b>Details of Directors seeking appointment/re-appointment</b>
Name of the Director	Sri Y. Rajeev Reddy
Director Identification Number (DIN)	00115430
Date of Birth	October 02, 1956
Age	64
Date of Appointment	May 17, 1991
Qualification	Degree in B. Com (Hon) from Osmania University, Hyderabad
Experience	As stated in back ground details
Terms and conditions of appointment	Sri Y. Rajeev Reddy is re -appointed as the Chairman & Managing Director by the Members of the Company for a period of 5 years w.e.f 1 <sup>st</sup> April , 2021 to 31 <sup>st</sup> March, 2026 and also retires by rotation and being eligible offers himself for re -appointment.
Number of Meetings of the Board attended during the year	06
Specific Functional areas	As prescribed in the respective resolution's.
Directorships in other Listed/public/private Companies	1 Listed Company, 8 Public Companies* & 1 Private Company.
Membership/chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	10,63,37,986 Equity Shares of Rs 2/- each consisting of 65.05%
Inter- se Relationship between the Board Members/Manager/ KMP	Sri Y. Rajeev Reddy is F/o. Sri Y. Siddharth Reddy, Vice-Chairman, Joint Managing Director & Chief Executive Officer and Sri Y. Varun Reddy, Vice -Chairman, Joint Managing Director & Chief Operating Officer of the Company.
Remuneration last drawn	1,68,00,000
Remuneration proposed	NIL

**3. Y. VARUN REDDY:**

<b>Particulars</b>	<b>Details of Directors seeking appointment/re-appointment</b>
Name of the Director	Sri Y. Varun Reddy
Director Identification Number (DIN)	01905757
Date of Birth	May 06, 1985
Age	35
Date of Appointment	July 29, 2006
Qualification	B.A (Eco), B.A (Corporate Communication) from Rutgers University
Experience	As stated in back ground details
Terms and conditions of appointment	Sri Y. Varun Reddy is re-appointed as the Vice- Chairman , Joint Managing Director & Chief Operating Officer by the Members of the Company for a period of 5 years w.e.f 1 <sup>st</sup> August, 2021 to 31 <sup>st</sup> July, 2026 .
Number of Meetings of the Board attended during the year	07
Specific Functional areas	As prescribed in the respective resolution's.
Directorships in other Listed/public/private Companies	1 Listed Company, 8 Public Companies* & 1 Private Company.
Membership/chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	20,81,000 Equity Shares of Rs 2/- each consisting of 01.27%
Inter- se Relationship between the Board Members/Manager/ KMP	Sri Y. Varun Reddy is S/o. Sri Y. Rajeev Reddy, Chairman & Managing Director and B/o. Sri Y. Siddharth Reddy, Vice - Chairman, Joint Managing Director & Chief Executive Officer of the Company.
Remuneration last drawn	36,00,000
Remuneration proposed	NIL



**4. NAVYA CHALLA:**

Particulars	Details of Directors seeking appointment/re-appointment
Name of the Director	Smt. Navya Challa
Director Identification Number (DIN)	08289816
Date of Birth	May 06, 1991
Age	29
Date of Appointment	June 04, 2020
Qualification	Bachelor of Technology from Jawaharlal Nehru Technological University, (JNTU) from Hyderabad
Experience	In the field of Information Technology and Real Estate business
Terms and conditions of appointment	Smt. Navya Challa whose office terminates at the is 29 <sup>th</sup> Annual General Meeting has been appointed as an Independent Director of the Company for a period of 5 Years commencing from 31 <sup>st</sup> December, 2020, up to 30 <sup>th</sup> December, 2025, not liable to retire by rotation .
Number of Meetings of the Board attended during the year	NIL
Specific Functional areas	Smt. Navya Challa as Independent Director is also appointed as the Member of the Audit Committee, Nomination and Remuneration Committee & Stakeholders Relationship Committee with effect from June 04, 2020.
Directorships in other Listed/public/private Companies	1 Private Company.
Membership/chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	NIL
Inter-se Relationship between the Board Members/Manager/ KMP	NIL

**NOTE: \* Private Companies which are Subsidiary of Public Company**

## DIRECTORS' REPORT

To,  
The Members of  
**M/s. COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**

The Directors have pleasure in presenting the 29<sup>th</sup> Annual Report of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2020.

### 1. FINANCIAL RESULTS:

₹ in Lakhs

Particulars	Consolidated		Standalone	
	Year ended 31.03.2020	Year ended 31.03.2019	Year ended 31.03.2020	Year ended 31.03.2019
Revenue from Operations	15255.50	26456.94	12690.96	21311.34
Other Income	100.00	200.49	80.73	156.95
Total Revenue	15355.50	26657.43	12771.69	21468.29
Total Expenses	14313.57	22324.84	11523.03	17564.01
Profit / (Loss) before Depreciation, Finance Costs, Exceptional Items and Tax Expense	1041.93	4332.59	1248.66	3904.28
Less: Depreciation / Amortisation / Impairment	4875.71	4460.83	1655.83	1694.47
Profit / (Loss) before Finance Costs, Exceptional Items and Tax Expense	(3833.79)	(128.24)	(407.17)	2209.81
Less: Finance Costs	4880.46	4556.84	3619.73	3752.53
Profit / (Loss) before Exceptional Items and Tax Expense	(8714.23)	(4685.08)	(4026.90)	(1542.72)
Add/(Less): Exceptional Items	Nil	Nil	Nil	Nil
Profit / (Loss) before Tax Expense	(8714.23)	(4685.08)	(4026.90)	(1542.72)
Less: Tax Expense (Current & Deferred)	(500.18)	(681.57)	(469.85)	(649.05)
Profit / (Loss) for the Year	(9214.41)	(5366.65)	(4496.75)	(2191.77)
Transfer to General Reserves	Nil	Nil	Nil	Nil
Provision for Dividend	Nil	Nil	Nil	Nil
Provision for Dividend Tax	Nil	Nil	Nil	Nil
Surplus carried to Balance Sheet	Nil	Nil	Nil	Nil

### 2. FINANCIAL PERFORMANCE OF THE COMPANY:

During this year under review, the Consolidated Turnover of the Company was ₹ 15355.49 Lakhs as compared to ₹ 26657.42 Lakhs for the Previous Year and the Standalone Turnover of the Company was ₹ 12771.69 Lakhs as compared to ₹ 21468.29 Lakhs for the Previous Year.

Your Company had a Consolidated Net Loss (After deducting Finance Cost and Depreciation) of ₹ 9214.41 Lakhs as compared to ₹ 5366.66 Lakhs for the Previous Year. The Standalone Net Loss of ₹ 4496.73 Lakhs as compared to ₹ 2191.77 Lakhs for the Previous Year.

The Board of Directors noted and took on record the report of the business review and analyzed the various options available and suitable in the present circumstances to the Company. The Board decided that it was no longer cost effective to manufacture and produce the goods in the present unremunerative market conditions with the help of present undertaking. The Company is constantly striving to improve its membership and hope to achieve better results in the forthcoming year.

### **3. OUTLOOK FOR INDIAN ECONOMY & INDUSTRIAL STRUCTURE:**

The economy is in swing mode since last few years. When all seemed to be going smoothly, the Government's pro-active measures like demonetization in November 2016 and introduction of GST in July 2017 caused economic pendulum to swing in opposite direction impacting all sectors of the economy for at least a year. However, it also ushered in many positive and structural changes in the economy such as greater tax compliance, transparency, digitization, less cash; just to name a few. It took about an year thereafter to recover and then about a year to stabilize in 2019; unfortunately now the current crisis of global pandemic caused by COVID-19 has swung the pendulum again in the opposite direction whose trajectory and magnitude is so unpredictable that it is changing by every day, hour, and minute.

The Indian economy, which began showing signals of rd slowing down since 3 quarter of Financial Year 2019-20, is still expected to perform better than other major global economies; to grow by 4% - 5% in Financial Year 2019-20 as against 6.8% during Financial Year 2018-19. However, the growth in Financial Year 2020-21 is likely to be less than 2% due to the severe ongoing contraction of economic activities. While an early lifting of the lockdown is key to the resumption of the stalled economic engine, the strength of the recovery will also depend on the fiscal stimulus and relief by the Central and State governments in addition to monetary and liquidity measures announced by the Central Bank. The wide-ranging economic stimulus package of nearly ` 20 Lakh Crore announced by the Prime Minister rekindles the hopes of an early and sustained revival to economic activities at the grass root levels. India's travel and tourism industry is one of the most profitable industries in the country, and also credited with contributing a substantial amount of foreign exchange. Indian tourism offers a potpourri of different cultures, traditions, festivals and places of interest.

### **4. FUTURE PROSPECTS AND OUTLOOK OF THE COMPANY:**

The outbreak of COVID-19 pandemic is expected to adversely impact the sector performance in the first half of F.Y. 2021. The most significant impact of COVID-19 is expected to be the reverse migration of workers which will impact Hotel and Hospitality Industry across the country. This is expected to cause project execution delays and working capital issues for financially weak developers. While the start of F.Y. 2021 may be muted due to the lockdown and its subsequent toll on economic activity, we believe customers would eventually return to the market in the second half of the financial year to partially mitigate the demand impact in earlier quarters. While we do expect the demand to catch up within the year, we believe the customers would expect relaxed payment plans. We also expect some increase in customer outstanding owing to the pessimistic liquidity environment.

While the industry at large may be adversely impacted by this pandemic and the recovery phase

slowdown. The Company believes technology will play an important role to minimize the impact of COVID-19 going forward. Your Company has been actively focusing on improving on-site facilities to create a safe working environment for workforce and reduce the impact of reverse migration. Your Company has been working on making the supply chain more efficient as lockdown restrictions are eased. These measures will not only help the Company in tiding over the impact of COVID-19 but also make it more efficient in the long term. We believe that government reforms will lead to improved governance in the sector, increase transparency and bring about consolidation amongst Hotel and Hospitality in Traveling and Tourism Industry. The Company remains positive about the long-term direction of the sector on back of higher consumer confidence and increasing affordability due to Cheaper Holiday Plans and rising disposable income. We believe that we are in a strong position to benefit from such expected shifts in the sector. With our good track record and excellent sales and marketing capabilities the Company in India is well poised for a high growth trajectory over the next few years.

Your Company will focus on opportunistic growth avenues in current environment to create a healthy project pipeline across its markets. Fast turnaround deals shall be a specific focus area for new deals in F.Y. 2021. When evaluating new projects, the Company will continue to seek superior long-term growth in shareholder value by maximizing returns through optimal financing and fiscal discipline. The Company shall also enhance agility across its processes to further reduce project launch turnaround times. These shall provide your company with the competitive edge in operational excellence and customer experience respectively.

#### **5. SHARE CAPITAL:**

The Paid-up Share Capital of the Company stands at ₹ 32,69,29,470 (Rupees Thirty Two Crores Sixty Nine Lakhs Twenty Nine Thousand Four Hundred and Seventy Only) as on 31<sup>st</sup> March, 2020.

The entire Paid-up Share Capital of your Company is listed with both the Stock Exchange(s) namely, M/s. BSE Limited (BSE) and M/s. National Stock Exchange of India Limited (NSE).

#### **6. NUMBER OF MEETINGS OF THE BOARD:**

The Board met 7 (Seven) times during the Financial Year 2019-20 on April 18, 2019, May 30, 2019, July 24, 2019, August 13, 2019, October 11, 2019, November 13, 2019 and February 13, 2020.

#### **7. MANAGEMENT DISCUSSION AND ANALYSIS:**

Pursuant to Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on the Management Discussion and Analysis for the F.Y. 2019-20 is appended to this Report.

#### **8. CONSERVATION OF ENERGY, TECHNICAL ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

##### **Additional information as required u/s 134 of the Companies Act, 2013:**

Information as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 forming part of Directors Report for the year ended 31<sup>st</sup> March, 2020.

The information as per Section 134 of the Companies Act, 2013 has to be presented:

**A. Conservation of energy**

- (i) **The steps taken or impact on conservation of Energy:** The Company is continuously monitoring the consumption of energy and implements wherever necessary the required measures for conserving it.
- (ii) **The Steps taken by the Company for utilising alternate sources of Energy:** NIL
- (iii) **The Capital Investment on energy conservation equipments:** NIL

**B. Technology absorption:**

- (i) **The efforts made towards technology absorption :** No technology – indigenous or foreign is - involved.
- (ii) **The benefits derived like product Improvement, cost reduction, product Development or import substitution:** : Not applicable
- (iii) **in case of imported technology (imported during the last three years reckoned from the beginning of the Financial year)** : No technology has been imported during the last three year.
- (a) **The details of technology imported** : Nil
- (b) **The year of import** : Not applicable
- © **Whether the technology been fully Absorbed** : Not applicable
- (d) **If not fully absorbed, areas where absorption has not taken place, and the reasons thereof;** : Not applicable
- (iv) **the expenditure incurred on Research and Development.** : Nil

**C. Foreign exchange earnings and outgo:**

	<b>2019-20</b>	<b>2018-19</b>
Foreign Currency Earnings/Inflow	NIL	NIL
Foreign Currency Expenditure / Outflow	NIL	NIL

**9. EXTRACTS OF ANNUAL RETURN AND OTHER DISCLOSURES UNDER COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:**

The Extracts of Annual Return in Form No. MGT-9 as per Section 92 (3) of the Companies Act, 2013 read with Rule 8 of Companies Act (Accounts) Rules 2014 and Rule 12(1) of Companies (Management & Administration) Rules, 2014 is enclosed as **Annexure-I** and forms part of this report.

**10. PARTICULARS OF EMPLOYEES:**

**Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

Name of Director	Designation	Remuneration FY 19-20	Remuneration in FY 18-19	% of remuneration in 2020 as compared to 2019	Ratio of remuneration to MRE
Y. Rajeev Reddy	Chairman & Managing Director	0	1,68,00,000	-	0 Times
Yedaguri Siddharth Reddy	Vice-Chairman, JMD & CEO	0	36,00,000	-	0 times
Yedaguri Varun Reddy	Vice-Chairman, JMD & COO	0	36,00,000	-	0 times
<b>Key Managerial Personnel other than Directors:</b>					
Kudligi Phaneendra Rao	Chief Financial Officer	24,16,056	26,06,100	(7.86)%	16.78 times
Sreelatha Vishnubhotla (01.04.2019 to 18.04.2019)	Company Secretary	15,000	3,00,000	-	0.10 times
Bighnes Prasad Gauda (24.07.2019 - 10.10.2019)	Company Secretary	1,66,267	0	-	1.15 times
Anita Vidyulata Kottapalli (20.11.2019 to 31.03.2020)	Company Secretary	2,37,374	0	-	1.65 times

- The Median Remuneration of the employees of the Company during the financial year was Rs. 1,44,000/- Per Annum.
- In the financial year, there was no increase in the median remuneration employees.
- There are 1512 permanent Employees on the Rolls of the Company as on 31<sup>st</sup> March, 2020.
- The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee.

- e) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – N.A. and
- f) It is hereby confirmed that the remuneration is as per the remuneration policy of the Company.
- g) The information required pursuant to Section 197 of the Companies Act read with Rule 5(2)&(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is available for inspection by the Members at registered office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary, whereupon a copy would be sent.
- h) Since the company has committed default in payment of dues to the Bankers (Secured Creditors) and in the continuation of default the Company has not obtained the prior approval of the Bankers where the default is made (Secured Creditors), hence No Remuneration has been paid to the Executive Directors (i.e. Mr. Y. Rajeev Reddy, Mr. Y. Siddharth Reddy and Mr. Y. Varun Reddy) of the Company in the FY 2019-20.

**The remuneration paid to the Key Managerial Personnel of the Company is as per remuneration policy.**

**Particulars of Employees receiving remuneration of Rs.1,02,00,000 or more per annum or Rs.8,50,000/- or more per month are given below:**

Information as per Rule 5(2) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Directors are to report that none of the employees were in receipt of remuneration of Rs.1,02,00,000 or more per annum or Rs.8,50,000 or more per month.

#### **11. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the Articles of Association of the Company and the provisions of the Section 152(6)(e) of the Companies Act, 2013, Sri Y. Rajeev Reddy (DIN: 00115430), Chairman & Managing Director of the Company will retire by rotation at the 29<sup>th</sup> Annual General Meeting and being eligible, offered himself for re-appointment.

Further Sri Kalidindi Satyanarayana Raju (DIN: 00979484), Independent Director has resigned as an Independent Director on the Board of Directors on April 18, 2019 due to his unstable health conditions and unfavourable travelling conditions. Further Sri Kalidindi Satyanarayana Raju has resigned as Chairman of the Nomination & Remuneration Committee. However he has not attained any of the Board Meetings held during the F.Y. 2019-20. In this regard, respective filings has been made with the concerned Statutory Authorities.

Further Sri Venkat Ratna Kishore Dukkupati (DIN: 01017518), Independent Director has resigned as an Independent Director on the Board of Directors on February 10, 2020 due to relocation from Hyderabad to Visakhapatnam owing to his health conditions and medical reasons. Further Sri Venkat Ratna Kishore Dukkupati has resigned as Member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company with effect from February 10, 2020. However he has attained the 6 out of 7 Board Meetings held during the F.Y. 2019-20. In this regard, respective filings has been made with the concerned Statutory Authorities.

Further Smt. Navya Challa (DIN: 08289816), who was appointed as an Additional Director on June 04, 2020, and who holds the office until the date of 29<sup>th</sup> Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, upon the recommendation from Nomination and Remuneration Committee, appointed as an Independent Director of the Company for a term of 5 Years commencing from 31.12.2020 up to 30.12.2025, whose office is not liable to retire by rotation. She is further appointed as a Member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company with effect from June 04, 2020. In this regard, respective filings has been made with the concerned Statutory Authorities.

Sri Y. Rajeev Reddy (DIN: 00115430) - Chairman & Managing Director, Sri Y. Siddharth Reddy (DIN: 00815456) - Vice-Chairman, Joint Managing Director & Chief Executive Officer, Sri Y. Varun Reddy (DIN: 01905757) - Vice-Chairman, Joint Managing Director & Chief Operating Officer, Sri Ramaraju Durga Prasad - Chief Financial Officer and Ms Khushboo J Agarwal - Company Secretary and Compliance Officer are the Key Managerial Personnel of the Company as at the date of this Report.

## **12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The policy of the Company on Directors' Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Companies Act, is appended as **Annexure II** to this Report.

## **13. ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD:**

Regulations 27 of the SEBI, Listing Regulations states that the board shall monitor and review the board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of the Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Company conducted a formal Board Effectiveness Review as part of its efforts to evaluate, identify improvements and thus enhance the effectiveness of the Board of Directors (Board), its Committees and Individual Directors. This was in line with the requirements mentioned in the Companies Act and the SEBI LODR Regulations.

The HR team of Country Club Hospitality & Holidays Limited worked directly with the Vice-Chairman, Joint Managing Director & Chief Operating Officer and the Nomination and Remuneration Committee of the Board, to design and execute this process which was adopted by the Board. Each Board Member completed a confidential online questionnaire, providing vital feedback on how the Board currently operates and how it might improve its effectiveness.

The survey comprised of four sections and compiled feedback and suggestions on:

- Board processes (including Board composition, strategic orientation and team dynamics);
- Individual committees;
- Individual Board members; and
- Chairman's Feedback Report



A meeting of the Independent Directors was also held which reviewed the performance of Non-Independent Directors, Chairman and the quality, quantity and timelines of flow of information between the Company management and Board.

As per the amendments issued to the SEBI LODR Regulations in 2018, the performance evaluation criteria for independent directors included a check on their fulfillment of the independence criteria and their independence from the management.

The following reports were created, as part of the evaluation:

- Board Feedback Report
- Individual Board Member Feedback Report
- Chairman's Feedback Report

The overall Board Feedback Report was facilitated by Mr. C V Rao & Mr. Nageshwar Rao with the Independent Directors. The Directors were vocal about the Board functioning effectively, but also identified areas which show scope for improvement. The Individual Committees and Board Members' feedback was shared with the Vice-Chairman, Joint Managing Director & Chief Operating Officer. Following his evaluation, Vice-Chairman, Joint Managing Director & Chief Operating Officer Feedback Report was also compiled.

#### **14. DECLARATION GIVEN BY INDEPENDENT DIRECTORS:**

The Independent Directors of the Company have submitted the Declaration of Independence, as required pursuant to Section 149 (7) of the Companies Act, 2013 confirming that they meet the criteria of independence as provided in Sub-Section (6) of section 149 of Companies Act, 2013 and Regulation 16 of SEBI LODR Regulations.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the field of finance, strategy, auditing, tax, financial services and infrastructure and Hotel & Hospitality Industry and they hold the highest standards of integrity.

In compliance with the rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have registered themselves with the Indian Institute of Corporate Affairs. Since majority of the Independent Directors of the Company have served as Directors or Key Managerial Personnel in listed companies or in an unlisted public company having a paid-up share capital of ` 10 Crores or more for a period not less than 10 years, they are not required to undertake the proficiency test as per rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

#### **15. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirements under Section 134 of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- (a) that in the preparation of the annual accounts for the Financial year ended 31<sup>st</sup> March, 2020, the applicable accounting standards have been followed;
- (b) that the directors have selected such accounting policies and applied them consistently and made

judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020, and Profit and Loss Statement of the Company for that period;

- (c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the directors have prepared the annual accounts for the financial year ended 31<sup>st</sup> March, 2020, on a going concern basis;
- (e) that the directors have laid down internal controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) that the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

#### **16. FIXED DEPOSITS:**

The Company has not accepted any public deposits and, as such, no amount on account of principal or interest on public deposits was outstanding on the date of the Balance sheet.

#### **17. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

There were no fresh loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

The details of the existing Secured Loans availed from the Banks are given below:

- a) Term Loans from Oriental Bank of Commerce, Loans I & II of ₹ 25 Crores for expansion of existing Clubs and secured by The Country Club (EROS Regency) situated at land Bearing killa no. 2,9,10/1,10/2 & 11/4 at village lakarpur, EROS Regency Township, Surajkund, Faridabad, Harayana. The Outstanding Balance for the Current year is ₹9,22,10,435/- (Previous Year ₹9,84,21,050/-)
- b) Term Loans from Union Bank of India, Bank of Baroda and Bank of India of ₹ 115 Crores has been taken for repayment of FCCB's and secured by way of properties located in Hyderabad, Bangalore, Chennai and Kodaikanal. Further, the Charge has been created on Delhi & Karnataka cash flows for servicing of the above loan. Additionally, the personal guarantees has also been given by three Directors (i.e. by Mr. Y. Rajeev Reddy, Mr. Y. Siddharth Reddy & Mr. Y. Varun Reddy). The Outstanding Balance for the Current year is ₹ 76,07,60,331/- (Previous Year ₹ 75,09,06,502/-).
- c) Term Loan from Central Bank of India of ₹ 50 Crores to carry out interior, Gym/Fitness Centres and Civil works of the Company's property at multiple locations. Further charge has been created on Company's properties (movable/immovable) at Bangalore, Trivandrum and Bandipur. Additionally, the personal guarantees are also given by three Directors (i.e. by Mr. Y. Rajeev Reddy, Mr. Y. Siddharth Reddy & Mr. Y. Varun Reddy). The Outstanding (Including Interest) Balance for the Current year is ₹ 50,15,95,129/- (Previous Year ₹ 48,80,55,065/-).
- d) Term Loan from Canara Bank of ₹ 50 Crores for the Company's expansion plan at Kolkatta, Cochin and Andheri, Mumbai and normal ongoing capex at various locations. Further charge has been

created on Company's properties (movable/immovable) at Kolkatta, Cochin and Andheri, Mumbai. Additionally, the personal guarantees are also given by three Directors (i.e. by Mr. Y. Rajeev Reddy, Mr. Y. Siddharth Reddy & Mr. Y. Varun Reddy). The Outstanding (Including Interest) Balance for the Current year is ₹68,24,81,455/- (Previous Year ₹58,99,34,966/-).

- e) Term Loans from Saraswat Co Op Bank, Loan of ₹ 75 Crores for expansion of existing Clubs and secured by way of mortgage by deposit of title deed immovable property being land and building known as Hotel Amrutha Castle Constructed on plot of land bearing Municipal Nos. 5-9-16, 5-9-17, and 6-9-18 and adjoining plot and land bearing Municipal Nos. 5-9-19, and 5-9-18/3 situated at Saifabad, Secretarial Road Hyderabad solely belonging to the company and deposit of title deed of Immoveable Property located at Country Club Golden Star, # 623, 624, Next to Pramukh Swami Hospital Adajan, Surat - 395 009 owned by Club Arzee Limited, Immoveable Property at Country Club Resort, Plot No. 496, Bhuvan Village, Kolad, Dist. Raigad. owned by Amrutha Estates Pvt. Ltd., Immoveable Property located at Hotel Amrutha Castle, Opp. Secretariat, Saifabad, Hyderabad and additional charge on Immoveable Property at The Country Club, Balamatta Road, Mangalore - 575 001, belonging to the Company. The Outstanding Balance for the Current year is ₹50,46,34,074/- (Previous Year ₹45,61,43,376/-)
- f) Term Loans from Cosmos Bank, Loan of ₹ 60 Crores for expansion of existing Clubs, refurbishment and modernization of its clubs located at Pune, Kolkatta, Goa and Indore, secured by property located at "The Country Club De Goa" No.836/1, Anjuna Bardez, Goa owned by Aquarian Realtors Pvt. Ltd. and "The Country Club Spring" situated at C.T.S No. 1104/03 of village Kandivali, Parekh Nagar, Kandival owned by M/s Swami Vivekanand Training and Education Centre Pvt. Ltd and additional security by way of registered equitable mortgage on "Country Club Fun & Food", 7thKm, Khandwa Road, Kasturbaagram, Indore owned by the Company. The Outstanding Balance for the Current year is ₹31,76,66,891/- (Previous Year ₹31,02,36,536/-)

#### Other Loans

- g) Lease Finance Loan from NOIDA Authority of ₹ 2.37 Crores for Plot and the same is secured against the Plot No. N-14, Sector – 18, Noida, Uttar Pradesh. The Outstanding Balance for the Current year is ₹2,71,64,614/- (Previous Year ₹2,71,64,614/-).

#### 18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY:

All transactions entered into during the financial year 2019- 2020 with Related Parties as defined under the Companies Act and SEBI LODR Regulations were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any transaction referred to in Section 188 of the Companies Act, with related parties which could be considered material under SEBI LODR Regulations. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act in Form AOC-2 is not applicable. Attention of Members is drawn to the disclosures of transactions with related parties set out in Notes to Accounts forming part of the financial statements. The transactions with person or entity belonging to the promoter/promoter group which holds 10 per cent or more shareholding in the Company as required under Schedule V, Part A (2A) of SEBI LODR is given in Notes to Accounts (on Related Party Transaction) forming part of the financial statements.

As required under Regulation 23 of SEBI LODR Regulations, the Company has formulated a Related Party Transactions Policy which is available on the website of the Company and can accessed at <https://countryclubindia.net/investor-relations.php>

**19. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There have been no other material changes and commitments in the business operations affecting the financial position of the Company which have occurred between March 31, 2020 and the date of signing of this Report, other than those disclosed in this Report.

**20. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:**

The Company has in place adequate internal financial controls with reference to financial statements. In addition, the Company has also Re-appointed M/s. B. N & Company, Chartered Accountants as the Internal Auditors of the Company to conduct the regular Internal Audit and place its Report before the Audit Committee. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

The internal controls over financial reporting have been identified by the management and are checked for effectiveness across all locations and functions by the management and tested by the Auditors on sample basis. The controls are reviewed by the management periodically and deviations, if any, are reported to the Audit Committee periodically.

**21. CHANGE IN THE NATURE OF BUSINESS:**

There has been no change in the nature of business of the Company during the financial year under review. The Company is presently carrying on only Clubbing, Tourism, Hotel & Hospitality Services.

**22. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

No significant or material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future during the year under review.

**23. CORPORATE GOVERNANCE:**

As required by Regulation 27 of SEBI LODR Regulations, (Listing Regulations), a separate section containing the Report on Corporate Governance together with the Certificate on the compliance with the conditions of Corporate Governance issued by the Practicing Company Secretary is appended hereto and they form part of this Annual Report.

**24. SUBSIDIARY COMPANIES:**

Pursuant to Section 129(3) of the Companies Act, 2013, a statement consisting salient features of financial statements of subsidiaries, associates and joint venture companies in Form AOC-1 is appended as **Annexure IV** to this Report. The Company has Twenty Two (22) subsidiary outfits as on 31<sup>st</sup> March, 2020:

**Domestic Subsidiaries:**

Aquarian Realtors Private Limited  
 Bush Betta Holiday Ownership Wildlife Adventure Resort Private Limited  
 Bright Resorts Private Limited  
 Chanakyapuri Resorts Private Limited  
 Club Arzee Limited  
 Country Vacations International Limited  
 International Country Holidays Private Limited  
 Jade Resorts Private Limited\*  
 JJ Arts & Entertainments Private Limited  
 Kolet Resort Club Private Limited\*  
 Maruti Waterpark and Entertainments Private Limited  
 Swami Vivekanand Training and Education Centre Private Limited  
 Swimwel Investment and Trading Private Limited

**International Subsidiaries:**

1. Country Club Babylon Resort Private Limited, Sri Lanka
2. Country Vacations International Limited, Dubai
3. Country Vacations International LLC, Dubai\*
4. Country Vacations International LLC, Oman\*
5. Country Vacations International LLC, Abu Dhabi\*
6. Country Vacations International W.L.L, Bahrain\*
7. Country Club and Vacations WLL, Qatar\*
8. Country Vacations International SDN BHD, Malaysia\*
9. Country Vacations International Limited, London\*

\* Has become subsidiary of the Company under Section 2(87) of the Companies Act, 2013.

The Ministry of Corporate Affairs (MCA) has through its General Circular No. 2/2011 dated 08<sup>th</sup> February 2011, has granted general exemption to all the Companies from the requirement to attach various documents in respect of Subsidiary Companies, as set out in Section 129 of the Companies Act 2013. Accordingly Balance sheet, Profit and Loss Account and other documents of the Subsidiary Companies are not being attached with the balance sheet of the Company.

Further your Company hereby undertakes that Annual Accounts of the Subsidiary Companies and the related detailed information shall be made available to the Shareholders of the Company and Subsidiary Companies seeking such information at any point of time.

The Annual Accounts of the Subsidiary Companies shall also be available for inspection by the Members at registered office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary, whereupon a copy would be sent.

## 25. **TYPES OF COMMITTEES:**

The Company has 4 different Committees, they are:

### a. **AUDIT COMMITTEE**

#### **Composition of the Audit Committee:**

The Audit Committee for the F.Y 2019-2020 was constituted of the following members:

	<b>Name of the Member</b>		<b>Category</b>
1.	Sri Y. Subba Rao, Chairman	}	<b>Independent,</b>
2.	Sri D. V. Ratna Kishore, Member*		<b>Non- Executive</b>
3.	Smt. Mamatha Madhavi V Reddy, Member		<b>Directors</b>

\*On February 10, 2020, Sri D. V. Ratna Kishore, Member has resigned from the Audit Committee and on June 04, 2020 Smt. Navya Challa has been appointed as Member of the Audit Committee.

Ms. Anita Vidyulata Kottapalli, Company Secretary has acted as the Secretary to the Committee.

The composition of the Audit Committee is in compliance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI LODR Regulations.

### b. **NOMINATION & REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee for the F.Y 2019-2020 was constituted of the following members:

	<b>Name of the Member</b>		<b>Category</b>
1.	Smt. Mamatha Madhavi V Reddy, Chairperson	}	<b>Independent,</b>
2.	Sri Y. Subba Rao, Member		<b>Non- Executive</b>
3.	Sri D. V. Ratna Kishore, Member*		<b>Directors</b>

\*On February 10, 2020, Sri D. V. Ratna Kishore, Member has resigned from the Nomination and Remuneration Committee and on June 04, 2020 Smt. Navya Challa has been appointed as Member of the Nomination and Remuneration Committee.

The Company follows a policy on remuneration of directors and other senior managerial personnel's. The Policy is recommended by the Nomination and Remuneration Committee and approved by the Board. Policy on Directors Appointment & Remuneration is appended as **Annexure II** to this Report.

**c. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee for the F.Y 2019-2020 was constituted of the following Directors:

	<b>Name of the Member</b>	<b>Category</b>
1.	Sri Y. Subba Rao, Chairman	} <b>Independent, Non- Executive Directors</b>
2.	Sri D. V. Ratna Kishore, Member*	
3.	Smt. Mamatha Madhavi V Reddy, Member	

\*On February 10, 2020, Sri D. V. Ratna Kishore, Member has resigned from the Stakeholders Relationship Committee and on June 04, 2020 Smt. Navya Challa has been appointed as Member of the Stakeholders Relationship Committee.

Ms. Anita Vidyulata Kottapalli, Company Secretary has acted as the Secretary to the Committee.

**d. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee for the F.Y 2019-2020 was constituted of the following Directors:

	<b>Name of the Member</b>	<b>Category</b>
1.	Smt. Mamatha Madhavi V Reddy, Chairperson	} <b>Independent, Non- Executive Directors Executive Director</b>
2.	Sri D. V. Ratna Kishore, Member*	
3.	Sri Y. Siddharth Reddy, Member	

\*On February 10, 2020, Sri D. V. Ratna Kishore, Member has resigned from the Corporate Social Responsibility Committee and on June 04, 2020 Smt. Navya Challa has been appointed as Member of the Corporate Social Responsibility Committee.

**26. STATEMENT PURSUANT TO LISTING AGREEMENT:**

The Company's Equity shares are listed at

1. BSE Limited, Mumbai.
2. National Stock Exchange of India Limited, Mumbai.

The Company has paid the Annual Listing Fees to the above Stock Exchanges for the year 2020-21.

**27. DEPOSITORY SYSTEM:**

Your Company's equity shares are available for dematerialisation through National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2020, 99.17% of the equity shares of the Company were held in dematerialised form. The Company has paid the Annual Custodian Fees to the above Depositories for the year 2020-21.

**28. AUDITORS:**

M/s. P C N & Associates (Formerly known as Chandra Babu Naidu & Co.,) Chartered Accountants, were appointed as Statutory Auditor of the Company in 26<sup>th</sup> Annual General Meeting for Five Consecutive years and shall hold the office until the conclusion of the 30<sup>th</sup> Annual General Meeting as per section 139 of Companies Act, 2013.

For the Financial Year 2019-20, your Company has paid ₹ 12,08,597 (Rupees Twelve Lakhs Eight Thousand Five Hundred and Ninety Seven Only) plus applicable taxes and out of pocket expenses subject to the ratification of the said fees by the members at the ensuing Annual General Meeting pursuant to the Provisions of the Companies Act, 2013. The detailed breakup of the Auditors Fees is given in Notes to Accounts (on Note No. 24 - Other Expenses) forming part of the consolidated financial statements.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualifications, reservations, adverse remarks or disclaimers given by the Auditors in their Report.

**29. SECRETARIAL AUDIT REPORT:**

The Board of Directors of the Company have appointed M/s. R. & A Associates, Company Secretaries represented by Mr. R. Ramakrishna Gupta (Membership No. FCS 5523), Practicing Company Secretary, as the Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial year ended 31<sup>st</sup> March, 2020 in compliance with the provisions of Section 204 of the Companies Act, 2013.

The report of the Secretarial Audit Report by M/s. R. & A Associates, Company Secretaries represented by Mr. R. Ramakrishna Gupta, Practicing Company Secretary, in Form MR-3 is enclosed as **Annexure – III** to this Report.

There are no qualifications, reservations, adverse remarks or disclaimers made by M/s. R. & A Associates, Company Secretary in Practice, in the Secretarial Audit Report.

The Board further confirms that the Company has complied with all the provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India.

**30. FRAUD REPORTING:**

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013 and Rules framed thereunder either to the Company or to the Central Government.

**31. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has established a vigil mechanism for directors, employees and other stakeholders to report their genuine concerns, details of which have been given in the Corporate Governance Report forming part of this Annual Report.

The Board of Directors of the Company has adopted Whistle Blower Policy. This policy is formulated to provide an opportunity to employees and an avenue to raise concerns and to access in good faith the Audit Committee, to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, in case they observe unethical and improper practices or



any other wrongful conduct in the Company, to provide necessary safeguards for protection of employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against those employees.

**32. RISK MANAGEMENT POLICY AND BUSINESS RISK MANAGEMENT:**

The Company has policy for identifying risk and assess business risks and opportunities and established controls to effectively manage the risk. Further the company has laid down various steps to mitigate the identified risk.

The business risks identified are reviewed by the Board of Directors of the Company and a detailed action plan to mitigate identified risks is drawn up and its implementation is monitored. The key risks and mitigation actions are then placed before the Audit Committee of the Company.

However, Your Company does not have a Risk Management Committee as the said Provisions of SEBI LODR Regulations are not applicable to the Company.

**33. DISCLOSURE PERTAINING TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

During the Financial year ended 31<sup>st</sup> March, 2020 the Company has neither received any complaints nor there are any pending complaints pertaining to Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH).

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and by the Company. No cases of child labour, forced labour, involuntary labour and discriminatory employment were reported during the period.

**34. HUMAN RESOURCE:**

Given the highly specialized nature of the Company's business and the large number of locations where it operates, attracting and nurturing the right talent is at the core of your Company's strategy for success and growth. Accordingly, the HR function is organised into three key areas: customer acquisition, resort operations and corporate functions. During the year, focus was on building capabilities through a structured approach to drive the Company's performance. This encompassed implementing changes across all components of the HR function: recruitment, employee engagement, reward and recognition, skill upgrading, talent management, organisational culture and employee relations. The Company organizes a TOP GUN training program where promising young employees are trained to become next level managers. There are 1512 permanent Employees on the Rolls of the Company as on 31<sup>st</sup> March, 2020.

**35. PERSONNEL:**

Presently the Company enjoys cordial relations with employees and believes that human resources are invaluable asset. The Board wishes to place on record its appreciation to all employees for their efforts and co-operation for the performance and growth of business during the year.

**36. ACKNOWLEDGEMENTS:**

The Directors wish to place on record their appreciation and sincere thanks to the customers, shareholders, banks, financial institutions, investors, vendors, business associates and other associates, who through their continued support and cooperation, have helped, as partners, in the Company's progress.

The Directors also acknowledge the hard work, dedication and commitment of the employees. We wish to place on record our appreciation for the untiring efforts and contributions made by the employees at all levels to ensure that the Company continues to grow and excel.

**For and on behalf of the Board of Directors of  
COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**

**PLACE: HYDERABAD****DATE : 08-12-2020****Y. SIDDHARH REDDY****VICE-CHAIRMAN, JMD & CEO****DIN: 00815456****Y. VARUN REDDY****VICE-CHAIRMAN, JMD & COO****DIN: 01905757**

## MANAGEMENT AND DISCUSSION ANALYSIS REPORT

### OVERVIEW:

Tourism has now become a significant industry in India. It is a sun rise industry, an employment generator, a significant source of foreign exchange for the country. The booming tourism industry has had a cascading effect on the hospitality sector with an increase in the occupancy ratios and average room rates. India is a large market for travel and tourism. It offers a diverse portfolio of niche tourism products - cruises, adventure, medical, wellness, sports, MICE, eco-tourism, film, rural and religious tourism. India has been recognized as a destination for spiritual tourism for domestic and international tourists.

Since the establishment, the Country Club Hospitality & Holidays Limited ("the Country Club") is a pioneer in the concept of offering 360° leisure hospitality membership services in India. A full range of Country Club specialty services include member exclusive clubbing hubs, splendid holiday destinations, trendy fitness centers and star-studded entertainment events.

The Country Club has over 50 ownership clubs, resorts and hotels in India, Middle East, Bangkok and Sri Lanka. Also, it offers over 20 member exclusive fitness centers and over 4000 holiday exchange associates and Country Vacations global hospitality associates. The massive network consists of social clubs in urban hotspots, city-centric luxurious hotels, serene wellness rejuvenation hubs, beachfront resorts, hilltop vacation homes, wildlife jungle lodges and water amusement parks.

The Indian economy continued to exhibit steady growth and remained among the fastest growing emerging economies, with a focus on the continued implementation of structural and financial sector reforms and efforts to reduce public debt.

The benefits of recent structural reforms like demonetization, GST and ongoing bank recapitalization would enhance economic stability.

### GLOBAL ECONOMY:

The global economies are facing a synchronized slowdown, resulting from a variety of factors affecting the world. The outbreak of Corona Virus 2019 (COVID19) has globally disrupted people's lives, interrupted businesses and jeopardized decades of development progress. According to The World Economic Outlook (WEO) update, global economic growth has been downgraded to 2.4% in 2019, which is its slowest pace since the global financial crisis of 2008. The decline in growth is the outcome of rising trade tensions between large economies, rising uncertainty surrounding trade and geopolitical issues; along with individual macroeconomic problems such as low productivity growth in emerging economies and aging population in advanced economies. To add to the existing issues, the pandemic outbreak has worsened the economic environment. The crisis is the result of the needed containment measures that forced policymakers to take extreme steps in the form of huge fiscal stimuli to encourage economic activity. With considerable uncertainty around the world due to the pandemic, its macroeconomic fallout, and the associated impact on financial and commodity markets, the World Economic Outlook has estimated global growth to decline by 5.2% in 2020 before recovering by 4.2% in 2021. India's economic growth also decelerated considerably in 2019-20 — with GDP growing at 4.2% in 2019-20, compared to 6.1% in the previous year. The International Monetary Fund (IMF) had forecast global growth of 2.9% in 2019, its slowest pace since the global financial crisis in 2009, and downgraded its earlier forecast from 3.3%. Although trade tensions between China and the United States (US) stabilised somewhat, they impacted output and global trade. The GDP growth of the US and United Kingdom (UK) was 2.3% and 1.4%

respectively, while China, India and ASEAN-5 countries' growth was better at 6.1%, 4.2% and 4.8% respectively. Sri Lanka, Nepal and the Maldives reported growth of 2.3%, 7.1% and 5.7% respectively.

In China, the containment efforts such as quarantine and widespread restrictions on travel, have resulted in unplanned delays in restarting factories after the Lunar New Year holiday and sharp cutbacks in many service sector activities. With the existing slowdown visible across the globe, the pandemic is expected to have severe consequences on the world economy leading to lay-offs, reduction in capex by companies and delay in discretionary purchases. The economic activity in U.S. and Eurozone economies is expected to fall sharply as these economies undertake measures to contain the outbreak. Not only did the economic growth slow down as the year progressed, but there was also dampening of consumer sentiment — affecting the spends on discretionary categories such as holidays, and in turn the Company's performance.

The growth outlook for 2020-21 remains uncertain due to the COVID-19 crisis. Even with the baseline scenario of the pandemic fading in the second half of 2020, the IMF projects world output to contract by 3%. Even India, too, will see a significant deceleration in economic activity. But, according to IMF, it will still be among the few economies to record a positive growth of 1.9% in 2020. The Reserve Bank of India (RBI) also expects a sharp turnaround in India's performance once containment efforts are unwound and economic activity normalises.

As far as the travel and tourism industry is concerned, the long term fundamentals remain strong. The vacation ownership industry, with its loyal membership base, has an even more favourable risk profile. To be sure, it will be impacted by the COVID-19 crisis in the immediate future. It is also likely that there are more lasting changes in holidaying preferences — for instance greater interest in domestic destinations, within drivable distances — and heightened expectations in terms of safety and hygiene. Country Club expects its members to begin holidaying at its resorts, once the travel restrictions are eased off. The Company with its large network of resorts in India and an unparalleled experience ecosystem is well positioned to take advantage of the expected recovery in domestic travel.

Country Club believes that there is a significant potential for further growth of vacation ownership industry in India as the market penetration is still very low. If one compares the Indian vacation ownership industry with the USA in terms of its share in the hospitality sector, the scope for growth in India is at least five times that of its current size. Similar conclusions can be drawn if one considers other surrogates such as ownership and sale of cars. This is also reflected in faster growth in domestic tourism, a trend that is likely to accelerate further in the post-COVID scenario.

Considering the competitive landscape, key trends in the leisure travel and shifts in media consumption trends, the Company has identified three key strategic priorities to differentiate itself in the market and benefit from the opportunities

Global economic activity lost pace in FY'19, reflecting a further slowdown in global trade and manufacturing activity. While economic activity in the US initially strengthened, factory activity and retail sales moderated. Economic activity in the Euro area remained weak due to muted industrial activity and subdued business confidence. Economic activity slowed in a number of emerging market economies as well, including in China.

The strengthening of the US dollar led to weakening gold prices; however, gold prices picked up since the outbreak of COVID19 from March 2020 on escalating trade tensions, reviving its demand as a safe haven asset. Inflation remained below the target in several economies.

## INDUSTRY MEGATRENDS

The hospitality industry has been undergoing changes and disruptions over the last decades. The key trends that are reshaping the industry are listed here:

- Virtual communities across social networks like TripAdvisor and Google, among others influence tourists and lead to more transparency
- Online Travel Agents (OTAs) have altered distribution channels, facilitated a shift towards large brands and have built enduring relations with travelers
- Digitalised guest experiences through apps are increasingly helping hoteliers manage many aspects of the guest cycle and experience
- Booming global tourism, owing to enablers like low-cost carriers and healthy GDP growth in emerging markets.
- Rising trend of experience economy wherein customers request extreme personalization, unique experiences, and so on

## INDIAN ECONOMY: THE YEAR IN REVIEW (PRE-COVID-19)

The IMF had revised India's growth rate to 4.2% in 2019 in the World Economic Outlook released in January, 2020, from its earlier projection of 6.8%. A sharp decline in domestic consumption and private investment, stress caused by the liquidity crisis at Non-Banking Financial Companies (NBFCs) and weakening credit growth had prompted the revision. Sluggish global growth caused by the downturn in manufacturing, trade and demand had also adversely impacted the Indian economy. However, the services sector continued to outperform the industrial and agricultural sectors in terms of gross value added (GVA), with service exports outperforming goods exports in the recent years. The government's fiscal stimulus through the lowering of corporate tax rates, merger of public sector banks, focus on manufacturing, support for affordable housing, together with the Reserve Bank of India's monetary stimulus through the reduction in policy rates, and subdued oil prices were expected to propel the Indian economy. (Source: Economic Survey 2019-20)

## ECONOMIC OUTLOOK (POST-COVID-19)

### Global scenario:

As COVID-19 continues to take its toll on human health, government responses to arrest this pandemic across the world are severely impacting economic activity. Several countries have announced large stimulus packages to support the marginalised and working-class families who have been most disadvantaged by the crisis. The US has released a US\$ 2.2 trillion coronavirus relief package, consisting of cash disbursement to families, financial assistance to small and medium enterprises and big businesses impacted by the virus, as well as hospitals, medical suppliers and public and non-profit health organisations for bolstering life care capabilities, critical supplies and vaccine research. The UK extended a business rates holiday to all businesses in the retail and hospitality sector for twelve months, a cash grant for survival and access to loans on attractive terms.

Countries reliant on tourism, travel, hospitality and entertainment for their growth have been particularly affected. Emerging market and developing economies face additional challenges amid unprecedented reversals in capital flows with the waning of global risk appetite, currency pressures, the stress created by weaker healthcare systems and the limited fiscal space to provide support. (Source: IMF-The Great

Lockdown - World Economic Outlook). In its Report, World Economic Outlook, April, 2020, the IMF projected the global economy to contract by 3.0% in 2020. It projected the US economy to contract by 5.9%, that of the UK by 6.5%, Euro area by 7.5% and South Africa by 5.8%. Countries like Maldives could be severely impacted as they are heavily dependent on tourism, especially arrivals from China, the Middle East and Europe. In its recent report on Global Economic Prospects, June, 2020, the World Bank has forecast the global economy to contract by 5.2% in 2020 with advanced economies projected to contract by 7.0% and that of emerging market and developing economies by 2.5%.

### **India:**

The Indian government has announced a series of fiscal stimulus packages and subsidies to support small and medium-sized enterprises, farmers, migrant labour, etc. It has also introduced six-month moratoriums on loans through banks, automatic collateral-free loans to small businesses, reduced withholding tax rates and extended payment due dates. The RBI too has announced a series of monetary measures to mitigate the risk of a liquidity crisis during economic recovery apart from reducing lending rates to offset a likely credit crunch.

In the post-COVID-19 scenario, India's growth rate for 2020 was projected by the IMF in April, 2020 at 1.9%, assuming that the pandemic is brought under control and containment efforts can be gradually scaled back, restoring consumer and investor confidence. However, a recent World Bank Report projects India's economy to contract by 3.2%. The wide range of economic forecasts notwithstanding, India's recovery will depend to a large extent on how effectively it manages the health crisis, selectively isolates containment zones, reopens other zones for reviving economic activity as well as how effectively it manages geo-political dependencies. (Source: IMF World Economic Outlook, May 2020 and World Bank Global Economic Prospects, June, 2020)

## **INDUSTRY INSIGHT**

### **GLOBAL HOSPITALITY AND TOURISM INDUSTRY (PRE-COVID-19)**

Globally, international tourism witnessed 1.5 billion arrivals in 2019, recording a 4% growth in overnight visitors, which was lower than the growth rate of 6% in 2018. This was partly because of the slackening demand in advanced economies, particularly in Europe. Geopolitical stress, social unrest and a global economic slowdown contributed to a lower growth in 2019. With an 8% growth in arrivals and double the global average, the Middle East emerged as the fastest-growing region for international tourism. Although Europe continued to lead, with 743 million international tourists last year and a command of 51% of the global market, Asia and the Pacific saw a healthy 5% increase in international arrivals. In spite of the global economic slowdown, tourism spending continued to grow, with France reporting the strongest increase in international tourism expenditure among the world's top 10 outbound markets with an 11% increase, while the US, with a 6% increase, led growth in absolute terms, aided by a strong dollar. (Source: UNWTO Barometer Jan 2020)

### **GLOBAL HOSPITALITY OUTLOOK (POST-COVID-19)**

According to UNWTO, a global organisation for promotion of tourism, the pandemic has already caused a drop of 22% in international tourist arrivals from January-March 2020, and could lead to a further decline of 60-80% due to COVID-19 during the year. With 67 million less international arrivals owing to lockdowns, March 2020 saw a sharp drop of 57% in arrivals and a loss of USD 80 billion in tourism exports. The Asia-Pacific region bore the biggest impact with a decline of 33 million arrivals, while the drop in Europe was 22 million.

UNWTO has given three scenarios for 2020 based on possible dates for the gradual opening up of international borders in early July, early September or in early December. The impact translates into 850 million-1.1 billion less international tourists, loss of US\$ 910 billion-1.2 trillion in revenues from tourism exports and risk to 100-120 million direct tourism jobs. Domestic leisure demand is expected to recover faster than the international demand, according to a survey by a UNWTO panel of experts. (Source: UNWTO, May 2020). As a sign of hope, Europe, China and South Korea seem to be easing up for domestic tourism, while Iceland has already confirmed that it would welcome international guests from June, 2020 after health checks, which could be the new normal.

### **INDIAN HOSPITALITY AND TOURISM INDUSTRY (PRE-COVID-19)**

India is a tourism hotspot, given its diverse landscape, rich cultural heritage, and the opportunities it offers to businesses with its start-up culture and availability of a young, educated workforce. During 2019, foreign tourist arrivals (FTAs) in India stood at 10.9 million, an increase of 3.2% over 2018. Of this, 2.9 million tourists arrived on e-tourist visa as compared to 2.4 million during 2018, registering a growth of 21%.

### **INDIAN HOSPITALITY OUTLOOK (POST-COVID-19)**

FTA footfall in India, particularly that of leisure travellers, started softening in February 2020, as COVID-19 spread across the globe. Although domestic flights resumed in June 2020, the restrictions on the entry of international travellers means that FTA is not about to pick up any time soon. Even though some countries are reopening, travel bans are expected to be rolled down only by the end of the year. The situation may not improve drastically for the hospitality sector. Except for the smaller-sized hotels, which are now covered under the MSME (micro, small and medium-sized enterprises) the hospitality sector in India has not benefited from the stimulus packages rolled out by the government.

India ranks 3<sup>rd</sup> in World Travel & Tourism Council's list for Travel & Tourism Power and Performance. It markedly improved its position from the 40<sup>th</sup> rank in 2018 to 34<sup>th</sup> in 2019 in the World Economic Forum's Travel and Tourism Competitive Index (TTCI). Some key trends that are expected to prevail for India's tourism industry in a post-COVID-19 environment are:

#### **Rise of Staycations**

Over the past couple of years, there has been an increased demand for more frequent holidays near home as working millennials look to escape city life in search of tranquillity or a break from monotony. In the short term, people are expected to visit hotels within drivable distances from their homes.

#### **Bleisure travel**

This year, Bleisure travel, a combination of business and leisure, was at an all-time high and will continue to be popular in 2020. The quest for a better work-life balance is growing stronger among Indians. Most new-age corporate travellers will continue to make the most of their business trips by exploring local culture, food and other attractions by extending their stay.

#### **Tech-enabled and tech-reliant travellers**

With millennials preferring pre-payments, travellers go cashless today. A booming fintech industry and cashless transactions are setting the tone for travel and leisure, which no longer involve the hassle of handling physical cash. According to a report by Bain & Company, nearly 35% of Indians will book their travels online by 2021. COVID-19 has further compelled businesses and consumers to adopt contactless payment.

## **Food & Beverages (F&B)**

F&B, which generally provides sustainable revenues to the Indian hospitality industry, is likely to see lower revenues in a post-COVID-19 environment. The trends in F&B are likely to veer towards online food ordering, food delivery to home and offices, meetings and events for smaller corporate groups, catering at residences of high net worth individuals for small gatherings, etc. Seating capacity at restaurants is expected to fall in order to provide space for social distancing, which will reduce meal volumes. High street restaurants are likely to suffer the most while restaurants in hotels that enjoy the trust of patrons and meet their safety and hygiene concerns may see a higher footfall.

## **Value for money**

Millennials are spending more on experiences like food, adventure, etc. As a result, India, is seeing a widening base of customers who prioritise travel that give them quality experience while being wallet-friendly as well.

## **Policy support**

The Government of India plans to develop 17 iconic tourist sites in India into world-class destination as per Union budget of 2020. Campaigns such as Swadesh Darshan, theme-based tourist circuits, were launched to harness the potential of the tourism industry.

## **Diverse attractions**

India offers tourists a vast geographical diversity, attractive beaches, a chance to see 37 World Heritage Sites and 10 bio-geographical zones.

## **INTERNATIONAL TOURISM:**

The industry supported 43 million jobs in the country (8.1% of total employment). Besides, the introduction of a new category of visa—the medical visa or M visa—is expected to encourage medical tourism in India. Total contribution by travel and tourism sector to India's GDP is expected to increase from Rs 15.24 trillion (US\$ 234.03 billion) in 2019 to Rs 32.05 trillion (US\$ 492.21 billion) by 2028.

During 2019, arrivals through e-tourist visa increased 39.60 per cent year-on-year to 2.37 million. During January 2019, arrivals through e-tourist visa increased by 21.10 per cent year-on-year to 0.29 million. In September 2018, the Indian government launched the 'Incredible India Mobile App' to assist the traveller to India and showcase major experiences for travelling. The Government of India is working to achieve one per cent share in world's international tourist arrivals by 2020 and two per cent share by 2025.

## **INDIAN TOURISM:**

India continued to build its lead as one of the fastest growing large economies in the world during FY 2019-20. The Indian tourism and hospitality industry has emerged as one of the key drivers of growth among the services sector in India. The second-largest sub-segment of the services sector comprising trade, repair services, hotels and restaurants contributed. Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. Tourism is also a potentially large employment generator besides being a significant source of foreign exchange for the country.



India's tourism sector attracted capital investments expected to reach US\$95 billion by 2028. The collective government spending in India on travel and tourism is expected to reach INR 368 billion (US\$5.85 billion) in 2028 from INR 170 billion (US\$2.81 billion) in 2019.

### **COVID 19 IMPACT ON TOURISM AND HOTEL & HOSPITALITY SECTOR**

COVID-19 has severely hit Tourism and Hotel & Hospitality Sector business and the sector has come to a standstill in the short term. While the sector was coming out of the woods after the liquidity crisis initiated by the IL&FS fiasco and subsequent fallouts of various financial institutions, the pandemic outbreak could further impact the Tourism and Hotel & Hospitality Sector.

### **DROP IN NEW LAUNCHES AND SLUMP IN SALES VOLUMES**

Amidst the current COVID-19 outbreak, the sector is likely to witness major disruptions due to Cancellation of Holidays and financing issues. Also, many prospective customers could consider postponing their decisions either to stay away from the project sites or in the expectations of a price correction.

### **ACCELERATED CONSOLIDATION**

Post Demonetization and Liquidity crisis, the survival of the fittest and financially strongest has become the new norm in the Indian Tourism and Hotel & Hospitality sector and well capitalized & established players have gained substantial market share over the years. This consolidation phase is likely to continue amidst the current COVID-19 outbreak and probably accelerate, as we emerge from this pandemic and many weak players may cease to exist.

### **COUNTRY CLUB'S RESPONSE TO COVID-19**

Following WHO's declaration of the COVID-19 outbreak as a pandemic, the Government of India undertook a series of measures to contain the outbreak, which included imposing multiple lockdowns across the country. Governments all across the globe had undertaken similar measures since February and March, 2020. The lockdowns and restrictions imposed on various activities, have posed a serious challenge to the businesses of the Company and its subsidiaries and associates, given the mandated closure of hotel operations and cessation of air traffic and other forms of public transport. This has resulted in low occupancies/ shutdown of many of our hotels and Clubs across the country and globe.

Country Club took a series of measures with agility, which are as follows:

### **HEALTH AND SAFETY**

As an immediate response, Country Club took measures to protect the health of its employees and guests by implementing renewed health and hygiene standards and complying with the directives of the Central and State governments and municipal authorities. The Company adopted a work-from-home policy for its corporate and regional sales offices as well as hotel employees as a precautionary measure while operating hotels in Green zones with minimum staff under the administrative authority's guidelines. New and detailed standard operating procedures were formulated as a comprehensive guide covering all areas of operations and service design, factoring in social distancing, digital-first approach and heightened precautionary processes for guests and employees.

### **REVENUE OPPORTUNITIES**

Country Club's brands enjoy the tremendous trust of its patrons, guests as well as the neighbourhoods in which it operates its hotels. Given the limitations that the prevailing situation has imposed on existing

business models, Country Club has explored multiple alternative revenue opportunities to ensure business continuity. These include a Hospitality at Home programme by which hotels supply bakery, confectionery and wellness services to homes. The Company is also exploring digital channels to make more products and services available to guests. Certain Corporates have been using hotels as part of their Business Continuity Programme to maintain their operations during the lockdown. Long-stay guests have continued to put up at the hotels. The Company has also been working with, and supporting, the government in its efforts to combat the COVID-19 situation by offering rooms to the medical fraternity and providing accommodation for quarantine purposes to guests who have availed repatriation flights.

With the lifting of lockdown restrictions, Country Club has started reopening a few hotels in non-containment zones after establishing thorough and well-rehearsed safety protocols. Country Club expects all the hotels to become operational in a phased manner after the lockdown is lifted and the confidence of travellers is restored. However, it expects demand for its services to pick up at a slow pace. Business recovery is likely to be driven by domestic leisure tourism, staycations, domestic business travel and limited international travel. The trust that the Company's brands enjoy and its emphasis on the health and safety of guests and employees will help it gain market share as and when the economy revives.

### **COST ACTIONS**

Country Club has instituted a robust spend optimisation programme to reduce fixed costs and rationalise resources. While variable costs have reduced with lower business volume, the Company's focus has shifted to fixed costs. It has taken the following initiatives with regard to this:

- Maximising shutdown of hotels by operating hotels for medical and quarantine purposes in city clusters  
Renegotiating F&B ingredient contracts and exploring alternative sources of procurement;
- Rationalising human resource costs through strategies; voluntary pay cuts taken by senior management and freezing recruitment
- Optimising consumption of power and fuel by rationalising open floors or wings at operating hotels
- Discussing lease agreements with lessors and judiciously invoking 'force majeure' clauses for relief during the lockdown period
- Reducing corporate overheads viz. professional contracts, marketing spends, renegotiating annual maintenance contracts, leased-line costs, reducing support staff of inbound and outbound call centres, travel expenses, etc.
- Accessing government support where available. In certain states of India, it has taken benefit of waivers or deferrals in minimum demand electricity charges, etc.

### **CONSERVATION OF CASH**

The Company has taken immediate measures to control cash flows during the year and maintain liquidity during the period. These include deferral of capital expenditure and renovations, unless absolutely required. Capital expenditure is planned to be incurred for essential hotel maintenance. The Company has also provided adequate liquidity for capital commitments on work undertaken prior to the lockdown.

### **COMPLIANCE**

Country Club deploys a robust internal check process to prevent and limit the risk of non-compliance. The Company approaches compliance from a proactive standpoint and believes in responsive intervention.

Compliance with laws and regulations is an essential part of its business operations and it adheres to all national and regional laws and regulations in such diverse areas as product safety, product claims, trademark, copyright, patents, competition, employee health and safety, the environment, corporate governance, listing and disclosure, employment and taxes. Nevertheless, it is focusing on increasing awareness, documentation and supplementing the expertise of internal professionals with that of independent consultants, as may be required from time to time.

## **HEALTH AND SAFETY**

Country Club continues to remain committed to making the Company a safe and secure place for all stakeholders. Safety is part of the integral agenda for all Executive Committee and Board Meetings. Routinely identifying safety risks associated with operations helps the Company implement appropriate and effective mitigation plans and ensures overall safety compliance.

Country Club carries out unannounced Fire and Life Safety (FLS) audits at hotels and in its corporate office with a focus on identifying and eliminating risks in areas pertaining to Leadership & Governance, Risk Management, Electrical Safety, Fire Safety, General Safety, Personal Protective Equipment, Contractor Management, Work Permit System, Sewage Treatment Plant and Road Safety.

The Company continues to drive awareness on safety across resorts. Common safety hazards and their safeguards have been highlighted in specially designed animated safety videos, and case studies based on true incidents continue to be shared with the resorts and hotels as a learning tool. As a result of this focus on safety and learnings from incidences, Country Club has reported no fatality for the year.

Amid the COVID-19 crisis, the safety of Country Club's guests and associates has been a top-most priority, and the Company has taken several measures to ensure their well-being. Employees have been working from home in accordance with the guidelines issued by the Central/State/municipal authorities. Exclusive helpline and online counselling for employees has been made available and the Company has been providing help to the employees as and when needed for various purposes. The safety of essential employees, who are required to report for work, is being ensured and they have been mandated to use protective gear and take all safety precautions. All employees have been instructed to download the Arogya Setu app launched by the Government of India. The Company conducted a Back to Work programme for familiarising employees with the changes that have affected the workplace and guidelines that would need to be followed in the changed workplace setting as and when employees return to work, subject to Central/State Government directives and in keeping with health and safety as a priority.

## **FOOD SAFETY, HYGIENE AND CLEANLINESS**

The Company is committed to continually improving the Food Safety Management System by training and optimising the capacities of people, processes and technologies within the system and ensuring implementation of all applicable internal and external standards. Food Safety, Hygiene and Cleanliness audits were conducted by an external audit partner ensuring implementation of FSSAI guidelines and standards. Internal Food Safety workshops were organised to discuss the way forward for the implementation of food safety, hygiene and cleanliness at the hotels and resorts.

## **OUTLOOK**

2021 is expected to be a year of consolidation of products and services in the sector - with the impacts of all policy initiatives taken in 2019-20 beginning to take shape in the coming year. More joint ventures/joint

developments will be the order of the day with financially distressed developers being taken over by larger players and presenting the industry with a fresh line up of competitors.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an adequate internal control system, corresponding with the size and nature of its business. The system of internal control is supported by documented policies, guidelines and procedures to monitor business and operational performance which are aimed at ensuring business integrity and promoting operational efficiency.

The Company has an Internal Auditor who oversees the entire internal audit function. However, given the size of its operations in terms of nature of its business, it also uses services of independent audit firms to conduct periodic internal audits in line with an audit plan that is drawn at the beginning of the year. This audit plan, prepared by the Internal Auditor, is approved by the Audit Committee and the Board of Directors.

Internal audit reports are placed periodically before the Audit Committee of the Board of Directors, which reviews the adequacy and effectiveness of the internal control systems and suggests improvements for strengthening them.

#### **SEGMENT WISE PERFORMANCE:**

The Company is primarily engaged in the business of sale of Vacation Ownership and other related services in India. As such, the Company operates in a single segment and there are no separate business and geographic reportable segments for the purpose of Indian Accounting Standard 108 on Segment Reporting.

#### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE OF THE COMPANY:**

During this year under review, the Consolidated Turnover of the Company was ₹ 15355.49 Lakhs as compared to ₹ 26657.42 Lakhs for the Previous Year and the Standalone Turnover of the Company was ₹ 12771.69 Lakhs as compared to ₹ 21468.29 Lakhs for the Previous Year.

Your Company had a Consolidated Net Loss (After deducting Finance Cost and Depreciation) of ₹ 9214.41 Lakhs as compared to ₹ 5366.66 Lakhs for the Previous Year. The Standalone Net Loss of ₹ 4496.73 Lakhs as compared to ₹ 2191.77 Lakhs for the Previous Year.

**For and on behalf of the Board of Directors of  
COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**

**PLACE: HYDERABAD**

**DATE : 08-12-2020**

**Y. SIDDHARTH REDDY  
VICE-CHAIRMAN, JMD & CEO  
DIN: 00815456**

**Y. VARUN REDDY  
VICE-CHAIRMAN, JMD & COO  
DIN: 01905757**

**ANNEXURES TO DIRECTORS' REPORT****Annexure-I****EXTRACT OF ANNUAL RETURN (MGT-9) as on the financial year ended on 31<sup>st</sup> March 2020 [Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]****I. REGISTRATION AND OTHER DETAILS**

- i) CIN : L70102TG1991PLC012714
- ii) Registration Date : 17.05.1991
- iii) Name of the Company : Country Club Hospitality & Holidays Limited
- iv) Category / Sub-Category of the Company : Company limited by Shares & Indian Non Government Company
- v) Address : Amrutha Castle, 5-9-16, Saifabad, Opp Secretariat, Hyderabad – 500 063, Telangana, India
- vi) Whether listed company Yes / No : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Aarthi Consultants Private Limited,  
1-2-285, Domulguda, Hyderabad,  
Telangana- 500 029  
Phone: 040-27638111; 27634445  
Fax: 040-27632184  
Email ID: info@aarthiconsultants.com  
Website: www.aarthiconsultants.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company are as under:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Hospitality Services	5510	99.32%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

No. of Companies for which information is being filled:

S.NO	NAME AND ADDRESS OF THE COMPANY	CIN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	Aquarian Realtors Private Limited	U70101GA1995PTC001789	Subsidiary	100	2 (87)
2.	Bright Resorts Private Limited	U55102KL1992PTC006863	Subsidiary	100	2 (87)
3.	Bush Betta Holiday Ownership Wildlife Adventure Resort Private Limited	U24222TG1996PTC119197	Subsidiary	100	2 (87)
4.	Chanakyapuri Resorts Private Limited	U55103WB2000PTC092219	Subsidiary	100	2 (87)
5.	Club Arzee Limited	U50101GJ1996PLC029970	Subsidiary	100	2 (87)
6.	Country Vacations International Limited	U85110TG2005PLC047136	Subsidiary	100	2 (87)
7.	International Country Holidays Private Limited	U55101MH1984PTC032585	Subsidiary	100	2 (87)
8.	Jade Resorts Private Limited	U55101TG1996PTC112870	Step Down Subsidiary	100	2 (87)
9.	J J Arts And Entertainments Private Limited	U92199TG2001PTC110570	Subsidiary	100	2 (87)
10.	Kolet Resort Club Private Limited	U67120GJ1995PTC026712	Step Down Subsidiary	100	2 (87)
11.	Maruti Waterpark And Entertainments Private Limited	U92199TG2003PTC119196	Subsidiary	100	2 (87)
12.	Swami Vivekanad Training And Education Centre Private Limited	U55101TG1997PTC134315	Subsidiary	100	2 (87)
13.	Swimwel Investment And Trading Private Limited	U55101MH1981PTC025856	Subsidiary	100	2 (87)
14.	Country Club Babylon Resorts Private Limited	N.A.	Subsidiary	100	2 (87)
15.	Country Vacations International Limited, Dubai	N.A.	Subsidiary	100	2 (87)
16.	Country Vacations International LLC, Dubai*	N.A.	Step Down Subsidiary	100	2 (87)
17.	Country Vacations International LLC, Oman*	N.A.	Step Down Subsidiary	100	2 (87)
18.	Country Vacations International LLC, Abu Dhabi*	N.A.	Step Down Subsidiary	100	2 (87)
19.	Country Vacations International W.L.L, Bahrain*	N.A.	Subsidiary	100	2 (87)
20.	Country Club and Vacations WLL, Qatar*	N.A.	Step Down Subsidiary	100	2 (87)
21.	Country Vacations International SDN BHD, Malaysia*	N.A.	Step Down Subsidiary	100	2 (87)
22.	Country Vacations International Limited, London*	N.A.	Step Down Subsidiary	100	2 (87)

## IV.SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS PERCENTAGE OF TOTAL EQUITY)

## A)Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2019)				No. of Shares held at the end of the year (As on 31-03-2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a. Individual/HUF	120637386	0	120637386	73.80	120637386	0	120637386	73.80	0.00
b. Central Govt	0	0	0	0	0	0	0	0	
c. State Govt (s)	0	0	0	0	0	0	0	0	
d. Bodies Corp.	0	0	0	0	0	0	0	0	
e. Banks / FI	0	0	0	0	0	0	0	0	
Any Other....	0	0	0	0	0	0	0	0	
<b>Sub-total (A) (1):-</b>	<b>120637386</b>	<b>0</b>	<b>120637386</b>	<b>73.80</b>	<b>120637386</b>	<b>0</b>	<b>120637386</b>	<b>73.80</b>	<b>0.00</b>
(2) Foreign									
a) NRIs -Individuals	0	0	0	0	0	0	0	0	
b) Other – Individuals	0	0	0	0	0	0	0	0	
c) Bodies Corp.	0	0	0	0	0	0	0	0	
d) Banks / FI	0	0	0	0	0	0	0	0	
e) Any Other....	0	0	0	0	0	0	0	0	
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>120637386</b>	<b>0</b>	<b>120637386</b>	<b>73.80</b>	<b>120637386</b>	<b>0</b>	<b>120637386</b>	<b>73.80</b>	<b>0.00</b>

B. Public Shareholding 1. Institutions  a) Mutual Funds b) Banks / FI c) Central Govt d) State Govt(s) e) Venture Capital Funds f) Insurance Companies g) FIIs h) Foreign Venture Capital Funds i) Others (specify) <b>Sub-total (B)(1):-</b> 2. Non-Institutions a) Bodies Corp. b) Individuals i) Individual shareholders holding nominal share capital upto Rs. 2 Lakhs ii) Individual shareholders holding nominal share capital in excess of Rs 2 Lakhs c) Others i) NRI's ii) Clearing Members iii) IEPF iv) Other (Trust)	0	0	0	0.00	0	0	0	0.00	0	0.00
	250	0	250	0.01	490	0	940	0.01	0	0.00
	0	0	0	0.00	3000	0	3000	0.01	0	0.01
	0	0	0	0.00	0	0	0	0.00	0	0.00
	0	0	0	0.00	0	0	0	0.00	0	0.00
	797083	0	797083	0.49	797083	0	797083	0.49	0	0.00
	0	0	0	0.00	0	0	0	0.00	0	0.00
	1066850	0	1066850	0.65	0	0	0	0.00	0	0.00
	<b>1864183</b>	<b>0</b>	<b>1864183</b>	<b>1.15</b>	<b>801023</b>	<b>0</b>	<b>801023</b>	<b>0.51</b>	<b>0</b>	<b>(0.65)</b>
	2018616	24000	2042616	1.25	1319408	24000	1343408	0.82	0	<b>(0.64)</b>
	28887345	1289018	30176363	18.46	29903630	1262018	31165648	196.0	0	<b>(0.43)</b>
	7082491	0	7082491	4.33	7257525	0	7257525	4.44	0	0.61
	9741170	64000	1038170	0.63	1050341	64000	1114341	0.68	0	0.11
	623526	0	623526	0.38	86654	0	86654	0.05	0	0.05
	0	0	0	0	1057950	0	1057950	0.63	0	<b>(0.33)</b>
0	0	0	0	800	0	800	0.01	0	0.63	
									0.01	



<b>Sub-total (B)(2):-</b> Total Public Shareholding (B)=(B)(1)+(B)(2)	<b>39586148</b>	<b>1377018</b>	<b>40963166</b>	<b>25.05</b>	<b>40676308</b>	<b>1350018</b>	<b>42026326</b>	<b>25.71</b>	<b>0.00</b>
	41450331	1377018	42827349	26.20	41477331	1350018	42827349	2620	0.00
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00	0	0	0	0.00	0
<b>Grand Total (A+B+C)</b>	<b>162087717</b>	<b>1377018</b>	<b>163464735</b>	<b>100</b>	<b>162114717</b>	<b>1350018</b>	<b>163464735</b>	<b>100</b>	<b>0</b>

**B. Shareholding of Promoters & Promoters Group:**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2019)			Shareholding at the end of the year (As on 31-03-2020)			% Change in Share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged to total Shares	
1.	Y. Rajeev Reddy	106337986	65.05	0	106337986	65.05	0	0.00
2.	Y. Manjula Reddy	6654525	4.07	0	6654525	4.07	0	0.00
3.	Y. Siddharth Reddy	3526750	2.16	0	3526750	2.16	0	0.00
4.	Y. Varun Reddy	2081000	1.27	0	2081000	1.27	0	0.00
5.	Y. Nikhila Reddy	2037125	1.25	0	2037125	1.25	0	0.00
	<b>Total</b>	<b>120637386</b>	<b>73.80</b>	<b>0</b>	<b>120637386</b>	<b>73.80</b>	<b>0</b>	<b>0.00</b>

## C. Change in Promoters' Shareholding:

S. No	Shareholding at the beginning of the year (As on 01-04-2019)		Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)		
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	At the beginning of the year	120637386	73.80	120637386	73.80
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		-	-	-
3	At the End of the year	120637386	73.80	120637386	73.80

## D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SHAREHOLDING AT THE BEGINNING OF THE YEAR (As on 01-04-2019)				SHAREHOLDING AT THE END OF THE YEAR (As on 31-03-2020)			
Sl. No	NAME	No. of shares	% of total shares of the company	Sl. No	NAME	No. of shares	% of total shares of the company
1.	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	1057950	0.65	1.	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	1057950	0.65
2.	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LIMITED	797083	0.49	2.	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LIMITED	797083	0.49
3.	GURPREET SINGH HEER	560000	0.34	3.	GURPREET SINGH HEER	575000	0.35
4.	MANISH KUMAR ARORA	534900	0.33	4.	MANISH KUMAR ARORA	534900	0.33
5.	RUCHA GUPTA	380066	0.23	5.	RISHI GUPTA	389012	0.24
6.	RISHI GUPTA	344394	0.21	6.	SUDHEER K BASETTI	362140	0.22
7.	DINESH NARESH AGARWAL	310750	0.19	7.	DINESH NARESH AGARWAL	310750	0.19
8.	SHYAMSUNDER GUPTA	309339	0.19	8.	SHYAMSUNDER GUPTA	309339	0.19
9.	SUDHEER K BASETTI	301383	0.18	9.	U C C CARE PRIVATE LIMITED	291611	0.18
10.	U C C CARE PRIVATE LIMITED	291611	0.18	10.	RUCHA GUPTA	244153	0.15

**E. Shareholding of Directors and Key Managerial Personnel:**

Sl. No	Name	Shareholding at the beginning of the year (As on 01-04-2019)		Shareholding at the end of the year (As on 31-03-2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shri Y. Rajeev Reddy	106337986	65.05	106337986	65.05
2.	Shri Y. Siddharth Reddy	3526750	2.16	3526750	2.16
3.	Shri Y. Varun Reddy	2081000	1.27	2081000	1.27
4.	Shri D. Venkata Ratna Kishore	0	0.00	0	0.00
5.	Shri K. Satyanarayana Raju	0	0.00	0	0.00
6.	Shri Y. Subba Rao	0	0.00	0	0.00
7.	Smt. Mamatha Madhavi Venkateshwara Reddy	0	0.00	0	0.00
8.	Smt V. Sreelatha (Company Secretary)	0	0.00	0	0.00
9.	Shri Bighnes Prasad Gauda (Company Secretary)	0	0.00	0	0.00
10.	Ms. Anita Vidyulata Kottapalli (Company Secretary)	0	0.00	0	0.00
11.	Shri K. Phaneendra Rao ( CFO)	0	0.00	0	0.00

**F. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	251,78,14,831	43,08,19,743	11,45,83,370	306,32,17,944
ii) Interest due but not paid	17,41,74,721			17,41,74,721
iii) Interest accrued but not due	2,88,72,557			2,88,72,557
<b>Total (i+ii+iii)</b>	<b>272,08,62,109</b>	<b>43,08,19,743</b>	<b>11,45,83,370</b>	<b>326,62,65,222</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	16,56,50,820	1,56,800	41,08,529	16,99,16,149
Reduction				
<b>Net Change</b>	<b>16,56,50,820</b>	<b>1,56,800</b>	<b>41,08,529</b>	<b>16,99,16,149</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	251,14,11,929	43,09,76,543	11,86,91,899	306,10,80,371
ii) Interest due but not paid	34,55,12,835			34,55,12,835
iii) Interest accrued but not due	2,95,88,165			2,95,88,165
<b>Total (i+ii+iii)</b>	<b>288,65,12,929</b>	<b>43,09,76,543</b>	<b>11,86,91,899</b>	<b>343,61,81,371</b>

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:***A. Remuneration to Managing Director, Whole-time Directors and/or Manager:*

Sl. no.	Particulars of Remuneration	Name of MD/WTM/Manager			Total Amount
		Sri Y. Rajeev Reddy	Sri Y. Siddharth Reddy	Sri Y. Varun Reddy	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL

<b>2.</b>	<b>Stock Option</b>	NIL	NIL	NIL	NIL
<b>3.</b>	<b>Sweat Equity</b>	NIL	NIL	NIL	NIL
<b>4.</b>	<b>Commission</b> - as % of profit - others, specify...	NIL	NIL	NIL	NIL
<b>5.</b>	<b>Others, please specify</b>	NIL	NIL	NIL	NIL
	<b>Total (A)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Ceiling as per the Act</b>				

**B. Remuneration to other directors:**

<b>Sl. no.</b>	<b>Particulars of Remuneration</b>	<b>Name of Directors</b>				<b>Total Amount</b>
		<b>Smt. Mamatha Madhavi Venkateshwara Reddy</b>	<b>Sri.D. Venkata Ratna Kishore</b>	<b>Sri K. Satyanarayana Raju</b>	<b>Sri Y. Subba Rao</b>	
	<b>1. Independent Directors</b> <b>Fee for attending board /committee meetings</b> <b>Commission</b> <b>Others, please specify</b>	NIL	NIL	NIL	NIL	NIL
	<b>Total (1)</b>	NIL	NIL	NIL	NIL	NIL
	<b>2. Other Non-Executive Directors</b> <b>Fee for attending board /committee meetings</b> <b>Commission</b> <b>Others, please specify</b>	NIL	NIL	NIL	NIL	NIL
	<b>Total (2)</b>	NIL	NIL	NIL	NIL	NIL
	<b>Total (B)=(1+2)</b>	NIL	NIL	NIL	NIL	NIL
	<b>Total Managerial Remuneration</b>	NIL	NIL	NIL	NIL	NIL
	<b>Overall Ceiling as per the Act</b>					

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTd:**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel Company Secretary			CFO	Total
		Smt V. Sreelatha	Shri Bighnes Prasad Gauda	Ms. Anita Vidyulata Kottapalli		
1.	<b>Gross salary</b> <i>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</i> <i>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961</i> <i>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961</i>	15,000	1,66,267	2,37,374	24,16,056	27,34,697
2.	<b>Stock Option</b>	NIL	NIL	NIL	NIL	NIL
3.	<b>Sweat Equity</b>	NIL	NIL	NIL	NIL	NIL
4.	<b>Commission</b> - as % of profit - others, specify...	NIL	NIL	NIL	NIL	NIL
5.	<b>Others, please specify</b>	NIL	NIL	NIL	NIL	NIL
	<b>Total</b>	<b>15,000</b>	<b>1,66,267</b>	<b>2,37,374</b>	<b>24,16,056</b>	<b>27,34,697</b>

**VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief description	Details of penalty/ punishment/ compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

## **ANNEXURES TO DIRECTORS' REPORT**

### **Annexure-II**

#### **NOMINATION & REMUNERATION POLICY**

#### **(DIRECTORS, KMP & SENIOR MANAGEMENT)**

### **INTRODUCTION**

In pursuance of the Company's philosophy to consider its employees as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and, in terms of the provisions of the Companies Act, 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination & Remuneration Committee and approved by the Board of Directors.

### **OBJECTIVE**

The objective and purpose of the Policy are as given below:

1. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
2. To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
3. To provide them reward linked directly to their effort, performance, dedication and achievement of Organization's goals as entrusted on them.
4. To retain, motivate and promote talent and to ensure long term retention of talented managerial persons and create competitive advantage.

In the context of the aforesaid objectives the following policy has been framed and recommended by the Nomination & Remuneration Committee jointly with the Human Resources Department of the Company and adopted by the Board of Directors at its meeting held on 25<sup>th</sup> March, 2015.

### **DEFINITIONS**

1. Board means Board of Directors of the Company.
2. Directors means Directors of the Company.
3. Committee means Nomination & Remuneration Committee of the Company as constituted or reconstituted by the Board.
4. Company means Country Club Hospitality & Holidays Limited
5. Independent Director means a Director referred to in Section 149 (6) of the Companies Act, 2013.
6. Key Managerial Personnel (KMP) means:
  - i. Executive Chairman and / or Managing Director;
  - ii. Whole-time Director;



- iii. Chief Financial Officer;
- iv. Company Secretary;
- v. Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- vi. Senior Management
- vii. Senior Management means personnel of the Company occupying the position of Chief Executive Officer, Chief Operating Officer, Executive Vice President or Vice President of any division of the Company. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

This Policy is divided in two parts: Part – A covers the appointment and nomination and Part – B covers remuneration and perquisites etc.

## **PART – A**

### **POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

#### **APPOINTMENT**

1. The candidate for a position at Director, KMP or Senior Management level is met by the Head HR and the Director to whom the position reports into. The interview is targeted at assessing the candidate on his/her functional & leadership capabilities and cultural fitment to the organization.
2. The MD assesses the shortlisted candidates.
3. The candidate selected through the above rounds is met by the Corporate HR for fitment to the group values and leadership capability requirements.

The selected candidate's details and the proposed compensation is shared with the Nomination & Remuneration Committee for their review and suggestions. The same is shared with the Board at the next board meeting.

#### **TERM/TENURE**

The tenure for Directors of Company shall be governed by the terms defined in the Companies Act, 2013. However, the tenure for other KMP and Senior Management Personnel will be governed by Company's HR policy.

#### **EVALUATION**

The performance of the whole-time Director, KMP and Senior Management Personnel is evaluated at regular intervals (half yearly/ yearly) by the whole-time Directors/ Managing Director, as applicable.

The performance evaluation of Independent Directors shall be done by the Board, excluding the Director being evaluated, basis the contributions made to the Board deliberations on various matters including business strategy, financial strategy, operations, cost and risk management, etc., and suggestions given in this regard.

## REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Managing Director / Chief Executive Officer may recommend, to the Committee and the Board with reasons recorded in writing, removal of a Director, subject to the provisions and compliance of the said Act, rules and regulations.

For other KMP or Senior Management Personnel, the removal will be governed by Company's HR policy and the subsequent approval of the Managing Director / Chief Executive Officer.

## RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Managing Director / Chief Executive Officer will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## PART – B

### POLICY RELATING TO EVALUATION AND REMUNERATION OF THE WHOLE-TIME DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL

#### EVALUATION PROCESS:

A two point rating scale for performance review of Executive Director, KMP, and Senior Management is be followed:

- 1. Rating on Basic Job Responsibilities:** Indicating whether the basic job responsibilities have been met during the year.
- 2. Rating on Goals:** Annual rating on each goal on a five point scale. Weighted average of the ratings is calculated to arrive at a 'Weighted Goal Score'.

Based on a holistic view of the two point rating, the supervisor provides an overall rating. This rating is reviewed by the Managing Director / Chief Executive Officer who does a Qualitative review of the performance based on the efforts put in by the employee, results achieved and impact of the external and internal factors, to arrive at a 'final annual rating'.

The revision in the total remuneration is directly linked to the 'final annual rating' for all employees.

- The remuneration/ compensation/ commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Managing Director / Chief Executive Officer in accordance with the Company's HR policy, which is based upon the final annual rating, employee potential and market benchmark compensation. The revised remuneration is shared with the Nomination & Remuneration Committee for review.
- If the stock options are granted to any Employee then, the company stock options granted under the Employee Stock Grant Scheme to the Whole-time Director and Senior Management Personnel will be determined by the Managing Director / Chief Executive Officer as per the ESGS guidelines and recommended to the Committee and the Board for approval in the subsequent board meeting.
- The remuneration/ compensation/ commission etc. shall be subject to the prior/ post approval of the

shareholders of the Company and Central Government, wherever required.

4. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
5. Increments to the existing remuneration / compensation structure may be recommended by the Managing Director / Chief Executive Officer to the Committee and the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director. Increments will be effective from that respective date as the Board determines, in respect of a Whole-time Director and other employees of the Company.
6. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employee for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

**ANNEXURE -III****FORM NO. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020.**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.]*

To

The Members,

**Country Club Hospitality & Holidays Limited,**

Amrutha Castle, 5-9-16,

Saifabad, Secretariat,

Hyderabad, Telangana.

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED** ("the Company") for the financial year ended on 31<sup>st</sup> March 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment. However, there were no instances of External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit period)**

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28<sup>th</sup> October 2014; **(Not applicable to the Company during the Audit Period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993. **(Not applicable to the Company during the Audit Period)**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period) ;** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period).**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Relying on the representations given by the Company and its officers with regard to other laws specifically applicable to the Company and its compliance and the limited review done by us, we opine that the Company has complied with the following laws to the extent specifically applicable the company :
- Food Safety & Standards Act, 2006 and its rules and regulations.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iii) The Listing Agreement entered into by the Company with BSE limited (BSE) and National Stock Exchange of India Ltd (NSE).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

**Companies Act, 2013 and rules made thereunder:**

1. There were delays in filing e-Forms with the concerned Registrar of Companies.

**Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder:**

1. For the financial year 2018-19, the Annual Performance Report (APR) required to be submitted to RBI as per RBI's FEMA Regulations during the reporting period was not filed as on date.

**SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

1. The Company is yet to submit the details of resignation of Independent Director Mr. Satyanarayana Raju w.e.f. 18<sup>th</sup> April, 2019 in line with Schedule III, Part A, Para A, Clause (i) (ii) and (iii) to the Stock Exchanges.
2. There were delays in filing Shareholding Pattern with Stock Exchanges as required under Regulation 31 for the quarter ending 31<sup>st</sup> March, 2019 and 30<sup>th</sup> September, 2019.
3. There was an instance of delay in submission of Financial results as required under Regulation 33, for the year ended 31<sup>st</sup> March, 2019 to Stock Exchanges.
4. There was an instance where, the Financial Results for the Financial Year ended 31<sup>st</sup> March, 2019 which were submitted to the Bombay Stock Exchange (BSE) doesn't contain Independent Auditors Report, which is required under Regulation 33.

5. There were instances of delayed filings of Certificate from Practicing Company Secretary under Regulation 40(9) for the half year ending 31<sup>st</sup> March, 2019 and 30<sup>th</sup> September, 2019 to the Stock Exchanges.
6. There was an instance of delayed submission of Annual Report to the Stock Exchanges which is required under Regulation 34 and Regulation 36.
7. There was an instance of delayed submission of Statement of Cash Flows as a part of its standalone and consolidated financial results for the half year ended 30<sup>th</sup> September, 2019, which is required under Regulation 33.
8. There were instances of delays in filing of Statement of Investor Complaints with the Stock Exchanges which is required under Regulation 13, for the quarter ending 31<sup>st</sup> March, 2019 and 30<sup>th</sup> September, 2019.
9. The Company is yet to submit the Compliance Certificate for the Half-year ended 31<sup>st</sup> March, 2019 due to be filed during the reporting Period to the Stock Exchanges as required under Regulation 7(3). Further there was a delayed filing of Compliance Certificate to the Stock Exchanges for the half year ended 30<sup>th</sup> September, 2019.
10. There were instances of non-disclosure of Trading Window for the Quarters ended 30<sup>th</sup> June, 2019 and 30<sup>th</sup> September, 2019 to the stock exchanges as required by Schedule B to the SEBI (PIT) Regulations, 2015 read with NSE Circular dated 02<sup>nd</sup> April, 2019.
11. There was an instance of delayed payments of Listing Fees to Stock Exchanges for the FY 2019-20 as required under Regulation 14.
12. There were instances of non-submission of details of Related Party Transactions to Stock Exchanges for the Half-Year ended 31<sup>st</sup> March, 2019 and 30<sup>th</sup> September, 2019 as required under Regulation 23(9).
13. There was an instance of non-disclosure of Brief Profile details in respect of disclosures made to Stock Exchanges regarding Appointment of Company Secretary on 17<sup>th</sup> July, 2019 and on 13<sup>th</sup> November, 2019, as required under Regulation 30.
14. There was an instance of non-submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019 under Regulation 24A to the Stock Exchanges.
15. There were instances of delayed submission of ROSCA Reports to the Stock Exchanges for the Quarter ended 31<sup>st</sup> March, 2019, 30<sup>th</sup> June, 2019 and 30<sup>th</sup> September, 2019.
16. There was an instance of delayed Intimation of Outcome of Board Meetings considering the financial results for the quarter ended 31<sup>st</sup> March, 2020 to the National Stock Exchange (NSE) as required under Regulation 30.
17. There were few instances of non-compliance of Website requirements which is required as per Regulation 46.
18. There was delay in publication of Notice of Annual General Meeting for the financial 2018-19 in the News papers as required under Regulation 47.

**We further report that,**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However as on the financial year ended 31<sup>st</sup> March, 2020 the Company is yet to fill vacancy of Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice of at least seven days is given to all directors to schedule the Board Meetings, the agenda and detailed notes on agenda were sent at least seven days in advance, and there is need to improve the system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, such systems and processes need to be strengthened to avoid delays in filings and late payments to the regulators and various agencies.

**We further report that** during the audit period the Company has no specific events/actions that having a major bearing on the Company affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

For and Behalf of  
**R&A Associates**

**R. Ramakrishna Gupta**

Partner

FCS No: 5523 ; C P No: 6696

Office Address: T-202, Technopolis,  
1-10-74/B, Chikoti Gardens, Begumpet,  
Hyderabad – 500016,  
Telangana, India.

**Place:** Hyderabad.

**Date:** 08<sup>th</sup> December, 2020.

UDIN:**F005523B001430595**

***This report is to be read with our letter of even date, which is annexed as “Annexure – A” and forms an integral part of this report.***

***“Annexure – A”***

To  
The Board of Directors,  
Country Club Hospitality and Holidays Limited,  
Amrutha Castle, 5-9-16,  
Saifabad, Secretariat,  
Hyderabad, Telangana – 500063.

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of **Country Club Hospitality and Holidays Limited**, (“the Company”). Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have relied up on the information provided by the Management with respect to related party transactions for its compliance.
8. With regard to various submission(s) of information/documents and compliance thereof made by the Company with the Stock Exchange(s), the reporting of Compliance was made based upon the information/documents available.

For and Behalf of  
**R&A Associates**

**R. Ramakrishna Gupta**

Partner

FCS No: 5523 ; C P No: 6696

Office Address: T-202, Technopolis,

1-10-74/B, Chikoti Gardens, Begumpet,

Hyderabad – 500016,

Telangana, India.

**Place:** Hyderabad.

**Date:** 08<sup>th</sup> December, 2020

**UDIN:F005523B001430595**

**Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.**



### Annexure-IV

**Pursuant to Section 129(3) of the Companies Act, 2013, a statement consisting salient features of financial statements of subsidiaries, associates and joint venture companies in Form AOC-1:**

Name of the Subsidiary Company	Issued and Subscribed Share Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover/Total Income	Profit before taxation/(Loss)	Provision for taxation	Profit after taxation/loss	Proposed dividend	% of share holding
Aquarian Realtors Pvt. Ltd.	1,00,000	(10,40,59,996)	51,72,11,253	51,72,11,253	Nil	2,93,30,450	(34,41,280)	18,21,120	(52,62,400)	Nil	100%
International Country Holidays Pvt. Ltd.	10,00,000	(48,90,913)	3,71,11,312	3,71,11,312	Nil	3,00,000	(1,26,651)	-	(1,26,651)	Nil	100%
Bush Beta Holiday Ownership Wildlife Adventure Resort Pvt. Ltd.	1,05,00,200	(4,36,10,362)	5,38,708	5,38,708	Nil	-	(13,600)	-	(13,600)	Nil	100%
J.J. Arts and Entertainments Pvt. Ltd.	15,00,000	(2,08,91,273)	3,19,29,556	3,19,29,556	Nil	-	(6,90,553)	62,123	(7,52,676)	Nil	100%
Chanakvapuri Resorts Pvt. Ltd.	70,00,000	(4,08,34,043)	2,57,99,240	2,57,99,240	Nil	77,57,407	(15,79,614)	-	(15,79,614)	Nil	100%
Bright Resorts Pvt. Ltd.	3,18,45,000	(10,39,54,466)	3,28,88,251	3,28,88,251	Nil	1,40,62,762	(49,63,690)	-	(49,63,690)	Nil	100%
Maruti Waterpark & Entertainments Pvt. Ltd.	23,24,000	5,33,802	30,46,974	30,46,974	Nil	-	(25,100)	-	(25,100)	Nil	100%
Country Vacations International Ltd. -India	5,00,000	1,23,498	40,70,114	40,70,114	Nil	-	-11,800	-	-11,800	Nil	100%
Swimwel Investment & Trading Pvt. Ltd.	1,00,000	-9,87,47,039	69,28,783	69,28,783	Nil	1,84,21,484	-29,55,455	-	-29,55,455	Nil	100%
Swami Vivekanand Training & Education Centre Pvt. Ltd.	49,90,800	(11,06,55,545)	7,11,82,035	7,11,82,035	Nil	-	(16,33,110)	8,44,906	(24,78,016)	Nil	100%
Club Arzee Ltd.	5,72,66,000	(60,72,131)	8,11,97,216	8,11,97,216	Nil	1,55,02,424	(67,77,916)	2,92,111	(70,70,027)	Nil	100%
Country Club Babylon Resorts Pvt. Ltd. -Srilanka @	2,57,92,114	(4,23,72,207)	2,82,48,256	2,82,48,256	Nil	2,34,675	(12,58,764)	-	(12,58,764)	Nil	100%
Country Vacations International Ltd. -Dubai#	199,61,74,211	(139,85,47,304)	74,82,94,399	74,82,94,399	Nil	17,91,29,963	(44,29,44,674)	-	(44,29,44,674)	Nil	100%

**Note:**

**Reporting period for all the subsidiary concerned, is same as the holding company's reporting period i.e.01<sup>st</sup> April'2019 to 31<sup>st</sup> March'2020:**

**'@ Conversion rate of Srilanka Re.1/- (LKR) equal to Indian Rs.0.39512 on 31-03-2020.**

**# Conversion rate of Dubai AED.1/- (Dhiram) equal to Indian Rs.20.4400 on 31-03-2020.**

## **ANNEXURE – “A” TO DIRECTORS REPORT- CORPORATE GOVERNANCE**

### **(Pursuant to Regulation 34(3) & 53(f) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

#### **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

*“Corporate governance is concerned with holding the balance between economic and social goals and between individual and communal goals. The governance framework is there to encourage the efficient use of resources and equally to require accountability for the stewardship of those resources. The aim is to align as nearly as possible the interests of individuals, corporations and society.” (Sir Adrian Cadbury, UK, Commission Report: Corporate Governance 1992).*

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by conducting business with a firm commitment to values, while at the same time, meeting stakeholders' expectations.

Strong leadership and effective corporate governance practices have been the Company's hallmark inheritance from the Company's culture and ethos. At Country Club Hospitality & Holidays Limited, it is imperative that business is conducted in a fair and transparent manner. The corporate governance framework ensures effective engagement with various stakeholders and helps the Company evolve with changing times. It oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising of regulators, employees, customers, vendors, investors and the society at large.

Country Club Hospitality & Holidays Limited believes that good governance is essential to achieve long term corporate goals and enhance stakeholders' value. Thus the Company's philosophy on Corporate Governance aims at attaining the highest level of transparency, accountability towards its stakeholders, including shareholders, employees, the Government and lenders and to maximize returns to shareholders through creation of wealth on sustainable basis, compliance of laws in all facets of operations leading to best standards of Corporate Governance. The Company believes that good ethics make good business sense and our business practices are set keeping with this spirit.

The Company endeavors to achieve optimum performance at all levels of management by adhering to good corporate governance practices, namely, the following:

- a) Fair and transparent business practices.
- b) Effective management control by Board.
- c) Adequate representation of Promoter, Executive and Independent Directors on the Board.
- d) Monitoring of executive performance by the Board.
- e) Compliance of Laws.
- f) Transparent and timely disclosure of financial and management information

#### **THE GOVERNANCE STRUCTURE**

##### **1. BOARD OF DIRECTORS:**

##### **a) Board Structure**

The Company has an optimal combination of executive, non-executive and independent directors to maintain the independence of the Board from the management, which is in conformity with the requirement of Section 149(4) of the Companies Act, 2013 (the Act) and Regulation 17 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

As of March 31, 2020, the Board of Directors of the Company consisted of 5 (Five) Directors drawn from diverse fields/professions, the Company has 6 Directors with a Executive Chairman. Out of 6 Directors, 3 are Executives and 3 are Independent Directors. Non-Executive Directors bring independent views and judgment in the decision making process of the Board.

None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 Companies across all the Companies in which he/She is a Director. The Directors have made necessary disclosures regarding Committee positions in other public companies as on 31<sup>st</sup> March, 2020.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorships do not include Alternate Directorships, Section 8 Companies of the Companies Act, 2013 and of Companies incorporated outside India.

In accordance with Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships / Chairmanships of only the Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee in all Public Limited Companies (including Country Club Hospitality & Holidays Limited) have been considered.

#### **b) Board Meeting held and Directors' attendance record**

The Board looks at strategic planning and policy formulation. The Board meets at least once in every quarter to review the Company's operations and to consider, among other business, the quarterly performance and financial results of the Company. The maximum time gap between any two meetings of the Board is not more than 120 days. Further, the Company has adopted and adhered to the Secretarial Standards prescribed by the Institute of Company Secretaries of India and approved by the Central Government.

The agenda of Board meetings containing all necessary information / documents are made available to the Board / Committees in advance to enable the Board / Committees to discharge its responsibilities effectively and take informed decisions. Where it is not practicable to send the relevant information as a part of agenda papers, the same are tabled at the meeting or / and the presentations are made by the concerned managers to the Board, subject to compliance with legal requirements. Considerable time is spent by the Directors on discussions and deliberations at the Board / Committee Meetings. The Board periodically reviews the compliance reports of all laws applicable to the Company.

The information as specified in Schedule II to the Listing Regulations, is regularly made available to the Board, whenever applicable, for discussion and consideration. The details of Board meetings held during the Financial Year 2019-20 and Directors' attendance record are given in below Table 1 & 2.

7 Board Meetings were held during the year and the gap between two meetings did not exceed 120 days. The dates on which the Board Meetings were held are as follows:

18<sup>th</sup> April, 2019, 30<sup>th</sup> May, 2019, 24<sup>th</sup> July, 2019, 13<sup>th</sup> August, 2019, 11<sup>th</sup> October, 2019, 13<sup>th</sup> November, 2019 and 13<sup>th</sup> February, 2020.

**Table 1: The details of meetings of the Board held during the financial year 2019-20 are as under:**

Sr. No.	Date of which Board Meeting was held	Total strength of the Board on the date of Meeting	No. of Directors present at the Board Meeting
1	18.04.2019	7	5
2	30.05.2019	6	6
3	24.07.2019	6	5
4	13.08.2019	6	6
5	11.10.2019	6	5
6	13.11.2019	6	6
7	13.02.2020	5	5

The recommendations of the Committee on the proposals requiring Board approval were duly accepted by the Board.

**Table 2: Details about the Company's Directors and meetings attended by the Directors during the Financial Year 2019-20**

Name of the Director	Category	No. of Board Meeting held during the FY 2019-20	No. of Board Meetings attended during the FY 2019-20	No. of Other Directorships held in Companies incorporated in India as at 31.03.2020 Including this (Company)	No. of Memberships / Chairmanships in Board Committees as at 31.03.2020 (Including this Com pany)		Whether attended last AGM (held on 30.09.2019)
					Chairmanships	Memberships	
Y. Rajeev Reddy	Chairman & Managing Director	7	6	10 Public Companies & 1 Private Company	Nil	Nil	Yes
Y. Siddharth Reddy	Vice-Chairman, JMD & CEO	7	7	10 Public Companies & 1 Private Company	Nil	1	No
Y. Varun Reddy	Vice-Chairman, JMD & COO	7	7	10 Public Companies & 1 Private Company	Nil	0	Yes
D. Venkata Ratna Kishore*	Independent Non-Executive	6	5	Nil	Nil	4	Yes
K. Satyanarayana Raju*	Independent Non-Executive	1	0	Nil	Nil	Nil	No
Y. Subba Rao	Independent Non-Executive	7	7	Nil	2	1	Yes
Mamatha Madhavi Venkateshwar Reddy	Independent Non-Executive	7	6	Nil	2	2	No
Navya Challa@	Independent Non-Executive Additional Director	0	0	1 Private Company	Nil	4	No

\* K. Satyanarayana Raju, has resigned as an Independent Director on the Board of Directors and Chairmanship of Nomination & Remuneration Committee on April 18, 2020 due to his poor health conditions. Further Sri D. Venkata Ratna Kishore has also resigned as an Independent Director on the Board of Directors and Member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company with effect from February 10, 2020.

@ Smt. Navya Challa was appointed as an Additional Director on June 04, 2020. Smt. Navya Challa is further appointed as a Member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee with effect from June 04, 2020.

**c) Relationship between Directors inter-se:**

S. No	Name of the Director	Relationship
1	Y. Siddharth Reddy	Son of Y. Rajeev Reddy (Chairman & Managing Director) & Brother of Y. Varun Reddy (Vice Chairman, JMD & COO) -
2	Y. Varun Reddy	Son of Y. Rajeev Reddy (Chairman & Managing Director) & Brother of Y. Siddharth Reddy (Vice Chairman, JMD & CEO) -
3	Y. Rajeev Reddy	Father of Y. Siddharth Reddy (Vice-Chairman, JMD & CEO) & Y. Varun Reddy (Vice-Chairman, JMD & COO)

Except as disclosed above, no Director of the Company is related to any other Director on the Board.

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company

As required under Regulation 26(1) of Listing Regulations and confirmed by directors, none of the Directors are: (i) member of more than 10 (ten) committees; and (ii) chairman of more than 5 (five) committees.

A separate meeting of Independent Directors was held on February 10, 2020 to, inter alia, review the performance of Non Independent Directors, Chairman of the Company and the Board as a whole.

**Table 3: Number of Equity Shares held by each of the Directors of the Company:**

Sl. No	Name	Equity Shares held as on 31 -03-2020	
		No. of shares	% of total shares of the company
1	Shri Y. Rajeev Reddy	106337986	65.05
2	Shri Y. Siddharth Reddy	3526750	2.16
3	Shri Y. Varun Reddy	2081000	1.27
4	Shri D. Venkata Ratna Kishore	0	0.00
5	Shri K. Satyanarayana Raju	0	0.00
6	Shri Y. Subba Rao	0	0.00
7	Smt. Mamatha Madhavi Venkateshwara Reddy	0	0.00
8	Smt. Navya Challa	0	0.00

**d) Certificate from Company Secretary in practice:**

A certificate from M/s. Gopal Dhanaji & Associates, Company Secretaries represented by Mr. Gopal Biradar Dhanaji (Membership No. FCS 7676), Practicing Company Secretary, stating that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any other statutory authority is annexed to this report.

**e) Independent Directors:**

In the 28<sup>th</sup> Annual General Meeting held on September 30, 2019, the Members of the Company has Approved the Re-Appointment of 2 (Two) Independent Directors for a further period of 5 Years commencing from 30.09.2020 to 29.09.2024 whose office is not liable to retire by rotation. However, 1 (One) of the Independent Directors namely Sri D. Venkata Ratna Kishore, has resigned as an Independent Director on the Board of Directors on February 10, 2020 due to his unstable health conditions and unsuitable traveling conditions.

In line with the Company's succession plan incorporating the phased retirement of existing directors combined with the induction of new independent directors, the Board of Director of the Company has, on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on June 04, 2020, approved the appointment of Smt. Navya Challa, as an Additional Directors in the category of Independent Director, subject to the approval of Members.

The Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1) (b) of the Listing Regulations read with Section 149(6) of the Companies, Act 2013. Basis the

declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

The Company has issued a formal letter of appointment to the Independent Directors in the manner as provided in the Act and Listing Regulations. The terms and conditions of appointment have also been displayed on the website of the Company at <https://www.countryclubindia.net>

None of the existing Independent Directors serve as “Independent Directors” in more than seven listed companies in line with the requirements of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

**f) Familiarization Program for Independent Directors:**

The Company has conducted the familiarisation program for Independent Directors during the year. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatize them with the processes, businesses and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarisation Program has been disclosed on the website of the Company.

**g) Information available to the Board of Directors:**

The Board of Directors of the Company are aware of all the day to day happenings of the Company, and are involved in each and every small decisions to keep the Company safe from any troubles. Following are the minimum information, from which the Board is regularly updated:

Annual operating plans and budgets, capital budgets and updates.

Quarterly results of our operating divisions or business segments.

Minutes of meetings of audit, nomination & remuneration and investor grievance committees as well as abstracts of circular resolutions passed.

General notices of interest received from directors.

Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of the CFO and Company Secretary.

Materially important litigation's, show cause, demand, prosecution and penalty notices.

Fatal or serious accidents, dangerous occurrences, and material effluent or pollution problems.

Any materially relevant defaults in financial obligations to and by us.

Any issue that involves possible public or product liability claims of a substantial nature.

Details of joint ventures, acquisitions of companies or collaboration agreements.

Transactions that involve substantial payments towards goodwill, brand equity or intellectual property.

Any significant development on the human resources aspects.

Sale of material nature, of investments and assets, which are not in the normal course of business.

Details of foreign exchange exposure and the steps taken by the Management to limit risks of adverse exchange rate movement.

Non-compliance of any regulatory, statutory or listing requirements, as well as shareholder services such as delays in share transfer.

#### **h. Code of Conduct:**

In pursuance to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Code of Conduct for all Board Members and Senior Management personnel of the Company. The Code of Conduct has been made available on our website, [www.countryclubindia.net](http://www.countryclubindia.net). All the members of the Board and Senior Management Personnel have affirmed their compliance with the Code of Conduct. A declaration regarding the Code of Conduct's Compliances has been given at the end of the Corporate Governance Report, signed by the Chairman & Managing Director.

## **2. COMMITTEES OF THE BOARD:**

### **A. AUDIT COMMITTEE:**

The Audit Committee supports the Board in meeting its responsibilities in relation to the integrity of the Group's financial statements and associated announcements, the adequacy of internal control and risk management systems and the appointment and work of the internal and external auditors.


The Audit Committee acts as a link between the Statutory and Internal Auditors and Board of Directors. It addresses itself to matters pertaining to adequacy, accuracy and reliability of financial statements, adequacy of provisioning of liabilities, sound working capital management analysis, time and cost overruns in implementation of projection opportunities. The Committee also looks into adequacy, transparency and time.

The terms of reference of the Audit Committee are in conformity with the requirements of Section 177 of the Act and Regulation 18 of SEBI Listing Regulations.

#### **a) Composition of the Audit Committee:**

The Audit Committee for the year was constituted of the following members:

The composition of the Audit Committee of the Company is in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Regulations. The Company's Audit Committee comprises 3 (Three) Independent Directors.

<b>Name of the Member</b>	<b>Category</b>
1. Sri Y. Subba Rao, Chairman	 <b>Independent Directors</b>
2. Sri D. Venkata Ratna Kishore, Member*	
3. Smt. Mamatha Madhavi V Reddy, Member	
4. Smt. Navya Challa, Member*	



\* Sri D. Venkata Ratna Kishore has resigned as a Member of the Audit Committee with effect from February 10, 2020 and Smt. Navya Challa, has been appointed as a Member of the Audit Committee with effect from June 04, 2020.

Ms. Anita Vidyulata Kottapalli, Company Secretary has acted as the Secretary to the Committee.

**b) Attendance of Members at the Audit Committee Meetings:**

The Committee met 4 (four) times during the Financial Year ended March 31, 2020, i.e. on 30<sup>th</sup> May, 2019, 13<sup>th</sup> August, 2019, 13<sup>th</sup> November, 2019, and 13<sup>th</sup> February, 2020. Following are the attendance of each member in the Audit Committee Meetings:

Name of the Director	No. of Meetings	
	Held	Attended
Sri Y. Subba Rao	4	4
Sri D. Venkata Ratna Kishore	3	3
Smt. Mamatha Madhavi V Reddy	4	4

All the members of the Audit Committee are eminent professionals and draw upon their experience and expertise across a wide spectrum of functional areas such as finance, and corporate strategy. The Chairman of the Audit Committee was present at the 28<sup>th</sup> Annual General Meeting of the Company held on September 30, 2019 to answer Members' queries. Minutes of each of the meeting of the Audit Committee are placed before the Board in its meetings. The Audit Committee invites the executives of the Company viz., Chairman & Managing Director & Vice-Chairman, JMD & Chief Executive Officer, Other Executive Directors, Head of Finance, as it considers appropriate and the representatives of the Statutory Auditors and Internal Auditors at its meetings.

Ms. Anita Vidyulata Kottapalli, Company Secretary & Compliance Officer of the Company acts as the Secretary to the Audit Committee. She was also appointed as the Compliance Officer by the Board to ensure compliance and effective implementation of the Insider Trading Code.

**c) Powers of the Audit Committee:**

The Board of Directors of the company has delegated the following powers to the Audit Committee, in pursuance with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

**d) Role of Audit Committee:**

In current scenario, the Audit Committee plays a vital role for ensuring proper compliance and keeping the accurate financial data towards the Shareholders of the Company, for preventing the Company from scams. Therefore, to ensure the true and fair view of the Financial Information of the Company, the Audit Committee has properly complied its role as mentioned in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**i) Performance of Audit Committee**

The Audit Committee of the Company performs the following functions:

Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

Reviewing with the Management the Annual Financial Statements and Auditors Report before submission to the Board, focusing primarily on:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
- Any changes in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on exercise of judgment by Management
- Qualifications in the draft audit report, if any
- Significant adjustments made in the financial statements arising out of audit findings.
- The going concern assumption
- Compliance with Accounting Standards.
- Compliance with the requirements of the stock exchanges, if applicable, and legal requirements concerning Financial Statements.
- Any related party transactions as per Indian Accounting Standard 24
- Reviewing the Company's Financial and Risk Management Policies
- Scrutiny of Inter-Corporate Loans and Investments.

**ii) Internal Control**

- Reviewing with the Management, External and Internal Auditors, the adequacy of internal control systems.
- Evaluation of internal financial controls.

**iii) External and Internal Audit**

Reviewing of the Internal Audit Report and action taken thereon.

Reviewing the adequacy of internal audit function, including the Audit Charter, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.

Reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor.

Discussing with the Internal Auditors any significant findings and follow-up thereon.

Reviewing the findings of any internal investigations by the Internal Auditors into matters

where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

Recommending the appointment / re-appointment and removal/ replacement of External Auditors and approve of audit fee and payment for any other services.

Discussing with External Auditors before the audit commences, the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

Review and monitor the auditor's independence and performance, and effectiveness of audit process;

#### **iv) Related Party Transactions**

- A statement of all transactions with related parties or any subsequent modification of transactions of the Company with related parties including their basis shall be placed before the Audit Committee for formal approval or omnibus approval.
- Lay down criteria for granting omnibus approval to related party transactions.
- Satisfy itself of the need for omnibus approval of related party transaction and that the approval is in the interest of the Company.
- Grant omnibus approval for related party transactions not exceeding `5 Lakhs per transaction.
- Review, on quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given.
- Recommend the revision in Policy on material related party transactions and also on dealing with Related Party Transactions, to align it with the extant applicable provisions.

#### **v) Compliance**

Reviewing the effectiveness of the system for monitoring compliance with laws and regulations and the results of Management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.

Reviewing the findings of any examinations by regulatory agencies, and any auditor observations.

Reviewing the process for communicating the Code of Conduct to Company personnel, and for monitoring compliance therewith.

Obtaining regular updates from the Management regarding compliance matters.

Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends), and creditors;

#### **vi) Reporting Responsibilities**

- The Audit Committee will update the Board, periodically.
- The Chairman of the Audit Committee shall be present at the Annual General Meetings to answer shareholder queries and clarification on matters relating to audit.

- The Annual Report of the Company shall disclose the composition of the Audit Committee, brief description of the scope of the Audit Committee Charter, names of members, Chairperson, meetings and attendance.
- The recommendations of the Audit Committee on any matter relating to financial management including the audit report, shall be binding on the Board.
- If the Board does not accept the recommendations of the Audit Committee, it shall record the reasons thereof and communicate such reasons to the shareholders.

#### **vii) Other Responsibilities**

- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Performing other activities related to this Charter as requested by the Board of Directors.
- Carry out all such additional functions as may be required under the Listing Regulations or other regulatory requirements applicable from time to time.
- Reviewing the functioning and compliances as regards the Company's Whistle Blower Policy.
- Instituting and overseeing special investigations as needed.
- Confirming annually that all responsibilities outlined in this Charter have been carried out.
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;

#### **e) Review of information by Audit Committee:**

Following information has been regularly reviewed by the Audit Committee in their meetings:

Management discussion and analysis of financial condition and results of operations;

Statement of significant related party transactions (as defined by the audit committee), submitted by management;

Management letters / letters of internal control weaknesses issued by the Statutory Auditors;

Internal audit reports relating to internal control weaknesses; and

The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

#### **B. NOMINATION AND REMUNERATION COMMITTEE:**

The constitution, scope and powers of the Nomination & Remuneration Committee of the Board of Directors are in accordance with the provisions of Section 178 of the Companies Act and Regulation 19 of the Listing Regulations. The Nomination & Remuneration Committee looks at all matters pertaining to the appointment and remuneration of the Managing Director / Whole-time Directors / Chief Executive Officer, the Executive Directors, Key Managerial Personnel of the Company.

However, the remuneration of the Key Managerial Personnel is subject to approval of the Board and Managing Directors / Whole-time Directors is subject to approval of the board and the Company in General Meeting and such approvals as may be necessary.

**a) The Nomination and Remuneration Committee for the year was constituted of the following members:**

The Nomination & Remuneration Committee consists of 3 (Three) Independent Directors. During the Financial Year ended March 31, 2020, the Committee met 1 (once) time, i.e. on May 30, 2019. All the Members have attended the Nomination & Remuneration Committee Meeting held on May 30, 2019. The composition details of the Nomination & Remuneration Committee are given in Table below:

<b>Name of the Member</b>	<b>Category</b>	<b>Designation</b>
Smt. Mamatha Madhavi V Reddy	Independent, Non-Executive	Chairperson
Sri Y. Subba Rao	Independent, Non-Executive	Member
Sri D. Venkata Ratna Kishore*	Independent, Non-Executive	Member
Smt. Navya Challa *	Independent, Non-Executive	Member

\* Sri D. Venkata Ratna Kishore has resigned as a Member of the Nomination & Remuneration Committee with effect from February 10, 2020 and Smt. Navya Challa, has been appointed as a Member of the Nomination & Remuneration Committee with effect from June 04, 2020.

Ms. Anita Vidyulata Kottapalli, Company Secretary & Compliance Officer of the Company acts as the Secretary of the Nomination & Remuneration Committee.

**b) Role of the Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee shall function in accordance with the terms of reference made by the Board of Directors, which are given as follows:

- (i) review of proposals for appointment of Directors and Senior Management (employees in Core Management Team - one level below Managing/Executive Directors) and their recommendation to the Board;
- (ii) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director;
- (iii) Formulation of a performance evaluation methodology for evaluation of the Board, its committees and individual directors and reviewing the process from time to time;
- (iv) Periodically overseeing evaluation of the Board, its committees and individual directors and recommending desirable changes in the Board size, composition, committee structure and processes, and other aspects of the Board's functioning;
- (v) Recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and senior management;
- (vi) Recommend to the Board on the appointment and the terms & conditions of appointment of Managing Director(s) and the Whole-time Director(s);

- (vii) Reviewing and recommending the remuneration structure of Managing Director(s) and the Whole-time Director(s), to the Board;
- (viii) To approve and recommend the Employee Stock Option Scheme (if any) for the approval of the shareholders;
- (ix) To supervise the implementation of Employee Stock Option Scheme, (if any).
- (x) Recommend to the Board of Directors, the remuneration payable to the Senior Management as defined under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 or any other law for the time being in force.

Please refer to the Director's report for Performance Evaluation Criteria for the Independent Directors.

## REMUNERATION OF DIRECTORS:

Details of remuneration to the Directors for the year are given in table below:

Name of the Director	Relationship with other Directors	Business relationship with other Directors	Loans and advances from the Company	Remuneration paid during the Financial Year			
				Sitting Fee	Salary	Commission	Total
Sri Yedaguri Rajeev Reddy	Related to Sri Yedaguri Siddharth Reddy and Sri Yedaguri Varun Reddy	Promoter Director Chairman and Managing Director	Nil	NA	Nil	Nil	Nil
Sri Yedaguri Siddharth Reddy	Related to Sri Y. Rajeev Reddy, Sri Y. Varun Reddy	Vice-Chairman and Joint Managing Director & CEO	Nil	NA	Nil	Nil	Nil
Sri Yedaguri Varun Reddy	Related to Sri Yedaguri Rajeev Reddy, Sri Yedaguri Siddharth Reddy	Vice-Chairman and Joint Managing Director and COO	Nil	NA	Nil	Nil	Nil

Apart from the above mentioned Director, None of the Other Non-Executive and Independent Directors has drawn any Remuneration or Sitting Fees during the Financial Year 2019-2020.

## Performance evaluation criteria:

One of the key functions of Nomination & Remuneration Committee is to evaluate the performance of executive/ Non-Executive Independent Directors. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship with stakeholders, Company performance and strategy, and the effectiveness of the whole Board and its various committees. Feedback on each director is encouraged to be provided as part of the survey.

The Nomination and Remuneration Policy of the Company can be accessed at the Company's website at the link [www.countryclubindia.net](http://www.countryclubindia.net)

**Notes:**

- a) The Company has not issued any Stock options.
- b) There were no service contracts/Agreements with our Directors.
- c) None of our Directors is eligible for severance pay.
- d) The terms and conditions with regard to appointments Managing Directors and Executive Directors are contained in the respective resolutions passed by the Board or Members in their respective meetings. There is no severance fees.

**C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

**i) Brief Description of the terms of reference:**

The terms of reference of the Stakeholders' Relationship Committee are extensive covering the mandatory requirements under Regulation 20(4) read with Part D of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, which includes attending and resolving investors' grievances / complaints of security holders included but not limited to the matters pertaining to transfer of shares, issue of duplicate share certificates, non-receipt of annual report and non-receipt of declared dividend, etc.

**ii) The Stakeholders' Relationship Committee for the year was constituted of the following members:**

The Stakeholders' Relationship Committee consists of the following Independent & Non Executive Directors given in the table below:

Name of the Director	Category	Designation
Sri Y. Subba Rao	Independent, Non -Executive	Chairman
Smt. Mamatha Madhavi V Reddy	Independent, Non -Executive	Member
Sri D. Venkata Ratna Kishore*	Independent, Non -Executive	Member
Smt. Navya Challa*	Independent, Non -Executive	Member

\* Sri D. Venkata Ratna Kishore has resigned as a Member of the Stakeholders Relationship Committee with effect from February 10, 2020 and Smt. Navya Challa, has been appointed as a Member of the Stakeholders Relationship Committee with effect from June 04, 2020.

Ms. Anita Vidyulata Kottapalli, Company Secretary & Compliance Officer of the Company acts as the Secretary of the Stakeholders Relationship Committee.

**iii) Role of the Stakeholders' Relationship Committee:**

The Stakeholders' Relationship Committee looks into Redressal of the Grievances of Security holders viz., shareholders' and fixed deposit holders including investors' complaints relating to transfer of shares, issue of duplicate/consolidated share certificates, review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of dividends declared (if any) and all other

securities holders related matters. It is also responsible for reviewing the process and mechanism of Redressal of Investor Complaints and suggesting measures of improving the existing system of Redressal of Investor Grievances. This Committee is also responsible for approval of transfer and transmission of securities, including power to delegate the same to the Registrar and Transfer Agents.

The Company did not received any Investor Grievances during the year 2019 – 2020. Hence, No complaints were outstanding as on 31<sup>st</sup> March, 2020.

During the year under review the Company did not receive any complaints through SCORES.

The Complaints had been attended to within seven days from the date of receipt of the complaint, as communicated by our Registers and Share Transfer Agents, M/s. Aarthi Consultants Private Limited.

There are no pending share transfers as on March 31, 2020.

#### **Name and Designation of Compliance Officer:**

Ms. Anita Vidyulata Kottapalli, Company Secretary is the Compliance Officer of the Company.

#### **D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

The Corporate Social Responsibility Committee was constituted of the following Directors:

<b>Name of the Member</b>	<b>Category</b>
1. Smt. Mamatha Madhavi V Reddy, Chairperson	<b>Independent Directors</b>
2. Sri D. V. Ratna Kishore, Member	
3. Sri Yedaguri Siddharth Reddy, Member	<b>Director</b>

Since the Company does not have adequate profits for the past 3 years, the Company was unable to spend any amount towards the CSR Activities.

#### **3. DETAILS OF GENERAL BODY MEETINGS:**

##### **Location and time of the last 3 Years AGM's (Annual General Meetings):**

<b>GM &amp; YEAR</b>	<b>VENUE</b>	<b>DATE &amp; TIME</b>	<b>SPECIAL RESOLUTIONS PASSED</b>
28 <sup>th</sup> AGM 2018-2019	CROWN VILLA GARDENS, 150, Brigadier Sayeed Road, Opp. Gymkhana Grounds, Secunderabad -500 003	30-09-2019 12.00 Noon	1. To Re-appoint Sri Yeleswarapu Subba Rao (DIN: 030 30196) as an Independent Director of the Company; 2. To Re-Appoint Sri Venkat Ratna Kishore Dukkupati (DIN: 01017518) as an Independent Director of the Company;
27 <sup>th</sup> AGM 2017-2018	CROWN VILLA GARDENS, 150, Brigadier Sayeed Road, Opp. Gymkhana Grounds, Secunderabad -500 003	29-09-2018 12.00 Noon	Appointment of Smt. Mamatha Madhavi Venkateshwara Reddy as a Director of the Company.
26 <sup>th</sup> AGM 2016-2017	CROWN VILLA GARDENS, 150, Brigadier Sayeed Road, Opp. Gymkhana Grounds, Secunderabad -500 003	28-09-2017 12.00 Noon	Revision In Terms Of Remuneration Payable to Sri. Yedaguri Varun Reddy (Din: 01905757), Vice-Chairman, JMD & COO Revision In Terms Of Remuneration Payable to Sri. Yedaguri Siddharth Reddy (Din: 00815456), Vice-Chairman, JMD & CEO



**No Resolutions were passed through Postal Ballot during the financial year 2019-20****4. DISCLOSURES:****A. MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTION**

All transactions entered into during the financial year 2019-20 with Related Parties as defined under the Act and the Listing Regulations were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant related party transactions, i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. Attention of Members is drawn to the disclosures of transactions with related parties set out in Notes to Accounts – Note No. 30 forming part of the Standalone Financial Statements and Note No. 31 forming part of the Consolidated Financial Statements.

Pursuant to the Regulation 23 of the Listing Regulations, the Company has adopted a Policy on materiality of the Related Party Transactions and on dealing with Related Party Transactions, which has been suitably amended during the year in line with the recent amendments in the Companies Act, 2013.

**B. DETAILS OF NON-COMPLIANCE**

There has not been any non-compliance by the Company and no penalties or strictures were imposed on the Company by BSE Limited, the National Stock Exchange of India Limited, the Securities and Exchange Board of India or any other statutory authority, in relation to any matter related to capital markets, during last three years.

**C. WHISTLE BLOWER POLICY – VIGIL MECHANISM**

The Company's Whistle Blower Policy is in line with the provisions of the sub section 9 and 10 of Section 177 of the Companies Act, 2013 and as per Regulation 22 of the Listing Regulations. This Policy establishes a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We confirm that during the financial year 2019-20, no employee of the Company was denied access to the Audit Committee.

- D.** The Company has submitted the compliance report on corporate governance to the stock exchanges where the company's shares are listed with in the stipulated time.
- E.** Details of compliance with mandatory requirements and adoption of non-mandatory requirements of this clause.

Your Company complied with all the mandatory requirements of the Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of these compliances are given in the relevant sections of this Report.

**F. CEO AND CFO CERTIFICATE**

Sri Y. Siddharth Reddy, Vice-Chairman, Joint Managing Director & Chief Executive Officer of the Company and Sri K. Phaneendra Rao, Chief Financial Officer have given a Certificate to the Board of

Directors as contemplated in Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is disclosed at the end of this Report.

## **G. POLICY TO PREVENT SEXUAL HARASSMENT AT THE WORK-PLACE**

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and by the Company. Any Employee can directly report regarding sexual harassment to Mr. Y. Varun Reddy, Vice-Chairman, JMD & COO of the Company and Company is following the Provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. During the financial year 2019-20, No complaints were received by the Company. There were no complaints pending as on the end of the financial year 2019-20. No cases of child labour, forced labour, involuntary labour and discriminatory employment were reported during the period.

## **5. NOTES ON DIRECTORS APPOINTMENT/RE-APPOINTMENT:**

Relevant details are given as additional information forming part of the notice of the Annual General Meeting/Director's Report.

## **6. MEANS OF COMMUNICATIONS:**

All vital information relating to the Company and its performance, including annual reports, quarterly results, shareholding pattern, report on Corporate Governance and official press releases are posted on the website of the Company [www.countryclubindia.net](http://www.countryclubindia.net) and the copies of the same are sent to the BSE Limited and the National Stock Exchange of India Limited. The quarterly and annual results of the Company's financial performance are published in leading English dailies like the Business Standard and in Telugu leading dailies like the Nava Telangana. Further, the annual reports containing audited financial statements of the Company together with Directors' Report, Auditors' Report and other important information are circulated to the members and others entitled thereto.

However, this year in view of the outbreak of COVID-19 pandemic and owing to the difficulties involved in dispatching of physical copies of Annual Report, the Ministry of Corporate Affairs ("MCA") has vide its circular no 20/2020 dated 5 May 2020 directed the Companies to send the Annual Report only by e-mail to all the Members of the Company. Therefore, the Annual Report for FY 2019-20 and Notice of Twenty-Ninth Annual General Meeting of the Company is being sent to the Members at their registered e-mail addresses in accordance with said circular.

## **7. MANAGEMENT DISCUSSIONS AND ANALYSIS:**

The Management Discussion and Analysis (MD & A) is being forms part of the Directors Report.

## **8. STATEMENT PURSUANT TO SCHEDULE V OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

The Company's Equity Shares are currently listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and the Company has paid the Annual Listing Fees of all the Stock Exchanges where its Shares are listed for the Financial Year 2020-2021.

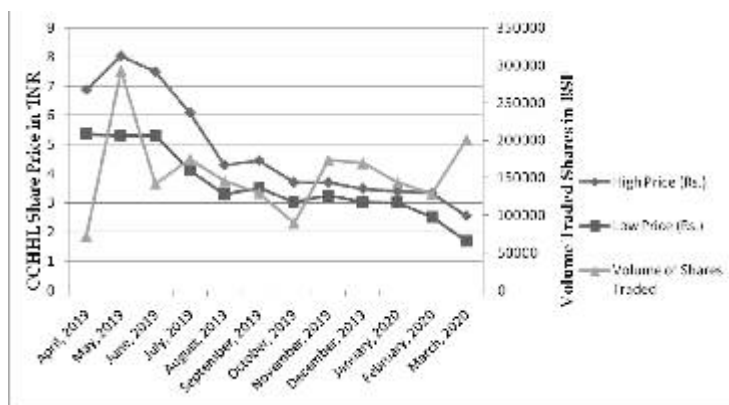
**9. GENERAL SHARE HOLDER INFORMATION:**

<b>(I) Annual General Meeting</b>		
Day & Date	Thursday, December 31, 2020	
Time	02.00 P.M	
Venue	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.	
<b>(II) Financial Calendar</b>		
		The Company's accounting year comprises 12 months period from April 1 to March 31
<b>(III) Date of Book Closure</b>		
		December 25, 2020 to December 31, 2020 (both days inclusive)
<b>(IV) Dividend payment date</b>		
		NIL
<b>(V) Listing on Stock Exchanges</b>		
		1. BSE Limited (BSE) 2. National Stock Exchange of India Limited (NSE)
<b>(VI) Stock Details</b>		
	<b>Scrip Code</b>	<b>Scrip ID</b>
BSE Ltd	526550	CCHHL
National Stock Exchange of India Limited	CCHHL	
<b>Dematerialization of Securities</b>		ISIN: INE652 F01027
<b>CIN of the Company</b>		L70102TG1991PLC012714

**(VII) MARKET PRICE DATE HIGH AND LOW DURING EACH MONTH IN THE LAST FINANCIAL YEAR:**

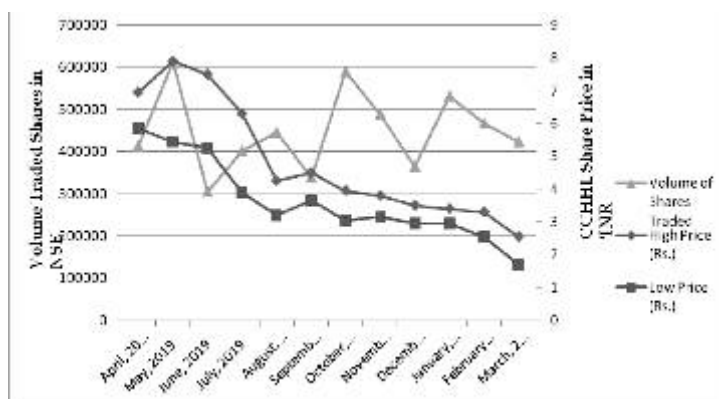
a) Company's shares are being traded on BSE the high and low prices during each month are given below:

Month	BSE Limited		
	High Price (₹)	Low Price (₹)	Volumes Traded (No. of Equity Shares)
April, 2019	6.89	5.35	72272
May, 2019	8.05	5.31	293166
June, 2019	7.50	5.30	142265
July, 2019	6.10	4.10	175313
August, 2019	4.30	3.29	145565
September, 2019	4.45	3.53	129730
October, 2019	3.70	3.03	89482
November, 2019	3.70	3.25	173741
December, 2019	3.49	3.03	169856
January, 2020	3.40	3.01	143604
February, 2020	3.34	2.52	128331
March, 2020	2.55	1.69	201223



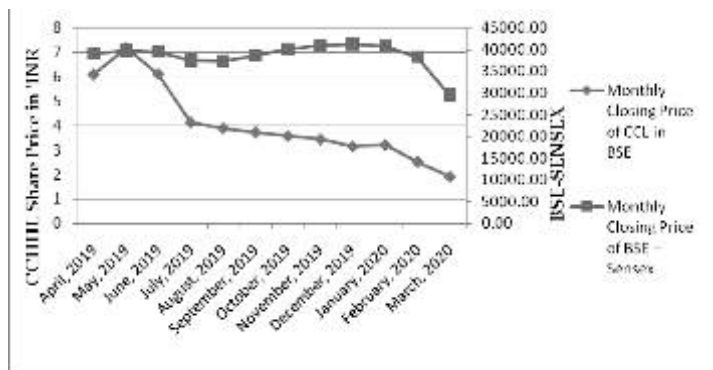
b) Company's shares are being traded on NSE the high and low prices during each month are given below:

Month	National Stock Exchange of India Limited		
	High Price (Rs.)	Low Price (Rs.)	Volume of Shares Traded
April, 2019	6.95	5.85	413052
May, 2019	7.90	5.45	613000
June, 2019	7.50	5.25	305000
July, 2019	6.30	3.90	402000
August, 2019	4.25	3.20	446000
September, 2019	4.50	3.65	339505
October, 2019	3.95	3.05	590305
November, 2019	3.80	3.15	489000
December, 2019	3.50	2.95	365000
January, 2020	3.40	2.95	532000
February, 2020	3.30	2.55	468000
March, 2020	2.55	1.70	423938



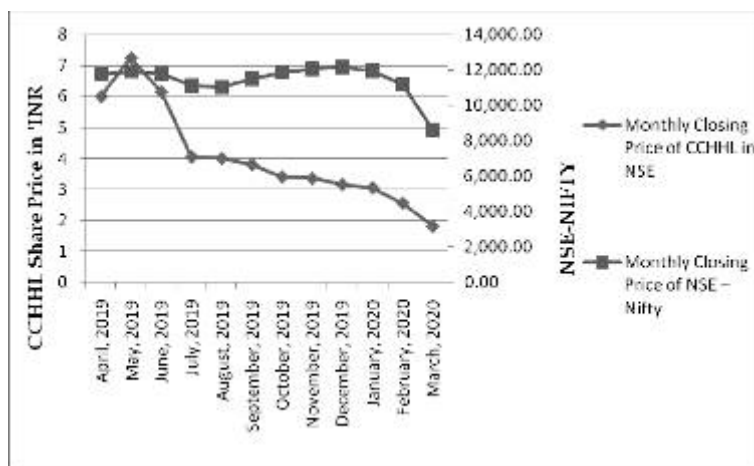
## c) Stock Performance in comparison to broad based indices such as BSE Senses:

Month	Monthly Closing Price of CCHHL in BSE	Monthly Closing Price of BSE – Sensex
April, 2019	6.08	39031.55
May, 2019	7.16	39714.20
June, 2019	6.10	39394.64
July, 2019	4.13	37481.12
August, 2019	3.89	37332.79
September, 2019	3.72	38667.33
October, 2019	3.57	40129.05
November, 2019	3.44	40793.81
December, 2019	3.14	41253.74
January, 2020	3.20	40723.49
February, 2020	2.52	38297.29
March, 2020	1.91	29468.49



## d) Stock Performance in comparison to broad based indices such as NSE Nifty:

Month	Monthly Closing Price of CCHHL in NSE	Monthly Closing Price of NSE – Nifty
April, 2019	6.00	11,748.15
May, 2019	7.25	11,922.80
June, 2019	6.15	11,788.85
July, 2019	4.05	11,118.00
August, 2019	4.00	11,023.25
September, 2019	3.80	11,474.45
October, 2019	3.40	11,877.45
November, 2019	3.35	12,056.05
December, 2019	3.15	12,168.45
January, 2020	3.05	11,962.10
February, 2020	2.55	11,201.75
March, 2020	1.80	8,597.75



The Equity Shares of the Company have not been suspended from trading by the SEBI and/or Stock Exchanges. The Company does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended March 31, 2020.

**(VIII) Stock Performance in Comparison to Broad-based indices such as BSE Sensex, CRISIL Index, BZX 200, Nifty etc..**

The Share Price of the Company has been moving with the trend of the indices

**(IX) Registrar & Transfer Agent:**

**M/s. Aarthi Consultants Private Limited**  
1-2-285, Domalguda, Hyderabad - 500 029  
Ph: 040-2763 8111 | 2763 4445 Fax: 040-2763 2184  
Website: [www.aarthiconsultants.com](http://www.aarthiconsultants.com)  
Email: [info@arthiconsultants.com](mailto:info@arthiconsultants.com)

**(X) Share Transfer System Documents will be accepted at:**

**M/s. Aarthi Consultants Private Limited**  
1-2-285, Domalguda, Hyderabad – 500 029  
Ph: 040-2763 8111; 040-2763 4445  
Fax: 040-2763 2184  
Website: [www.aarthiconsultants.com](http://www.aarthiconsultants.com)  
Email: [info@arthiconsultants.com](mailto:info@arthiconsultants.com)

Pursuant to the guidelines issued by the Securities and Exchange Board of India, vide circular number D&CC/FITTC/CIR-15/2002 dated 27.12.2002 regarding “Appointment of Common Agency for Share Registry Work”, the Board of Directors have appointed **M/s. Aarthi Consultants Private Limited**, as Share Transfer Agents.

The Shares of the Company are in physical form and electronic form. As regards, transfer of shares held in physical form, the transfer documents can be lodged with M/s. Aarthi Consultants Private Limited at above-mentioned address. The R & T Agent process the Physical Share Transfers and the Share Certificates are returned to the Shareholder with in a maximum period of 10 to 15 days from the date of receipt, subject to

the documents being valid and complete in all respects. All share transfers are approved by the Share Transfer Committee. As regards, the transfer of shares in demat form is done through the Depositories without involvement of the Company.

Pursuant to the Securities and Exchange Board of India, vide circular number MRD/DoP/Cir-05/2009 dated 20.05.2009, it is mandatory to furnish PAN particulars for registration of physical share transfer requests. Therefore investors are requested to send the PAN particulars along with the share transfer deeds for effecting the Physical Share Transfer.

As per the guidelines issued by the Securities and Exchange Board of India, the R & T Agent is also offering transfer-cum-Demat facility, wherein after the share transfer is affected an option letter containing the details of the shares transferred is sent to the transferee. Any transferee who wishes to demat the shares may approach the Depository Participant along with a duly filled Demat Request Form, who shall, on the basis of the option letter, generate a demat request and send the same to the R & T Agent. On receipt, the R & T Agent confirms the request.

Any transferee not intending to dematerialize his/her shares need not exercise the option and the R & T Agent shall dispatch the Share Certificate after 15 days from the date of the option letter.

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019, except in case of request received for transmission or transposition of securities. However, Members are not barred from holding shares in physical form. Members who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized.

All requests for Dematerialization of Shares are processed and the confirmation is given to the respective depositories, i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), within 15 days of receipt.

#### (XI) Distribution of Shareholding as on 31-03-2020

No. of Shares Slab	No. of Shareholders		Total No. of Shares & Amount		
	Total No. of Holders	Holders %	Total No. of Shares	Total No. of Amount	Amount %
1 - 5000	17385	87.88	9704734	19409468	5.94
5001 - 10000	1200	6.07	4569434	9138868	2.80
10001 - 20000	602	3.04	4600440	9200880	2.810
20001 - 30000	184	0.93	2281807	4563614	1.40
30001 - 40000	120	0.61	2159773	4319546	1.32
40001 - 50000	68	0.34	1549789	3099578	0.95
50001 - 100000	125	0.63	4387746	8775492	2.68
100001 & Above	98	0.5	134211012	268422024	82.10
<b>Total:</b>	<b>19782</b>	<b>100</b>	<b>163464735</b>	<b>326929470</b>	<b>100</b>

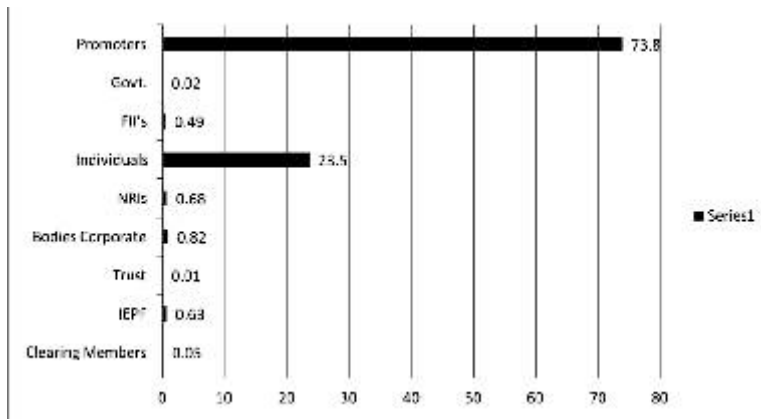
**(XII) According to the categories of Shareholding as on 31-03-2020**

	<b>CATEGORY</b>	<b>No. of Shares held</b>	<b>%of shareholding</b>
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group:</b>		
(1)	Indian		
a.	Individuals/Hindu Undivided Family	120637386	73.80
b.	Central Government/State Government	---	---
c.	Bodies Corporate	---	---
d.	Financial Institutions / Banks	---	---
	Others:	---	---
e.	Mutual funds	---	---
f.	Trusts	---	---
	<b>Sub-Total (A)(1)</b>	<b>120637386</b>	<b>73.80</b>
(2)	Foreign		
a.	Individuals (Non - Residents Individuals / Foreign Individuals)	---	---
b.	Bodies Corporate	---	---
c.	Institutions	---	---
	Others:	---	---
d.	Overseas Corporate Bodies	---	---
	<b>Sub-Total (A)(2)</b>	<b>000</b>	<b>000</b>
	<b>Total Shareholding of Promoter and Promoter Group A = (A)(1)+ (A)(2)</b>	<b>120637386</b>	<b>73.80</b>
<b>(B)</b>	<b>Public Shareholding</b>		
(1)	Institutions		
a.	Mutual funds / UTI	---	---
b.	Financial Institutions / Banks	940	0.01
c.	Central Government/State Government	3000	0.01
d.	Venture Capital Funds	---	---
e.	Insurance Companies	---	---
f.	Foreign Institutional Investors	797083	0.49
g.	Foreign Venture Capital Investors	---	---
	Others:		
h.	Foreign Companies	---	---
	<b>Sub-Total (B)(1)</b>	<b>801023</b>	<b>0.51</b>
(2)	Non - Institutions		
a.	Bodies Corporate	1343408	0.82
b.	Individuals		
	i). Individual Shareholders holding Nominal Share Capital upto Rs. 2 Lakh	31165648	19.06



	ii). Individual Shareholders holding Nominal Share Capital in excess of Rs. 2 Lakh	7257525	4.44
	Others:		
c.	Non - Residents Individuals	1114341	0.68
d.	Overseas Corporate Bodies	---	---
e.	Trusts	800	0.01
f.	Employees	---	---
g.	Clearing Members	86654	0.05
h.	IEPF	1057950	0.63
	<b>Sub-Total (B)(2)</b>	<b>42026326</b>	<b>25.71</b>
	<b>Total Public Shareholding B = (B)(1) + (B)(2)</b>	<b>42827349</b>	<b>26.20</b>
	<b>TOTAL (A+B)</b>	<b>163464735</b>	<b>100.00</b>
(C)	Shares held by Custodians and against Depositories Receipts have been issued	---	---
	<b>GRAND TOTAL (A+B+C)</b>	<b>163464735</b>	<b>100.00</b>

Graph representing the Shareholding Pattern as on March 31, 2020:

**(XIII) Dematerialization of shares & liquidity**

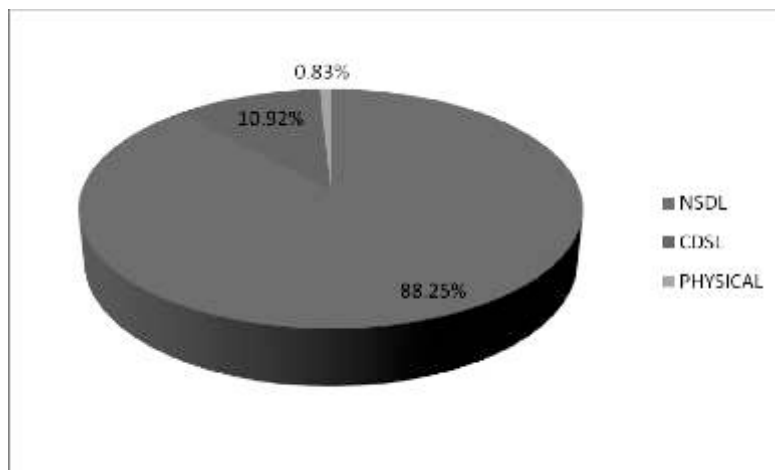
The trading in Company's shares is permitted only on dematerialized form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the Company has enlisted its shares with both the Depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019, except in case of request received for transmission or transposition of securities. However, Members are not barred from holding shares

in physical form. Members who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized.

**(XIV) Share Dematerialization Records:**

**162114717** Shares representing **99.17%** of the Company's total equity share capital were held in dematerialized form of which **88.25%** was held in National Securities Depository Limited (NSDL) and **10.92%** was held in Central Depository Services (India) Limited (CDSL) and only **1350018** Shares representing **0.83%** of the Company's total equity share capital were held in Physical form as on 31<sup>st</sup> March, 2020.



The Company's shares are listed and eligible to trade on the above-mentioned Stock Exchanges in electronic form.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **ISIN: INE 652 F01027**

**(XV) Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversation date and likely impact on equity.**

During the year under review, the Company has not issued any GDR's / ADR's / Warrants / FCCB's or any other Convertible Instruments.

**(XVI) Reconciliation of Share Capital Audit:**

Pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, a Company Secretary in Practice carries out Reconciliation of Share Capital Audit to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit confirms that the total listed and paid up/ issued share capital is in agreement with the aggregate of the total number of shares in demat form (held by NSDL and CDSL) and in physical form.

M/s. R & A Associates, Company Secretaries represented by Mr. R. Ramakrishna Gupta

(Membership No. FCS 5523), Practicing Company Secretary, conducts the Reconciliation of Share Capital Audit of the Company every Quarter for a limited purpose of reconciliation of the total admitted capital with both the depositories (NSDL & CDSL) and the total issued and listed capital. The Quarterly Reconciliation of Share Capital Audit Report which were placed before the Board of Directors were also send in time to all the Stock Exchanges where the Company Shares are Listed.

**(XVII) Plant Locations:** **Not Applicable**

**(XVIII) Address for Correspondence:**

**Investor correspondence should be addressed to:**

**M/s. Aarthi Consultants Private Limited**

(Unit: Country Club Hospitality & Holidays Limited)1-2-285, Domalguda, Hyderabad – 500 029

Ph: 040-2763 8111; 040-2763 4445 Fax: 040-2763 2184

Website: [www.aarthiconsultants.com](http://www.aarthiconsultants.com)

Email: [info@arthiconsultants.com](mailto:info@arthiconsultants.com)

Contact Person: Mr. Bhaskar

**Compliance Officer: Ms. Anita Vidyulata Kottapalli**

Company Secretary & Compliance Officer

'Amrutha Castle', 5-9-16, Saifabad, Opp: Secretariat,

Hyderabad – 500 063 Ph: 040-66533618

Email: [contact@countryclubmail.com](mailto:contact@countryclubmail.com) ; [inv.grievance@countryclubmail.com](mailto:inv.grievance@countryclubmail.com)

**(XIX) Depository Services:**

For guidance on Depository Services, Shareholders may write to the Company or to the respective Depositories:

M/s. National Securities Depository Limited Trade World, 4 <sup>th</sup> Floor, Kamala Mills Compound Senapati Bapat Marg, Lower Parel Mumbai – 400 013 Tel : 091 -022-24972964 -70 Fax : 091 -022-24972993 -24976351 Email : <a href="mailto:info@nsdl.co.in">info@nsdl.co.in</a>	M/s. Central Depository Services (India) Limited Phiroze Jeejeebhoy Towers 28 <sup>th</sup> Floor, Dalal Street Mumbai – 400 023 Tel : 091 -022-22723333 Fax : 091 -022-22723199 Email : <a href="mailto:investors@cdslindia.com">investors@cdslindia.com</a>
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**(XX) Nomination Facility:**

Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders willing to avail this facility may make nomination in Form SH-13 for initial registration of nomination and Form SH-14 for cancellation and variation of nomination as per Companies Act, 2013 to the Company's R&TA. This nomination form should be submitted at Registrar and Share Transfer Agent (R. T. A.) as per the address mentioned in the Corporate Governance Report.

**(XXI) Company's Policy on Prevention of Insider Trading:**

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and in connection with your Company's efforts to enhance the standards of corporate governance in the Company, and to strictly monitor and prevent insider trading within the Company, your Company has appointed Ms. Anita Vidyulata Kottapalli, Company Secretary as the Compliance Officer for this purpose. The code is applicable to all such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism. The code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them.

**10. OTHER DISCLOSURES:****A. POLICY ON DETERMINATION OF MATERIALITY OF EVENTS:**

The Company has also adopted Policy on Determination of Materiality of Events and Policy on Archival of Documents which has been put up on the website of the Company.

**B. AUDIT FEES:**

For the Financial Year 2019-20, your Company has paid to the Statutory Auditors M/s. P C N & Associates, Chartered Accountants, (Formerly known as Chandra Babu Naidu & Co.,) Plot No.12, "N Heights", Ground Floor, Software Layout Unit, Cyberabad, Hyderabad-500081, Telangana, ₹ 10,00,000 (Rupees Ten Lakh Only) plus applicable taxes and out of pocket expenses subject to the ratification of the said fees by the members at the ensuing Annual General Meeting pursuant to the Provisions of the Companies Act, 2013. The detailed breakup of the Auditors Fees is given in Notes to Accounts (on Note No. 23 - Other Expenses) forming part of the Standalone Financial Statements.

**C) CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE:**

A Certificate from M/s. Gopal Dhanaji & Associates, Company Secretaries represented by Mr. Gopal Biradar Dhanaji (Membership No. FCS 7676), Practicing Company Secretary, stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any other statutory authority is annexed to this report.

**D) NON ACCEPTANCE OF ANY RECOMMENDATION OF ANY COMMITTEE OF THE BOARD WHICH WAS MANDATORILY REQUIRED:**

During the year, the Board has accepted all recommendation received from all its Committees.

**E) THE DISCLOSURES OF THE COMPLIANCE WITH MANDATORY REQUIREMENTS AND COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:**

<b>I. Disclosure on website in terms of listing regulations</b>	
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Compositions of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Disclosed in Annual Report
Policy for dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Not Applicable

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Not Applicable
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2),(3)	Yes
Approval for Material Related Party Transactions	23(4)	Not Applicable

Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to Subsidiary of Listed Entity	24(2),(3),(4),(5)&(6)	Yes
Annual Secretarial Audit / Secretarial Compliance Report	24A	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from Members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2)	Yes
Policy with respect to Obligation of Directors and Senior Management	26(5)	Not Applicable
Obligation with respect to KMPs, Directors and Promoters	26(6)	Not Applicable

Pursuant to Regulation 7(2) of the Listing Regulations, certificates on half yearly basis have been issued by a qualified practicing Company Secretary confirming the compliance of share transfer formalities by the Company.

#### 11. DISCRETIONARY DISCLOSURES:

The status of compliance with non-mandatory recommendations of the Listing Regulations is as follows:

- Shareholders' Rights: As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to the shareholders.
- Audit Qualifications: The Company's financial statements for the year 2019-20 do not contain any audit qualification.
- Reporting of Internal Auditor: The Internal Auditors of the Company directly report to the Audit Committee.

**BY ORDER OF THE BOARD OF DIRECTORS**  
**For COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**

**PLACE: HYDERABAD**  
**DATE : 08-12-2020**

**Y. SIDDHARH REDDY**  
**VICE-CHAIRMAN, JMD & CEO**  
**DIN: 00815456**

**Y. VARUN REDDY**  
**VICE-CHAIRMAN, JMD & COO**  
**DIN: 01905757**

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR  
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

I, Y. Rajeev Reddy, Chairman & Managing Director of Country Club Hospitality & Holidays Limited hereby confirm pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') that:

The Board of Country Club Hospitality & Holidays Limited has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The said code of conduct has also been posted on the Company's website viz. [www.countryclubindia.net](http://www.countryclubindia.net). All the Board members and Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2020.

Place : Hyderabad  
Date : 08-12-2020

Y. Rajeev Reddy  
Chairman & Managing Director  
DIN: 00115430

**CERTIFICATE BY THE CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)**

I, Y. Siddharth Reddy, Vice- Chairman, JMD & CEO and K. Phaneendra Rao, Chief Financial Officer of Country Club Hospitality & Holidays Limited certify:

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2020 and to the best of our knowledge and belief;

These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and

These statements present a true and fair view of the Company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.

2. That there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct;
3. That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies and;
4. That we have informed the auditors and the audit committee of:
  - a) Significant changes in the internal control during the year;
  - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement or an employee having a significant role in the Company's internal control system.

**Place : Hyderabad**  
**Date : 08.12.2020**

**Y. SIDDHARTH REDDY**  
**VICE-CHAIRMAN, JMD & CEO**  
**DIN: 00815456**

**K. PHANEENDRA RAO**  
**CHIEF FINANCIAL OFFICER**



**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

**To**  
**The Members,**  
**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**  
**Hyderabad**

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance of **M/s. Country Club Hospitality & Holidays Limited** (hereinafter referred as “the Company”) for the Financial Year ended 31<sup>st</sup> March, 2020 as prescribed under Regulations 17 to 27, Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 and Paras C, D & E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (hereinafter referred as 'the Listing Regulations') ('applicable criteria') of the said Company with the Stock Exchanges. This Certificate is required by the Company for annual submission to the Stock Exchange and to be sent to the shareholders of the Company.

We state that compliance of conditions of the Corporate Governance is the responsibility of the Management of the Company and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

The management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of the Corporate Governance as stipulated in the Listing Regulations, issued by the SEBI.

In our opinion, and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as prescribed under Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with Listing Regulations and may not be suitable for any other purpose.

Place: Hyderabad  
Date: 04-12-2020

**For and Behalf of**  
Gopal Dhanaji & Associates, Company Secretaries

**Gopal Biradar Dhanaji**  
**Proprietor**  
CP No. 8415  
Membership No. F7676  
UDIN No. **F007676B001403114**

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

### **Country Club Hospitality & Holidays Limited**

'Amrutha Castle', 5-9-16, Saifabad, Opp: Secretariat, Hyderabad – 500063, Telangana State, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Country Club Hospitality & Holidays Limited (CIN: L70102TG1991PLC012714) and having registered office at 'Amrutha Castle', 5-9-16, Saifabad, Opp: Secretariat, Hyderabad – 500063, Telangana State, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of Appointment
1	Mr. Rajeev Reddy Yedaguri	00115430	May 17, 1991
2	Mr. Siddharth Reddy Yedaguri	00815456	July 30, 2005
3	Mr. Varun Reddy Yedaguri	01905757	July 29, 2006
4	Mr. D. Venkata Ratna Kishore	00093126	January 28, 2006
5	Smt. Mamatha Madhavi Venkateshwara Reddy	08075749	March 07, 2018
6	Mr. Y. Subba Rao	03030193	March 20, 2010

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Hyderabad  
Date: 04-12-2020

**For and Behalf of**  
Gopal Dhanaji & Associates, Company Secretaries

**Gopal Biradar Dhanaji**  
**Proprietor**  
CP No. 8415  
Membership No. F7676  
UDIN No. **F007676B001403466**

# **CONSOLIDATED**

## **Financial Section**

## Independent Auditor's Report

### To The Members of COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED ("the Company"), its subsidiaries (the Company, its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("IndAS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, the consolidated loss, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Emphasis of Matters:

- a) The Company is not regular in repayment of its statutory dues as well as filing of returns towards TDS, GST, PF, EST and PT for the year ended 31.03.2020 amounting to Rs. 21.45 crores. The proceedings u/s. 276B of the Income Tax Act of the company is pending and the company is having outstanding liability towards compounding fees.
- b) The Company has delayed the repayment of dues of its financial lenders for the Financial Year 2019-20 and received notices under SARFAESI Act, 2002. The Company has loans for an amount of Rs.244.95 crores as on 31.03.2020 which is reported as Non Performing Asset by its financial lenders.
- c) One of the financial lenders has filed a petition under section 7 of the IBC Code at National Company Law Tribunal, Hyderabad Bench which is pending for admission.

**Information Other than the Consolidated Financial Statements and Auditor's Report Thereon:**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is also responsible for overseeing the financial reporting process of the Group.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate,

they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in : (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters:**

We did not audit the financial statements of Two Subsidiaries Companies which are included in the consolidated financial statements, whose consolidated financial statements/financial information reflect total assets before elimination of Rs. 73.39 crores as at 31 March, 2020, as well as the total revenues of Rs. 17.93 crores for the year ended 31st March, 2020. These financial statements and other financial information has been audited by other Auditors whose reports have been furnished to us and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on reports of the other auditors.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors of the company and its subsidiaries, none of the directors of the group companies is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting and

the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the Auditor's reports of the Company and its subsidiary companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies, for reasons stated therein.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statement has pending litigations which would have impact on its consolidated financial position of the group.
- ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies.

**For P C N & Associates.,**  
Chartered Accountants  
FRN:016016S

**K Gopala Krishna**  
Partner  
M.No: 203605

**UDIN: 20203605AAAADU1319**

Place: Hyderabad  
Date: 31-07-2020



## ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED of even date

### Report on the Internal Financial Controls Over Financial Reporting under Clause

#### (Iof Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”))

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED (herein after referred to as “Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility** Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its Subsidiary Companies.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting:**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For P C N & Associates.,**

Chartered Accountants

FRN:016016S

**K Gopala Krishna**

Partner

M.No: 203605

**UDIN: 20203605AAAADU1319**

Place: Hyderabad

Date: 31-07-2020

**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED****"Amrutha Castle", 5-9-16, Saifabad, Opp: Secretariat, Hyderabad - 500 063****CONSOLIDATED BALANCE SHEET AS AT 31-03-2020****Amount in ₹**

<b>Particulars</b>	<b>Note Nos.</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
<b>I ASSETS</b>			
<b>1.Non - Current Assets</b>			
(a) Property, Plant and Equipment	1		
(i) Tangible Assets		7,549,492,183	12,405,756,083
(ii) Intangible Assets		816,498,747	816,618,331
(iii) Capital Work in progress		113,000,169	186,739,177
(b) Long-Term Loans and Advances	2	330,119,479	1,247,866,303
(c) Other Non Current Assets	3	37,399	37,399
<b>2. Current Assets</b>			
(a) Current Investments	4	1,148,000	1,148,000
(b) Inventories	5	57,289,592	60,381,256
(c) Trade Receivables	6	125,517,545	251,947,581
(d) Cash and Cash Equivalents	7	61,258,762	58,306,867
(e) Short-Term Loans and Advances	8	297,552,594	689,853,559
(f) Other Current Assets	9	26,384,390	271,027,689
<b>TOTAL</b>		<b>9,378,298,860</b>	<b>15,989,682,245</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>1. Shareholders Funds</b>			
(a) Share Capital	10	326,929,470	326,929,470
(b) Reserves & Surplus	11	3,897,319,160	9,142,701,993
<b>2. Non-Current Liabilities</b>			
(a) Long - Term Borrowings	12	1,878,415,597	3,499,999,023
(b) Deferred Tax Liabilities (Net)	13	989,784,277	939,766,133
(c) Deferred Income - Advance towards Members Facilities		50,482,128	50,482,128
(d) Other Long Term Liabilities	14	123,440,703	119,299,630
(e) Long Term Provisions	15	18,517,945	18,407,490
<b>3. Current Liabilities</b>			
(a) Trade Payables	16	163,135,643	176,928,904
(b) Other Current Liabilities	17	1,505,848,921	1,327,673,795
(c) Short - Term Provisions	18	424,425,016	387,493,679
<b>TOTAL</b>		<b>9,378,298,860</b>	<b>15,989,682,245</b>

Significant Accounting Policies &amp; Notes to Financial Statements 1 to 40

As per our report of even date  
**for P C N & Associates**  
Chartered Accountants  
FRN:016016S

**K.Gopala Krishna**  
Partner  
Membership No.203605

**PLACE: HYDERABAD**  
**DATE :31-07-2020**

**Y.RAJEEV REDDY**  
Chairman & Managing Director

**Anita Vidyulata Kottapalli**  
Company Secretary

**for and on behalf of the Board of Directors**  
**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**

**Y.SIDDHARTH REDDY**  
Vice-Chairman, JMD & CEO

**K. Phaneendra Rao**  
Chief Financial Officer

**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED****"Amrutha Castle", 5-9-16, Saifabad, Opp: Secretariat, Hyderabad - 500 063****STATEMENT OF CONSOLIDATED PROFIT & LOSS FOR THE YEAR ENDED 31-03-2020****Amount in ₹**

<b>Particulars</b>	<b>Note Nos.</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
<b>1. INCOME</b>			
Revenue From Operations	19	1,525,549,698	2,645,693,469
Other Income	20	9,999,920	20,049,389
<b>TOTAL REVENUE</b>		<b>1,535,549,618</b>	<b>2,665,742,858</b>
<b>2. EXPENDITURE</b>			
Cost of Material Consumed	21	140,045,878	154,465,447
Employee Benefit Expenses	22	624,185,184	976,575,938
Finance Cost	23	488,045,549	455,685,471
Depreciation and Amortisation Expenses	1	487,571,076	446,083,481
Other Expenses	24	667,125,409	1,101,441,989
<b>TOTAL EXPENDITURE</b>		<b>2,406,973,096</b>	<b>3,134,252,326</b>
<b>3. PROFIT</b>			
Profit/(Loss) Before Tax (1 - 2)		(871,423,478)	(468,509,468)
Tax Expense:			
- Current Tax		-	-
- Deferred Tax		50,018,144	68,157,257
Profit/(Loss) for the Year		(921,441,622)	(536,666,725)
Earning Per Share			
- Basic		(5.64)	(3.28)
- Diluted		(5.64)	(3.28)

Significant Accounting Policies &amp; Notes to Financial Statements 1 to 40

As per our report of even date  
**for P C N & Associates**  
Chartered Accountants  
FRN:016016S

**for and on behalf of the Board of Directors**  
**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**

**K.Gopala Krishna**  
Partner  
Membership No.203605

**Y.RAJEEV REDDY**  
Chairman & Managing Director

**Y.SIDDHARTH REDDY**  
Vice-Chairman, JMD & CEO

**PLACE: HYDERABAD**  
**DATE :31-07-2020**

**Anita Vidyulata Kottapalli**  
Company Secretary

**K. Phaneendra Rao**  
Chief Financial Officer

**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**  
**"Amrutha Castle", 5-9-16, Saifabad, Opp: Secretariat, Hyderabad - 500 063**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2020**

Amount in ₹

Particulars	As at 31-03-2020	As at 31-03-2019
<b>I. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit Before Tax	(871,423,478)	(468,509,468)
Adjustments for : -		
Depreciation	487,571,076	446,083,481
Interest Paid	488,045,549	455,685,471
Foreign Currency Translation Reserve	1,834,019,405	152,844,097
Excess amount charged in Reserves and Surplus	(6,157,960,617)	(15,345,283)
Interest Income	(254,632)	(513,605)
<b>Operating Cash Flow before Working Capital Changes</b>	<b>(4,220,002,697)</b>	<b>570,244,693</b>
(Increase) / Decrease in Inventory	3,091,664	(8,178,159)
(Increase) / Decrease in Trade Receivables	126,430,036	(54,906,135)
(Increase) / Decrease in Short Term Loans & Advances	392,300,965	(51,915,304)
(Increase) / Decrease in Other Current Assets	244,643,300	(26,382,666)
(Increase) / Decrease in Current Investments	-	
Increase / (Decrease) in Deferred Income( Current)		
Increase / (Decrease) in Trade Payables	(13,793,260)	(15,988,419)
Increase / (Decrease) in Other Current Liabilities	178,175,126	486,171,802
Increase / (Decrease) in Short Term Provisions	36,931,337	(4,442,335)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(3,252,223,529)</b>	<b>894,603,477</b>
Add: Prior Period Expenses	-	-
Less: Income Tax Paid		
<b>CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>(3,252,223,529)</b>	<b>894,603,477</b>
<b>II. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase/Sale of Property, Plant and Equipment	4,368,812,408	(83,322,154)
Capital Work in Progress, Pre-operative Expenses	7,37,39,008	(6,787,504)
Interest Income	254,632	513,605
Miscellaneous Expenses	-	
(Increase) / Decrease in Long Term Loans & Advances	917,746,825	(47,879,155)
<b>NET CASH AVAILABLE FROM INVESTING ACTIVITIES</b>	<b>5,36,05,52,873</b>	<b>(137,475,208)</b>
<b>III. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds From Issue of Equity Shares	-	-
Proceeds/(Repayment) of Loan	(1,621,583,426)	(450,983,580)
Statutory Reserve		
Interest Paid	(488,045,549)	(455,685,471)
Increase / (Decrease) in Other Long Term Liabilities	4,251,528	108,455,337
Proceeds/(Repayment) of Membership Fees	-	
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(2,105,377,447)</b>	<b>(798,213,714)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS(I+II+III)</b>		<b>(41,085,445)</b>
Opening Balance of Cash & Cash Equivalents	58,306,867	99,392,312
Closing Balance of Cash & Cash Equivalents		58,306,867

As per our report of even date

for P C N & Associates

Chartered Accountants

FRN:016016S

**K.Gopala Krishna**

Partner

Membership No.203605

**PLACE: HYDERABAD**

**DATE :31-07-2020**

for and on behalf of the Board of Directors

**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**

**Y.RAJEEV REDDY**

Chairman & Managing Director

**Anita Vidyulata Kottapalli**

Company Secretary

**Y.SIDDHARTH REDDY**

Vice-Chairman, JMD & CEO

**K. Phaneendra Rao**

Chief Financial Officer

# NOTE NO. 1

## CONSOLIDATED PROPERTY, PLANT AND EQUIPMENT SCHEDULES

PARTICULARS	GROSS BLOCK AS ON 1-4-2019	ADDITIONS DURING THE YEAR	DELETIONS/ ADJUSTMENTS DURING THE YEAR	GROSS BLOCK AS ON 31-3-2020	DEPRECIATION UP TO 1-4-2019	DEPRECIATION DURING THE YEAR	DELETION/ ADJUSTMENTS DEP DURING THE YEAR	DEPRECIATION UP TO 31-3-2020	NET BLOCK AS ON 31-3-2020	NET BLOCK AS ON 31-3-2019
<b>Tangible Assets</b>										
Land & Site Development	636,047,596	-	26,295,850	609,751,746	-	-	-	-	609,751,746	636,047,596
Building	12,315,931,408	76,949,062	4,102,725,043	8,290,155,427	2,114,359,127	177,205,844	549,182,950	1,742,382,020	6,547,773,406	10,201,572,281
Furniture & Fixtures	1,312,805,655	5,644,608	1,129,489,375	188,960,888	907,526,669	176,506,773	1,012,634,280	71,399,162	117,561,726	405,278,986
Plant & Machinery	1,797,553,611	3,340,956	1,224,918,165	575,976,402	652,701,403	131,536,636	455,675,344	328,562,695	247,413,707	1,144,852,208
Computers	9,883,769	139,226	4,943,785	5,079,210	6,071,509	1,135,977	3,800,969	3,406,518	1,672,692	3,812,260
Vehicles	59,519,307	-	11,888,391	47,630,916	45,326,555	1,093,020	24,107,566	22,312,009	25,318,906	14,192,752
Total - A	16,131,741,346	86,073,852	6,500,260,609	9,717,554,587	3,725,985,263	487,478,250	2,045,401,109	2,168,062,404	7,549,492,183	12,405,756,083
Previous Year	16,135,622,217	114,691,971	118,572,842	16,131,741,346	3,367,248,887	445,569,929	86,833,553	3,725,985,263	12,405,756,083	12,768,373,331
<b>Intangible Assets</b>	-	-	-	-	-	-	-	-	-	-
Goodwill	805,108,986	-	-	805,108,986	-	-	-	-	805,108,986	805,108,986
Brand Development	9,474,059	-	-	9,474,059	-	-	-	9,474,059	-	-
Software & Development	2,015,547	-	369,471	1,646,076	9,474,059	92,825	342,712	1,646,076	-	119,584
Intangible Assets	11,389,761	-	-	11,389,761	1,895,963	-	-	-	11,389,761	11,389,761
Total - B	827,988,353	-	369,471	827,618,882	11,370,022	92,825	342,712	11,120,135	816,498,747	816,618,331
Previous Year	827,618,882	369,471	-	827,988,353	10,856,470	513,552	-	11,370,022	816,618,331	816,762,412
Grand Total - A+B	16,959,729,699	86,073,852	6,500,630,080	10,545,173,469	3,737,355,285	487,571,076	2,045,743,822	2,179,182,539	8,365,990,930	13,222,374,414
Total Previous Year	16,963,241,099	115,061,442	118,572,842	16,959,729,699	3,378,105,357	446,083,481	86,833,553	3,737,355,285	13,222,374,414	13,585,135,743

**NOTES TO CONSOLIDATED BALANCE SHEET****NOTE NO. 2 : LONG - TERM LOANS AND ADVANCES****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
<b>Unsecured Considered Good</b>		
Capital advance	106,376,233	106,948,018
Security Deposit	215,880,777	234,562,474
Loans and Advances to Related Parties Zen Garden Hotel Private Limited	167,469	214,307
Other loans And advances	7,695,000	906,141,504
	<b>330,119,479</b>	<b>1,247,866,303</b>

**NOTE NO. 3 : OTHER NON CURRENT ASSETS****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
Unamortised Selling and Preliminary Expenses Preliminary Expenses Not Written off	37,399	37,399
	<b>37,399</b>	<b>37,399</b>

**NOTE NO. 4 : CURRENT INVESTMENTS****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
Investment-The Saraswat Coop Bank	25,000	25,000
The Cosmos Co-op Bank	975,000	975,000
The Urban Co-Operative Bank	48,000	48,000
Bharat Co-op.Bank Ltd.	100,000	100,000
	<b>1,148,000</b>	<b>1,148,000</b>

**NOTE NO. 5 : INVENTORIES****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
Inventories (at lower of cost & net realisable value) stores Food,Beverages,Smokes & Operating Supplies	13,815,636	17,032,266
Gifts	43,473,956	43,348,990
	<b>57,289,592</b>	<b>60,381,256</b>

**NOTE NO. 6 : TRADE RECEIVABLES****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
Receivables outstanding for more than six months from the date they are due for payment Unsecured & Considered Good	3,967,526	5,578,658
Receivables outstanding for less than six months from the date they are due for payment Unsecured & Considered Good	121,550,019	246,368,923
	<b>125,517,545</b>	<b>251,947,581</b>

**NOTE NO. 7 : CASH AND CASH EQUIVALENTS****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
Cash on hand	11,374,426	14,325,453
Balances with banks :		
- Current Accounts	39,596,918	34,082,259
- Fixed Deposits - with maturity of less/more than	9,479,633	9,091,370
Earmarked Accounts		
- Unpaid Dividend Accounts	807,785	807,785
	<b>61,258,762</b>	<b>58,306,867</b>

**NOTE NO. 8: SHORT TERM LOANS AND ADVANCES****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
Advance to Suppliers	2,942,220	2,596,899
Loans and Advances to Employees	4,667,546	40,519,623
Advances Recoverable in Cash or Kind - (Unsecured, Considered Good)	230,100,099	585,879,972
Advances with Statutory Authorities	59,842,729	60,857,065
	<b>297,552,594</b>	<b>689,853,559</b>



**NOTE NO. 9 : OTHER CURRENT ASSETS**

Amount in ₹

Particulars	As at 31-03-2020	As at 31-03-2019
TDS/TCS Receivables	15,896,495	14,514,231
Prepaid Expenses	6,367,242	252,693,177
Input Tax Credit	4,120,653	3,820,281
	<b>26,384,390</b>	<b>271,027,689</b>

**NOTE NO. 10 : SHARE CAPITAL**

Amount in ₹

Particulars	As at 31-03-2020	As at 31-03-2019
<b>Authorised Capital</b>	<b>440,000,000</b>	<b>440,000,000</b>
220000000 Equity Shares (Previous Year 220000000 Equity Shares)		
<b>Issued, Subscribed &amp; Fully Paid up:</b>	326,929,470	326,929,470
163464735 Equity Shares (Previous Year 163464735 Equity Shares)		
	326,929,470	326,929,470
<b>Par Value per Share</b>	<b>2</b>	<b>2</b>

**Notes:**

## 3 a. Terms /rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs.2/-. Each Equity shareholder is entitled to one vote per share

**Reconciliation of the number of shares outstanding**

	31-03-2020	31-03-2019
Total No of shares at opening accounting period	163,464,735	163,464,735
<b>Add:</b> No of shares issued during the year - Amalgamation	-	-
<b>Add:</b> No of shares issued during the year - Bonus Issue	-	-
<b>Add:</b> No of shares issued during the year - Cash Issue	-	-
<b>Less :</b> No of shares Forfeited/Bought Back during the year	-	-
Total No of shares at end of accounting period	163,464,735	163,464,735

**Shares in the Company held by each shareholder holding more than 5% shares of the Company**

Name of the Shareholder	As at 31-03-2020	As at 31-03-2019
<b>Y.Rajeev Reddy</b>		
- No of Shares	106,337,986	106,337,986
- % held in the Company	65.05	65.05

**NOTE NO. 11 : RESERVES AND SURPLUS****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
<b>Capital Reserve</b>		
As per last year Balance Sheet	308,740,299	308,740,299
Add: Current Year Transfer		
	308,740,299	308,740,299
<b>Securities Premium Account</b>	4,966,551,969	4,966,551,969
<b>Foreign Currency Translation Reserve</b>	2,809,652,617	975,633,212
<b>Revaluation Reserve</b>	43,655,100	43,655,100
<b>General Reserve</b>		
As per last year Balance Sheet	83,300,000	83,300,000
Add: Transfer from statement of Profit and Loss account	-	-
	83,300,000	83,300,000
<b>Surplus:</b>		
<b>Surplus in Statement of Profit and Loss</b>		
As per last year Balance Sheet	2,764,821,413	3,316,833,421
Amount transferred to Retained Earnings in pursuant of Schedule II to The Companies Act, 2013	(5,242,009)	(15,345,283)
Excess Tax Liability waiver as per SVLDRS	14,551,436	-
Loss on Sale of Hotel and Others	(6,167,270,043)	-
Add: Current year Profit/(Loss)	(921,441,622)	(536,666,725)
Surplus in Statement of Profit & Loss	(4,314,580,825)	2,764,821,413
<b>Total Reserves and Surplus</b>	<b>3,897,319,160</b>	<b>9,142,701,993</b>

**NOTE NO. 12 : LONG - TERM BORROWINGS****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
<b>Secured</b>		
<b>Term loans From Banks</b>		
- Oriental Bank of Commerce Loan (Secured by way of Hypothecation of Land & Buildings)	51,638,451	71,483,320
- UBI Loan (Secured by way of Hypothecation of Land & Buildings)	183,121,805	253,457,794
- Vijaya Bank Loan (Secured by way of Hypothecation of Land & Buildings)	140,805,269	198,764,681
- Bank of India Loan (Secured by way of Hypothecation of Land & Buildings)	81,536,295	111,241,027
- Central Bank of India (Secured by way of Hypothecation of Land & Buildings)	293,743,652	338,086,065
- Canara Bank (Secured by way of Hypothecation of Land & Buildings)	335,877,172	343,642,245
- Saraswat Co Op Bank Loan I (Secured by way of Hypothecation of Land & Buildings)	369,514,961	383,681,376
- Cosmos Bank Loan I (Secured by way of Hypothecation of Land & Buildings)	265,416,091	267,331,536
- National Bank of Fujjarah - NBF (Secured by way of Mortgage of Country Club Hotel, Dubai)	-	1,375,003,549
	1,721,653,696	3,342,691,592
<b>Unsecured</b>		
<b>Loans and Advances From Related Parties</b>		
- Y.Rajeev Reddy /Loan from Promoters	154,022,159	154,022,159
- Zen Garden Hotel Pvt Ltd	-	98,585
<b>Other Loans and Advances</b>	2,739,742	3,186,687
	<b>156,761,901</b>	<b>157,307,431</b>
<b>Total</b>	<b>1,878,415,597</b>	<b>3,499,999,023</b>

**NOTE NO. 13 : DEFERRED TAX LIABILITIES (NET)****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Opening Deferred tax Liability	939,766,133	871,608,876
Add: Deferred Tax Liability for the year	50,018,144	68,157,257
( Due to SLM and WDV Difference )		
	<b>989,784,277</b>	<b>939,766,133</b>

**NOTE NO. 14 : OTHER LONG-TERM LIABILITIES****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Unsecured		
Deposits	123,440,703	119,299,630
	<b>123,440,703</b>	<b>119,299,630</b>

**NOTE NO. 15 : LONG TERM PROVISIONS****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Employees' end of service benefits	18,517,945	18,407,490
	<b>18,517,945</b>	<b>18,407,490</b>

**NOTE NO. 16 : TRADE PAYABLES****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Total Outstanding Dues to Micro and Small Enterprises		
Others	163,135,643	176,928,904
	<b>163,135,643</b>	<b>176,928,904</b>

**NOTE NO.17 : OTHER CURRENT LIABILITIES****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Current Maturities of Long-Term Debt	1,165,422,151	958,119,718
Advance Received from Customers	27,605,807	6,420,724
Unpaid Dividends	282,878	552,853
Dues to Statutory Authoritoes	194,925,058	252,971,838
Other Liabilities	106,978,198	104,258,544
Creditors for Capital Goods	10,634,829	5,350,118
	<b>1,505,848,921</b>	<b>1,327,673,795</b>

**NOTE NO.18 : SHORT - TERM PROVISIONS****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
Provision for Employee Benefits		
- Salaries Payable (Includes Incentives)	216,699,765	201,503,690
- PF Payable	25,549,594	16,458,055
- ESIC Payable	13,857,788	11,294,269
- PT Payable	8,811,059	7,965,715
- Gratuity Payable	42,892,170	40,615,344
Others		
- Consultancy & Profesional Charges Payable	7,782,432	6,594,038
- Provision for Expenses	108,832,208	103,062,568
	<b>424,425,016</b>	<b>387,493,679</b>

**NOTES TO STATEMENT OF PROFIT & LOSS****NOTE NO. 19 : REVENUE FROM OPERATIONS****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
<b>Sales of Services</b>		
Income from Sale of Membership, Tour Operating Service, Sports & Fitness Services Training/Coaching in recreational activities relating to art, Culture & Sports, Fitness	655,103,212	918,697,923
Income from Hotel, Clubs & Resorts - Food & Beverages from Restaurant & Banquets	420,578,695	511,182,309
Annual Room & Maintenance Charges Guest Accommodation and Maintenance Charges	449,867,791	1,215,813,237
	<b>1,525,549,698</b>	<b>2,645,693,469</b>

**NOTE NO. 20 : OTHER INCOME****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
Interest Income		
- On Deposits with Bank	254,632	513,605
- Miscellaneous Income/Lease Rent	9,745,288	19,535,784
	<b>9,999,920</b>	<b>20,049,389</b>

**NOTE NO. 21 : COST OF MATERIAL CONSUMED****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Opening Stock of Food & Bevarages, Stores and Operating Supplies	17,032,263	25,111,536
Add: Purchases	136,829,251	146,386,174
Less: Closing Stock of Food & Bevarages, Stores and Operating Supplies	13,815,636	17,032,263
	<b>140,045,878</b>	<b>154,465,447</b>

**NOTE NO. 22 : EMPLOYEE BENEFIT EXPENSES****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Salaries & Other Benefits	602,687,664	943,189,774
Contribution to Provident & Other Funds	13,021,240	18,012,383
Staff Welfare Expenses	8,476,280	15,373,781
	<b>624,185,184</b>	<b>976,575,938</b>

**NOTE NO. 23 : FINANCE COST****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Interest on Term Loans	488,045,549	455,685,471
	<b>488,045,549</b>	<b>455,685,471</b>

**NOTE NO. 24 : OTHER EXPENSES****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Upkeep & Service Cost		
- Building Maintenance	2,560,639	3,791,751
- Repairs, Maintenance to other assets.	9,811,005	13,922,989
- Vehicle Maintenance & Running Exp.	3,584,694	3,798,379
- Other Maintenance	66,173,761	69,765,285
Power & Fuel	106,482,856	121,928,383
Rent including Lease Rent	94,966,920	264,660,998
Rates & Taxes	33,739,861	30,280,408
Insurance	1,955,890	2,218,085

Finance Charges	33,168,294	51,366,428
Travelling & Conveyance	38,821,555	48,506,242
Printing & Stationery	8,728,656	14,905,239
Postage, Telegram & Telephones	20,706,297	42,344,909
Advertisement & Other Marketing Expenses	125,568,330	268,924,563
Other Administrative Expenses	81,403,533	103,320,779
Legal & Professional Charges.	38,244,521	60,521,952
Auditors Remuneration Includes		
- Audit Fee	708,597	685,599
- For Taxation Matters	200,000	200,000
- For Other Services	300,000	300,000
	<b>667,125,409</b>	<b>1,101,441,989</b>

## SIGNIFICANT ACCOUNTING POLICIES

### 1. Corporate Information

Country Club Hospitality & Holidays Limited formerly known as Country Club (India) Limited ('the Company') is a public entity domiciled in India and is India's biggest chain of family clubs with over 70 destinations across India, Sri Lanka & Middle East. It is dubbed as the Powerhouse of Entertainment. Its shares are listed on NSE & BSE

### 2. Basis of preparation

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (i) Compliance with IndAS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended 31<sup>st</sup> March 2020 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

#### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value;
- Assets held for sale - measured at fair value less cost to sell;
- Defined benefit plans - plan assets measured at fair value; and
- Share-based payments.

### 2.1 Summary of significant accounting Policies

- I. Significant Accounting Estimates and Judgments Estimates, assumptions concerning the future and judgments are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reporting amounts of assets, liabilities, income and expense and disclosures made. Although these estimates are based on management's best knowledge of current events and actions, actual result may differ from those estimates.

The critical accounting estimates and assumptions used and areas involving a high degree of judgments are described below:

Use of estimation and assumptions

In the process of applying the entity's accounting policies, management had made the following estimation and assumptions that have the significant effect on the amounts recognised in the financial statements.

#### **Property, plant and equipment & Intangible Assets**

Key estimates related to long-lived assets (property, plant and equipment, mineral leaseholds and intangible assets) include useful lives, recoverability of carrying values and the existence of any retirement obligations. As a result of future decisions, such estimates could be significantly modified. The estimated useful lives of long-lived assets is applied as per schedule II of Companies Act, 2013 and estimated based upon our historical experience, engineering estimates and industry information. These estimates include an assumption regarding periodic maintenance and an appropriate level of annual capital expenditures to maintain the assets.



### **Impairment of plant & equipment and Intangible assets**

The company assesses whether plant & equipment and intangible assets have any indication of impairment in accordance with the accounting policy. The recoverable amounts of plant & equipment and intangible asset have been determined based on value-in-use calculations. These calculations require the use of judgment and estimates.

### **Expected credit loss**

Expected credit losses of the company are based on an evaluation of the collectability of receivables. A considerable amount of judgment is required in assessing the ultimate realization of these receivables, including their current creditworthiness, past collection history of each customer and ongoing dealings with them. If the financial conditions of the counter parties with which the Company contracted were to deteriorate, resulting in an impairment of their ability to make payments, additional expected credit loss may be required.

## **II. Property, Plant and Equipment**

All items of property, plant and equipment are initially recorded at cost. The cost of an item of plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Cost includes its purchase price (after deducting trade discounts and rebates), import duties & non-refundable purchase taxes, any costs directly attributable to bringing the asset to the location & condition necessary for it to be capable of operating in the manner intended by management, borrowing costs on qualifying assets and asset retirement costs. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The activities necessary to prepare an asset for its intended use or sale extend to more than just physical construction of the asset. It may also include technical (DPR, environmental, planning, Land acquisition and geological study) and administrative work such as obtaining approvals before the commencement of physical construction.

The cost of replacing a part of an item of property, plant and equipment is capitalized if it is probable that the future economic benefits of the part will flow to the Company and that its cost can be measured reliable. The carrying amount of the replaced part is derecognized.

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is recognised in the profit or loss in the year the asset is derecognized.

Assets under installation or under construction as at the Balance Sheet date are shown as Capital Work in Progress.

### **Depreciation**

Depreciation is provided on Straight Line Method, as per the provisions of schedule II of the Companies Act, 2013 or based on useful life estimated on the technical assessment.

Leasehold Assets are depreciated over the shorter of the estimated useful life of the asset or the

lease term.

Fully depreciated plant and equipment are retained in the financial statements until they are no longer in use.

In respect of additions / deletions to the fixed assets / leasehold improvements, depreciation is charged from the date the asset is ready to use / up to the date of deletion.

Depreciation on adjustments to the historical cost of the assets on account of reinstatement of long term borrowings in foreign currency, if any, is provided prospectively over the residual useful life of the asset.

### **III. Intangible Assets**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

The company amortizes Computer software using the straight-line method over the period of 3 years

#### **Financial Assets**

Financial assets comprise of investments in equity and debt securities, trade receivables, cash and cash equivalents and other financial assets.

#### **Initial recognition:**

All financial assets are recognised initially at fair value. Purchases or sales of financial asset that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

#### **Subsequent Measurement:**

- (i) Financial assets measured at amortised cost:

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortised cost using effective interest rate (EIR) method. The EIR amortization is recognised as finance income in the Statement of Profit and Loss.

#### **Impairment of Financial Assets:**

Financial assets are tested for impairment based on the expected credit losses.

- (i) Trade Receivables

An impairment analysis is performed at each reporting date. The expected credit losses over life time of the asset are estimated by adopting the simplified approach using a provision matrix which is based on historical loss rates reflecting current condition and forecasts of future economic conditions. In this approach assets are grouped on the basis of similar credit characteristics such as industry, customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

- (ii) Other financial assets

Other financial assets are tested for impairment based on significant change in credit risk since initial recognition and impairment is measured based on probability of default over the life time when there is significant increase in credit risk.

De-recognition of financial assets

A financial asset is derecognized only when:

The company has transferred the rights to receive cash flows from the financial asset or

Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset and transferred substantially all risks and rewards of ownership of the financial asset, in such cases the financial asset is derecognized. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is also derecognized if the company has not retained control of the financial asset.

#### **IV. Impairment of Non-Financial Assets**

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the company makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

#### **V. Inventories**

Construction materials, raw materials, consumables, stores and spares and finished goods are valued at lower of cost and net realizable value. Cost is determined on weighted average cost method.

Construction/Development work-in-progress related to project works is valued at lower of cost or net realizable value, where the outcome of the related project is estimated reliably. Cost includes cost of land, cost of materials, cost of borrowing and other related overheads.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

#### **VI. Cash and Cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with an original maturity of three months or less. Deposits with banks subsequently measured at amortized cost and short term investments are measured at fair value through Profit & Loss Account.

#### **VII. Non-current Assets held for sale**

Non-current assets, or disposal groups comprising assets and liabilities, that are expected to be recovered through sale rather than through continuing use, are classified as held for sale. Immediately before classification as held for sale, the assets, or components of the disposal group, are re-measured in accordance with the Company's accounting policies. Thereafter, the assets, or disposal group, are measured at the lower of their carrying amount and fair value less costs to sell. Any impairment losses on initial classification as held for sale or subsequent gain on re-measurement are recognized into net income. Gains are not recognized in excess of any cumulative impairment losses.

#### **VIII. Financial Liabilities**

##### **Initial recognition and measurement**

Financial liabilities are recognized when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value plus any directly attributable transaction costs, such as loan processing fees and issue expenses.

#### **Subsequent measurement**

The measurement of financial liabilities depends on their classification as follows: -

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss includes financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial liabilities are recognised in profit or loss.

The company has not designated any financial liabilities upon initial recognition at fair value through profit or loss.

### **IX. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

### **X. Employee Benefits**

Employee benefits are charged to the statement of Profit and Loss for the year and for the projects under construction stage are capitalized as other direct cost in the Capital Work in Progress / Intangible asset under development.

Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are recognised, when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

Gratuity liability is defined benefit obligations and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Re-measurement in case of defined benefit plans gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income and they are included in retained earnings in the statement of changes in equity in the balance sheet.

Compensated absences are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The amount of Non-current and Current portions of employee benefits is classified as per the actuarial valuation at the end of each financial year.

## **XI. Income Taxes**

Income tax expense is comprised of current and deferred taxes. Current and deferred tax is recognized in net income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current income taxes for the current period, including any adjustments to tax payable in respect of previous years, are recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the tax rates that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases using the tax rates that are expected to apply in the period in which the deferred tax asset or liability is expected to settle, based on the laws that have been enacted or substantively enacted by the reporting date. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income nor the accounting income. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable income will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and reduced accordingly to the extent that it is no longer probable that they can be utilized.

Deferred tax assets and liabilities are offset when there is legally enforceable right of offset current tax assets and liabilities when the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the entity has legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

## **XII. Leases**

### **As a lessee**

Lease of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Lease in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

### **As a lessor**

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

### **Lease-hold land:**

Leasehold land that normally has a finite economic life and title which is not expected to pass to the lessee by the end of the lease term is treated as an operating lease.

The payment made on entering into or acquiring a leasehold land is accounted for as leasehold land use rights (referred to as prepaid lease payments in Ind AS 17 "Leases") and is amortized over the lease term in accordance with the pattern of benefits provided.

### **XIII. Provisions, Contingent Liabilities and Contingent Assets**

#### **Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense and is recorded over the estimated time period until settlement of the obligation. Provisions are reviewed and adjusted, when required, to reflect the current best estimate at the end of each reporting period.

The Company recognizes decommissioning provisions in the period in which a legal or constructive obligation arises. A corresponding decommissioning cost is added to the carrying amount of the associated property, plant and equipment, and it is depreciated over the estimated useful life of the asset.

A provision for onerous contracts is recognized when the expected benefits to be derived by the company from a contract are lower than the unavoidable cost of meeting its obligations under contract. The provision is measured at the present value of the lower of expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the company recognizes any impairment loss on the assets associated with that contract.

Liquidated Damages / Penalty as per the contracts / Additional Contract Claims under the contract entered into with Vendors and Contractors are recognised at the end of the contract or as agreed upon.

#### **Contingent Liabilities**

Contingent liability is disclosed in case of

A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;

A present obligation arising from past events, when no reliable estimate is possible;

A possible obligation arising from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company where the probability of outflow of resources is not remote.

#### **Contingent Assets**

Contingent assets are not recognized but disclosed in the financial statements when as inflow of economic benefits is probable

### **XIV. Revenue Recognition**

The Company's business is to sell Club ownership, provide Tour & Holiday services, accommodation services, Training/Coaching in recreational activities relating to art, culture & sports, fitness training and clubbing to its members for a specified period, for which fee is collected

either in full up front, or on deferred payment basis. Revenue from Membership fees which is non refundable is recognized as income on admission of a member. Requests for cancellation of membership are accounted for when it is accepted by the Company.

Annual maintenance fee is recognized as income as and when collected. Income from resorts, Income from room rental, food and beverages income etc., is recognized as and when services are rendered.

## **XV. Foreign Currency Transactions**

Transactions in foreign currencies are translated to the functional currency of the company, at exchange rates in effect at the transaction date.

At each reporting date monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate in effect at the date of the statement of financial position.

The translation for other non-monetary assets is not updated from historical exchange rates unless they are carried at fair value.

## **XVI. Minimum Alternative Tax (MAT)**

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

## **XVII. Earnings per Share**

Basic earnings per share are calculated by dividing:

The profit attributable to owners of the company

By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

The after income tax effect of interest and other financing costs associated with dilutive potential equity shares

The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

## **XVIII. BASIS OF CONSOLIDATION**

The financial statements of the group companies are consolidated on a line by line basis and intra group balances and transactions, including unrealized gain/loss from such transactions, are eliminated on upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the group. Non controlling interests which represents part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the company are excluded.

Associates are entities over which the group has significant influence but not control. Investments in associates are accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date. The Group's investment in associates includes goodwill identified on acquisition.

The following subsidiaries are taken into account for the preparation of Consolidating Financial Statements

Sl.No	Relationship	Name of the Subsidiary
1 2 3 4 5 6 7 8 9 10 11 12 13	Subsidiaries of Country Club Hospitality & Holidays Limited	Aquarian Realtors Private Limited Bright Resorts Private Limited Bush Betta Holiday Ownership Wildlife Adventure Resort Pvt Ltd Chanakyapuri Resorts Pvt Ltd Country Club Babylon Resorts Pvt Ltd Country Vacations International Ltd – Dubai Country Vacations International Ltd– India International Country Holidays Private Limited (formerly known as Aakruti Engineers Private Limited) J.J. Arts & Entertainments Pvt Ltd Maruti Waterpark & Entertainments Pvt Ltd Swami Vivekanand Training & Education Centre Private Limited Swimwel Investment & Trading Private Limited Club Arzee Limited
1 2 3 4 5 6 7 8	Step-Down Subsidiaries of Country Vacations International Ltd – Dubai	Country Club & Vacations W.L.L – Qatar Country Vacations International Limited– London Country Vacations International LLC– Dubai Country Vacations International LLC– Oman Country Vacations International LLG–Abu Dhabi Country Vacations International SDN BHD Malaysia Country Vacations International W.L.L – Bahrain Kolet Resort Club Pvt Ltd
9	Step-Down Subsidiary of Aquarian Realtors Pvt Ltd	Jade Resorts Pvt Ltd

## NOTES TO THE FINANCIAL STATEMENTS

### 25. Particulars of Key Managerial Personnel and remuneration paid to them (Amount in ₹)

S.No	Name of the Directors	Designation	Remuneration
1	Mr. Y. Rajeev Reddy	Chairman & Managing Director	-
2	Mr. Y. Siddharth Reddy	Vice-Chairman, JMD & CEO	-
3	Mr. Y. Varun Reddy	Vice-Chairman, JMD & COO	-

### 26. Particulars relating to managing director

Particulars	Current Year	Previous year
Directors' Remuneration	-	1,92,00,000
Brand Ambassador Fee	-	48,00,000

### 27. Detailed information regarding quantitative particulars under part II of Schedule III to the Companies Act, 2013.

- i) As the turnover of the Company is in respect of supply of food and beverages, it is not possible to give quantity-wise details of turnover.

### 28. Earnings and Expenditure in Foreign Currency - Nil

### 29. There are no dues to SSI Units outstanding for more than 30 days.



30. In accordance with Accounting Standard issued by the ICAI, the Company has accounted for deferred tax and income tax as given below:

Particulars	Current Year	Previous Year
Income Tax	-	-
Deferred Tax	5,00,18,144	6,81,57,257

31. As per Accounting Standard issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties.

**A.**

Relationship	Name of the Related Party
Subsidiary Companies	a) Aquarian Realtors Pvt Ltd b) Bright Resorts Pvt Ltd c) Bush Betta Holiday Ownership Wildlife Adventure Resort Pvt Ltd d) Chanakyapuri Resorts Pvt Ltd e) Country Club Babylon Resorts Pvt Ltd f) Country Vacations International Ltd – Dubai g) Country Vacations International Ltd – India h) International Country Holidays Private Limited (formerly known as Aakruti Engineers Private Limited) i) J.J. Arts & Entertainments Pvt Ltd j) Maruti Waterpark & Entertainments Pvt Ltd k) Swami Vivekanand Training & Education Centre Pvt Ltd l) Swimwel Investment & Trading Pvt Ltd m) Club Arzee Ltd
Step-Down Subsidiaries	a) Country Club & Vacations W.L.L – Qatar b) Country Vacations International Limited – London c) Country Vacations International LLC – Dubai d) Country Vacations International LLC – Oman e) Country Vacations International LLC–Abu Dhabi f) Country Vacations International SDN BHD, Malaysia g) Country Vacations International W.L.L – Bahrain h) Jade Resorts Pvt Ltd i) Kolet Resort Club Pvt Ltd
Associated Companies	a) Amrutha Estes Pvt Ltd b) Country Condos' Limited c) Country Vacations International – Dubai d) Zen Garden Hotel Private Limited
Vice-Chairman,JMD&COO	Y. Varun Reddy
CMD	Y. Rajeev Reddy

**B. Transactions during the year with Related Parties.**

Nature of Transaction	Subsidiary Companies including Step-Down Subsidiaries	Associate Companies	Other Related Parties
Lease Rentals payable	31,80,000	9,40,000	58,10,186

## 32. The Basic and Diluted EPS is Calculated as under

Particulars	31 <sup>st</sup> March,2020	31 <sup>st</sup> March,2019
a) Profit after Tax (₹)	(92,14,41,622)	(53,66,66,725)
b) Earnings available to Equity Shareholders for Basic & Diluted EPS (₹)	(92,14,41,622)	(53,66,66,725)
c) Weighted average Number of Shares taken for computation of EPS		
- Basic	16,34,64,735	16,34,64,735
- Diluted		
d) Earning per Share		
- Basic	(5.64)	(3.28)
- Diluted	(5.64)	(3.28)
e) Nominal Value per Share (₹)	2	2

## 33. Contingent Liabilities:

The Company jointly with Mr.Y.Rajeev Reddy (Managing Director) and Country Vacations International LLC,Dubai has provided corporate guarantee of AED 90,000,000/- to National Bank of Fujairah, Dubai in respect of the facilities granted to M/s. Country Vacations International Ltd- Dubai.

The Company has disputed dues amounting to `23,95,65,650 which belongs to various Assessment Years which has not been deposited on account of disputes.:

## 34. Secured Loans:

## From Banks

- Term Loans from Oriental Bank of Commerce, Loans I & II of ₹ 25 crores for expansion of existing Clubs and secured by The Country Club (EROS Regency) situated at land Bearing killa no. 2,9,10/1,10/2 & 11/4 at village Iakarpur, EROS Regency Township, Surajkund, Faridabad, Harayana. The Outstanding Balance for the Current year is ₹ 9,22,10,435/- (Previous Year ₹9,84,21,050/-)
- Term Loans from Union Bank of India, Vijaya Bank and Bank of India of ₹. 115 crores has been taken for repayment of FCCB's and secured by way of properties located in Hyderabad, Bangolre, Chennai and Kodaikanal. Further, the charge has been created on Delhi & Karnataka cash flows for servicing of the above loan. Additionally, the personal guarantees has also been given by three Directors (i.e. Mr. Y Rajeev Reddy, Y. Siddharth Reddy & Y. Varun Reddy). The Outstanding Balance for the Current year is ₹76,07,60,331/- (Previous Year ₹ 75,09,06,502/-).
- Term Loan from Central Bank of India of ₹50 Crores to carry out interior, Gym/Fitness Centres and Civil works of the Company's property at multiple locations. Further charge has been created on Company's properties (movable/immovable) at Bangalore, Trivandrum and Bandipur. Additionally, the personal guarantees are also given by three Directors (i.e. Mr Y Rajeev Reddy, Y. Siddharth Reddy & Y. Varun Reddy). The Outstanding (Including Interest) Balance for the Current year is ₹50,15,95,129/- (Previous Year ₹48,80,55,065/-).
- Term Loan from Canara Bank of ₹50 Crores for the Company's expansion plan at Kolkatta, Cochin and Andheri, Mumbai and normal ongoing capex at various locations. Further charge has been created on Company's properties (movable/immovable) at Kolkatta, Cochin and Andheri, Mumbai. Additionally, the personal guarantees are also given by three Directors (i.e. Mr Y Rajeev Reddy, Y. Siddharth Reddy & Y. Varun Reddy). The Outstanding (Including Interest) Balance for the Current year is ₹68,24,81,455/- (Previous Year ₹ 58,99,34,966/-).

- e) Term Loans from Saraswat Co Op Bank, Loan of ₹75 crores for expansion of existing Clubs and secured by way of mortgage by deposit of title deed immovable property being land and building known as Hotel Amrutha Castle Constructed on plot of land bearing municipal nos.5-9-16, 5-9-17, snf 6-9-18 and adjoining plot and land bearing municipal nos. 5-9-19, and 5-9-18/3 situated at Saifabad, Secretarial Road Hyderabad solely belonging to the company and deposit of title deed of immovable property located at Country club Golden Star # 623,624 Next to Pramukh Swami Hospital Adajan, Surat - 395 009 owned by Club Arzee Ltd. ,immovable property at Country Club Resort, Plot No. 496, Bhuvan Village, Kolad, Dist. Raigad. owned by Amruta Estates Pvt. Ltd., immovable property, Hotel Amruta Castle, opp Secretariate, Saifabad, Hyderabad and additional charge on immovable property at The Country Club, Balamatta Road, Mangalore 575 001. belonging to the Company. The Outstanding Balance for the Current year is ₹50,46,34,074 /- (Previous Year ₹45,61,43,376 /-)
- f) Term Loans from Cosmos Bank, Loan of ₹. 60 crores for expansion of existing Clubs, refurbishment and modernization of its clubs located at Pune, Kolkatta, Goa and Indore, secured by property located at “The Country Club De Goa” No.836/1, Anjuna Bardez, Goa owned by Aquarian Realtors Pvt. Ltd. and “The Country Club Spring” situated at C.T.S No. 1104/03 of village Kandivali, Parekh Nagar, Kandival owned by M/s Swami Vivekanand Training and Education Centre Pvt. Ltd and additional security by way of registered equitable mortgage on “Country Club Fun & Food”, 7thKm, Khandwa Road, Kasturbaagram, Indore owned by the Company. The Outstanding Balance for the Current year is ₹31,76,66,891/-(Previous Year ₹31,02,36,536/-)

#### Other Loans

- g) Lease Finance Loan from NOIDA Authority of ₹2.37 Crores for Plot and the same is secured against the plot no. N-14, Sector-18, Noida, Uttar Pradesh. The Outstanding Balance for the Current year is ₹2,71,64,614/- (Previous Year ₹2,71,64,614/-).
35. Segment wise profitability and Capital Employed can not be ascertained as the infrastructure is common for all the revenue activities of the Company.
36. Pertaining to unclaimed dividend, no amount is due and outstanding as unclaimed dividend for more than seven years to be transferred to Investor Education & Protection Fund.

Particulars	Amount (₹)
Unpaid Dividend for the year 2013-14	2,70,658
Unpaid Dividend for the year 2012-13	2,67,862

37. Previous year's figures have been regrouped wherever necessary.

38. The figures have been rounded off to the nearest rupee.

**As per our report of even date**  
**For P C N & Associates.,**  
Chartered Accountants  
FRN:016016S

**For and on behalf of the Board of Directors**  
**Country Club Hospitality & Holidays Limited**

**K Gopala Krishna**  
Partner  
M.No: 203605

**Y. Rajeev Reddy**  
Chairman & Managing Director

**Y. Siddharth Reddy**  
Vice-Chairman, JMD & CEO

**UDIN: 20203605AAAADU1319**

**K.Phaneendra Rao**  
Chief Financial Officer

**Anita Vidyulata Kottapalli**  
Company Secretary

Place: Hyderabad  
Date: 31-07-2020

# **STANDALONE**

## **Financial Section**

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED

#### Report on the Audit of the Standalone Financial Statements Opinion

We have audited the accompanying standalone financial statements of COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED ("the Company"), which comprises the Standalone Balance Sheet as at March 31, 2020, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, **the loss** and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Emphasis of Matters:

- a) The Company is not regular in repayment of its statutory dues as well as filing of returns towards TDS, GST, PF, EST and PT for the year ended 31.03.2020 amounting to Rs. 21.45 crores. The proceedings u/s. 276B of the Income Tax Act of the company is pending and the company is having outstanding liability towards compounding fees.
- b) The Company has delayed the repayment of dues of its financial lenders for the FY 2019-20 and received notices under SARFAESI Act, 2002. The Company has loans for an amount of Rs. 244.95 crores as on 31.03.2020 which is reported as Non Performing Asset by its financial lenders.
- c) One of the financial lender has filed a petition under section 7 of the IBC Code at National Company Law Tribunal, Hyderabad Bench which is pending for admission.

#### Our opinion is not modified in respect of the above Emphasis of Matters.

#### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in: (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the IndAS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has pending litigations which would have impact on its standalone financial positions are disclosed in notes to the financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- 2. As required by the Companies (Auditor's Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For P C N & Associates.,**  
Chartered Accountants  
FRN:016016S

**K Gopala Krishna**  
Partner  
M.No: 203605

**UDIN: 20203605AAAADU1319**

Place: Hyderabad  
Date: 31-07-2020



## ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED** of even date

### Report on the Internal Financial Controls over Financial Reporting under Clause

#### (i) Of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED** (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted

accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For P C N & Associates.,**

Chartered Accountants

FRN:016016S

**K Gopala Krishna**

Partner

M.No: 203605

**UDIN: 20203605AAAADU1319**

Place: Hyderabad

Date: 31-07-2020

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED of even date**

- i. In respect of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the title deeds of immovable properties, they are held in the name of the company.
- ii. The physical verification of inventory has been conducted at reasonable intervals by the management during the year and no material discrepancies were noticed on such verification.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans to its Wholly owned subsidiaries, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
  - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
  - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
  - (c) There is no overdue amount remaining outstanding as at the year-end.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The company is not regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Goods & Service Tax, TDS and other material statutory dues, as applicable, with the appropriate authorities in India ;
  - (b) There were undisputed amounts payable in respect of Provident Fund, Employee's State Insurance, Income-tax, Service Tax, Goods & Service Tax and other material statutory dues in arrears as at 31st March 2020:

S.No.	Nature of Liability	Amount in Rs.
1	Service Tax	1,26,28,414
2	TDS	6,46,77,964
3	GST	9,20,69,140
4	Provident Fund	2,32,36,461
5	ESI	1,32,72,703
6	VAT	3,47,181
7	Professional Tax	82,93,672

- (c) According to the information and explanations given to us and based on the records of the company examined by us, the company is having disputed liabilities an amount of Rs. 21,83,77,238/- which belong to various assessment years which have not been deposited on account of disputes.
- viii. In our opinion and according to the information and explanations given to us, the Company has defaulted in repayment of dues to its financial lenders for the FY 2019-2020. The Company has loan overdue for an amount of Rs. 48.02 crores as on 31.03.2020 which is reported as Non Performing Asset by its financial lenders.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For P C N & Associates.,**  
Chartered Accountants  
FRN:016016S

**K Gopala Krishna**  
Partner  
M.No: 203605

**UDIN: 20203605AAAADU1319**

Place: Hyderabad  
Date: 31-07-2020

**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED****"Amrutha Castle", 5-9-16, Saifabad, Opp: Secretariat, Hyderabad - 500 063****BALANCE SHEET AS AT 31-03-2020****Amount in ₹**

<b>Particulars</b>	<b>Note Nos.</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
<b>I ASSETS</b>			
<b>1.Non-Current Assets</b>			
(a) Property, Plant and Equipment			
(i) Tangible Assets	1	6,343,675,148	6,592,387,635
(ii) Intangible Assets		141,816,525	141,909,028
(iii) Capital Work in progress		113,000,169	105,557,924
(b) Non-Current Investments	2	2,401,458,339	2,401,458,339
(c) Long-Term Loans and Advances	3	1,299,153,436	1,283,583,115
<b>2. Current Assets</b>			
(a) Current Investments	4	1,000,000	1,000,000
(b) Inventories	5	46,186,631	47,174,142
(c) Trade Receivables	6	102,289,648	85,098,588
(d) Cash and Cash Equivalents	7	52,496,854	39,887,791
(e) Short-Term Loans and Advances	8	248,150,862	247,835,405
(f) Other Current Assets	9	23,658,485	21,637,159
<b>TOTAL</b>		<b>10,772,886,097</b>	<b>10,967,529,126</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>1. Shareholders Funds</b>			
(a) Share Capital	10	326,929,470	326,929,470
(b) Reserves & Surplus	11	5,400,565,041	5,840,322,017
<b>2. Non-Current Liabilities</b>			
(a) Long-Term Borrowings	12	2,152,630,239	2,398,507,786
(b) Deferred Tax Liabilities (Net)	13	935,338,887	888,354,167
(c) Other Long Term Liabilities	14	118,691,899	114,583,370
<b>3. Current Liabilities</b>			
(a) Trade Payables	15	128,611,973	147,479,878
(b) Other Current Liabilities	16	1,370,186,526	989,001,411
(c) Short-Term Provisions	17	339,932,062	262,351,027
<b>TOTAL</b>		<b>10,772,886,097</b>	<b>10,967,529,126</b>

Significant Accounting Policies &amp; Notes to Financial Statements 1 to 38

As per our report of even date  
**for P C N & Associates**  
Chartered Accountants  
FRN:016016S

**for and on behalf of the Board of Directors**  
**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**

**K.Gopala Krishna**  
Partner  
Membership No.203605

**Y.RAJEEV REDDY**  
Chairman & Managing Director

**Y.SIDDHARTH REDDY**  
Vice-Chairman, JMD & CEO

**PLACE: HYDERABAD**  
**DATE :31-07-2020**

**Anita Vidyulata Kottapalli**  
Company Secretary

**K. Phaneendra Rao**  
Chief Financial Officer

**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED****"Amrutha Castle", 5-9-16, Saifabad, Opp: Secretariat, Hyderabad - 500 063****STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2020****Amount in ₹**

<b>Particulars</b>	<b>Note Nos.</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
<b>1. INCOME</b>			
Revenue From Operations	18	1,269,095,671	2,131,133,944
Other Income	19	8,073,759	15,695,459
<b>TOTAL REVENUE</b>		<b>1,277,169,430</b>	<b>2,146,829,404</b>
<b>2. EXPENDITURE</b>			
Cost of Material Consumed	20	112,157,593	106,804,067
Employee Benefit Expenses	21	528,745,092	788,495,944
Finance Cost	22	361,972,986	375,253,283
Depreciation and Amortisation Expenses	1	165,582,551	169,447,293
Other Expenses	23	511,399,968	861,101,081
<b>TOTAL EXPENDITURE</b>		<b>1,679,858,190</b>	<b>2,301,101,668</b>
<b>3. PROFIT</b>			
Profit/(Loss) Before Tax (1 - 2)		(402,688,760)	(154,272,264)
Tax Expense:			
- Current Tax			-
- Deferred Tax		46,984,720	64,905,488
Profit/(Loss) for the Year		(449,673,480)	(219,177,752)
Earning Per Share			
- Basic		(2.75)	(1.34)
- Diluted		(2.75)	(1.34)

Significant Accounting Policies &amp; Notes to Financial Statements 1 to 38

As per our report of even date  
**for P C N & Associates**  
Chartered Accountants  
FRN:016016S

**for and on behalf of the Board of Directors**  
**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**

**K.Gopala Krishna**  
Partner  
Membership No.203605

**Y.RAJEEV REDDY**  
Chairman & Managing Director

**Y.SIDDHARTH REDDY**  
Vice-Chairman, JMD & CEO

**PLACE: HYDERABAD**  
**DATE :31-07-2020**

**Anita Vidyulata Kottapalli**  
Company Secretary

**K. Phaneendra Rao**  
Chief Financial Officer

**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED**  
**"Amrutha Castle", 5-9-16, Saifabad, Opp: Secretariat, Hyderabad - 500 063**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2020****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
<b>I. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit Before Tax	(402,688,760)	(154,272,264)
<b>Adjustments for : -</b>		
Depreciation	165,582,551	169,447,293
Interest Paid	361,972,986	375,253,283
Excess amount charged in Reserves and Surplus	9,916,503	(15,345,283)
Excess amount charged in Deferred Tax Liability		
Interest Income	(254,632)	(513,605)
<b>Operating Cash Flow before Working Capital Changes</b>	<b>134,528,648</b>	<b>374,569,424</b>
(Increase) / Decrease in Inventory	987,510	(16,365,574)
(Increase) / Decrease in Trade Receivables	(17,191,061)	(26,363,316)
(Increase) / Decrease in Short Term Loans & Advances	(315,456)	1,274,877
(Increase) / Decrease in Other Current Assets	(2,021,325)	(5,941,078)
(Increase) / Decrease in Current Investments	-	
Increase / (Decrease) in Deferred Income( Current)	-	
Increase / (Decrease) in Trade Payables	(18,867,905)	(15,639,391)
Increase / (Decrease) in Other Current Liabilities	381,185,116	429,473,158
Increase / (Decrease) in Short Term Provisions	77,581,035	(19,952,164)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>555,886,561</b>	<b>721,055,936</b>
Add: Prior Period Expenses	-	-
Less: Income Tax Paid	-	-
<b>CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>555,886,561</b>	<b>721,055,936</b>
<b>II. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase/Sale of Property, Plant and Equipment	83,222,439	(20,521,429)
Capital Work in Progress, Pre-operative Expenses	(7,442,245)	(5,060,181)
Interest Income	254,632	513,605
(Increase) / Decrease in Long Term Loans & Advances	(15,570,321)	(10,255,143)
<b>NET CASH AVAILABLE FROM INVESTING ACTIVITIES</b>	<b>60,464,506</b>	<b>(35,323,148)</b>
<b>III. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds From Issue of Equity Shares	-	
Proceeds/(Repayment) of Loan	(245,877,548)	(428,435,204)
Share Premium and Capital Reserve	-	
Interest Paid	(361,972,986)	(375,253,283)
Increase / (Decrease) in Other Long Term Liabilities	4,108,529	107,101,628
Proceeds/(Repayment) of Membership Fees	-	
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(603,742,005)</b>	<b>(696,586,859)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS(I+II+III)</b>	<b>12,609,061</b>	<b>(10,854,071)</b>
<b>Opening Balance of Cash &amp; Cash Equivalents</b>	<b>39,887,791</b>	<b>50,741,862</b>
<b>Closing Balance of Cash &amp; Cash Equivalents</b>	<b>52,496,852</b>	<b>39,887,791</b>

As per our report of even date

**for P C N & Associates**

Chartered Accountants

FRN:016016S

**K.Gopala Krishna**

Partner

Membership No.203605

**PLACE: HYDERABAD****DATE :31-07-2020**

for and on behalf of the Board of Directors

**COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED****Y.RAJEEV REDDY**

Chairman &amp; Managing Director

**Anita Vidyulata Kottapalli**

Company Secretary

**Y.SIDDHARTH REDDY**

Vice-Chairman, JMD &amp; CEO

**K. Phaneendra Rao**

Chief Financial Officer

# NOTE NO. 1

## PROPERTY, PLANT AND EQUIPMENT SCHEDULES

PARTICULARS	GROSS BLOCK AS ON 1-4-2019	ADDITIONS DURING THE YEAR	DELETIONS/ ADJUSTMENTS DURING THE YEAR	GROSS BLOCK AS ON 31-3-2020	DEPRECIATION UP TO 1-4-2019	DEPRECIATION DURING THE YEAR	DELETION/ ADJUSTMENTS DEP DURING THE YEAR	DEPRECIATION UP TO 31-3-2020	NET BLOCK AS ON 31-3-2020	NET BLOCK AS ON 31-3-2019
<b>Tangible Assets</b>										
Land & Site Development	475,624,512	-	26,295,850	449,328,662	-	-	-	-	449,328,662	475,624,512
Buildings	7,232,469,414	-	76,431,256	7,156,038,158	1,511,632,160	113,522,292	20,894,826	1,604,259,626	5,551,778,532	5,720,837,254
Furniture & Fixtures	160,965,930	1,353,631	11,663,135	150,656,426	30,960,645	17,762,270	9,881,008	38,841,907	111,814,519	130,005,285
Plant & Machinery	515,569,386	2,382,594	2,761,887	515,190,093	259,402,516	32,510,831	2,317,223	289,596,124	225,593,969	256,166,870
Computers	7,816,752	115,626	4,327,012	3,605,366	4,323,617	1,124,236	3,489,887	1,957,966	1,647,401	3,493,135
Vehicles	7,805,118		3,003,614	4,801,504	1,544,539	570,419	825,520	1,289,438	3,512,066	6,260,579
Total - A	8,400,251,112	3,851,851	124,482,754	8,279,620,209	1,807,863,477	165,490,048	37,408,464	1,935,945,061	6,343,675,148	6,592,387,635
Previous Year	8,457,314,923	48,882,324	105,946,135	8,400,251,112	1,716,514,423	168,934,294	77,585,240	1,807,863,477	6,592,387,635	6,740,800,500
<b>Intangible Assets</b>	-	-	-	-	-	-	-	-	-	-
Goodwill	141,816,525	-		141,816,525	-	-	-	-	141,816,525	141,816,525
Software & Development	1,619,826	-	-	1,619,826	1,527,323	92,503	-	1,619,826	-	92,503
Total - B	143,436,351	-	-	143,436,351	1,527,323	92,503	-	1,619,826	141,816,525	141,909,028
Previous Year	143,436,351	-	-	143,436,351	1,014,324	512,999	-	1,527,323	141,909,028	142,422,027
Grand Total - A+B	8,543,687,463	3,851,851	124,482,754	8,423,056,560	1,809,390,800	165,582,551	37,408,464	1,937,564,887	6,485,491,673	6,734,296,663
Total Previous Year	8,600,751,274	48,882,324	105,946,135	8,543,687,463	1,717,528,747	169,447,293	77,585,240	1,809,390,799	6,734,296,663	6,883,222,527



**NOTES TO BALANCE SHEET****NOTE NO. 2 : NON- CURRENT INVESTMENTS****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
<b>Long Term Investments (At Cost, Un Quoted)</b>		
Investment in Equity Shares of Subsidiaries (Non Trade Fully Paid Up)	2,396,568,339	2,396,568,339
Investment in Preference Shares of Subsidiaries (Non Trade Fully Paid Up)	4,890,000	4,890,000
	<b>2,401,458,339</b>	<b>2,401,458,339</b>

**NOTE NO. 3 : LONG - TERM LOANS AND ADVANCES****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
<b>Unsecured Considered Good</b>		
Capital advance	87,126,008	86,675,056
Security Deposit	211,231,293	214,582,822
Loans and Advances to Related Parties Advances given to Subsidiary Companies	993,101,135	973,917,751
Other loans And advances	7,695,000	8,407,486
	<b>1,299,153,436</b>	<b>1,283,583,115</b>

**NOTE NO. 4 : CURRENT INVESTMENTS****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Investment-The Saraswat Coop Bank	25,000	25,000
Investment-The Cosmos Coop Bank	975,000	975,000
	<b>1,000,000</b>	<b>1,000,000</b>

**NOTE NO. 5 : INVENTORIES****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Inventories (at lower of cost & net realisable value)		
Stores:		
Food, Beverages, Smokes & Operating Supplies	2,712,675	3,825,152
Gifts & Glass inventory	43,473,956	43,348,990
	<b>46,186,631</b>	<b>47,174,142</b>

**NOTE NO. 6 : TRADE RECEIVABLES****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Receivables outstanding for more than six months from the date they are due for payment Unsecured & Considered	3,967,526	5,578,658
Receivables outstanding for less than six months from the date they are due for payment	98,322,122	79,519,930
Unsecured & Considered Good	<b>102,289,648</b>	<b>85,098,588</b>

**NOTE NO. 7 : CASH AND CASH EQUIVALENTS****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Cash on hand	4,947,894	9,589,299
Balances with banks :		
- Current Accounts	37,261,542	20,399,337
- Fixed Deposits - with maturity of less/more than	9,479,633	9,091,370
Earmarked Accounts		
- Unpaid Dividend Accounts	807,785	807,785
	<b>52,496,854</b>	<b>39,887,791</b>

**NOTE NO. 8 : SHORT TERM LOANS AND ADVANCES****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Advance to Suppliers	2,942,220	2,596,899
Loans and Advances to Employees	2,997,022	3,245,170
Advances Recoverable in Cash or Kind - (Unsecured, Considered Good)	183,892,461	182,659,841
Advances with Statutory Authorities	58,319,159	59,333,495
	<b>248,150,862</b>	<b>247,835,405</b>

**NOTE NO. 9 : OTHER CURRENT ASSETS****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
TDS/TCS Receivables	13,369,295	11,951,386
Prepaid Expenses	6,341,138	5,865,492
Input Tax Credit	3,948,052	3,820,281
	<b>23,658,485</b>	<b>21,637,159</b>

**NOTE NO. 10 : SHARE CAPITAL****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
<b>Authorised Capital</b> 220000000 Equity Shares (Previous Year 220000000 Equity Shares)	<b>440,000,000</b>	<b>440,000,000</b>
<b>Issued, Subscribed &amp; Fully Paid up:</b> 163464735 Equity Shares (Previous Year 163464735 Equity Shares)	326,929,470	326,929,470
	<b>326,929,470</b>	<b>326,929,470</b>
<b>Par Value per Share</b>	<b>2</b>	<b>2</b>

**Notes:****3 a. Terms /rights attached to equity shares**

The Company has only one class of shares referred to as equity shares having a par value of Rs.2/-. Each Equity shareholder is entitled to one vote per share

**Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period at the beginning and at the end of the reporting period**

Total No of shares at opening accounting period	163,464,735	163,464,735
<b>Add:</b> No of shares issued during the year - Amalgamation		
<b>Add:</b> No of shares issued during the year - Bonus Issue	-	-
<b>Add:</b> No of shares issued during the year - Cash Issue	-	-
<b>Less :</b> No of shares Forfeited/Bought Back during the year	-	-
Total No of shares at end of accounting period	<b>163,464,735</b>	<b>163,464,735</b>

**Shares in the Company held by each shareholder holding more than 5% shares of the Company**

	<b>Amount in ₹</b>	
Particulars	As at 31-03-2020	As at 31-03-2019
<b>Y.Rajeev Reddy</b>		
- No of Shares	106,337,986	106,337,986
- % held in the Company	65.05	65.05

**NOTE NO. 11 : RESERVES AND SURPLUS****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
<b>Capital Reserve</b>		
As per last year Balance Sheet	305,088,694	305,088,694
	305,088,694	305,088,694
<b>Securities Premium Account</b>	4,962,471,969	4,962,471,969
<b>Revaluation Reserve</b>	24,270,350	24,270,350
<b>General Reserve</b>		
As per last year Balance Sheet	83,300,000	83,300,000
Add: Transfer from statement of Profit and Loss account	-	-
	83,300,000	83,300,000
<b>Surplus:</b>		
<b>Surplus in Statement of Profit and Loss</b>		
As per last year Balance Sheet	465,191,004	699,714,039
Amount transferred to Retained Earnings in pursuant of Schedule II to The Companies Act, 2013	(5,242,009)	(15,345,283)
Excess Tax Liability waiver as per SVLDRS	15,158,512	-
Add: Current year Profit/(Loss)	(449,673,480)	(219,177,752)
Surplus in Statement of Profit & Loss	25,434,027	465,191,004
<b>Total Reserves and Surplus</b>	<b>5,400,565,041</b>	<b>5,840,322,017</b>

**NOTE NO. 12 : LONG - TERM BORROWINGS****Amount in ₹**

<b>Particulars</b>	<b>As at 31-03-2020</b>	<b>As at 31-03-2019</b>
<b>Secured</b>		
<b>Term loans From Banks</b>		
- Oriental Bank of Commerce Loan (Secured by way of Hypothecation of Land & Buildings)	51,638,451	71,483,320
- UBI Loan (Secured by way of Hypothecation of Land & Buildings)	183,121,805	253,457,794
- Vijaya Bank Loan (Secured by way of Hypothecation of Land & Buildings)	140,805,269	198,764,681
- Bank of India Loan (Secured by way of Hypothecation of Land & Buildings)	81,536,295	111,241,027

- Central Bank of India (Secured by way of Hypothecation of Land & Buildings)	293,743,652	338,086,065
- Canara Bank (Secured by way of Hypothecation of Land & Buildings)	335,877,172	343,642,245
- Saraswat Co Op Bank Loan (Secured by way of Hypothecation of Land & Buildings)	369,514,961	383,681,376
- Cosmos Bank Loan (Secured by way of Hypothecation of Land & Buildings)	265,416,091	267,331,536
	<b>1,721,653,696</b>	<b>1,967,688,043</b>
<b>Unsecured</b>		
Loans and Advances From Related Parties		
- Country Vacations International Limited - Dubai	263,706,367	272,995,143
- Country Vacations International Limited - India	2,415,401	2,427,401
- Maruti Water Park & Entertainment Pvt Ltd	1,373,540	1,375,040
- Kolet Resorts Pvt Ltd	9,459,076	-
- Loan from Promoters	154,022,159	154,022,159
	<b>430,976,543</b>	<b>430,819,743</b>
	<b>2,152,630,239</b>	<b>2,398,507,786</b>

**NOTE NO. 13 : DEFERRED TAX LIABILITIES (NET)**

Amount in ₹

Particulars	As at 31-03-2020	As at 31-03-2019
Opening Deferred tax Liability	888,354,167	823,448,679
Add: Deferred Tax Liability for the year ( Due to SLM and WDV Difference )	46,984,720	64,905,488
	<b>935,338,887</b>	<b>888,354,167</b>

**NOTE NO. 14 : OTHER LONG-TERM LIABILITIES**

Amount in ₹

Particulars	As at 31-03-2020	As at 31-03-2019
Unsecured		
Deposits	118,691,899	114,583,370
	<b>118,691,899</b>	<b>114,583,370</b>

**NOTE NO. 15 : TRADE PAYABLES**

Amount in ₹

Particulars	As at 31-03-2020	As at 31-03-2019
Total Outstanding Dues to Micro and Small Enterprises		
Others	128,611,973	147,479,878
	<b>128,611,973</b>	<b>147,479,878</b>

**NOTE NO.16 : OTHER CURRENT LIABILITIES****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Current Maturities of Long-Term Debt	1,164,859,233	753,174,065
Advance Received from Customers	26,781,435	5,927,442
Unpaid Dividends	282,878	552,853
Dues to Statutory Authorities	169,722,698	214,073,712
Other Liabilities	1,574,267	13,590,665
Creditors for Capital Goods	6,966,015	1,682,674
	<b>1,370,186,526</b>	<b>989,001,411</b>

**NOTE NO.17 : SHORT - TERM PROVISIONS****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Provision for Employee Benefits	172,947,932	114,078,061
- Salaries Payable (Includes Incentives)		
- PF Payable	23,236,461	15,237,998
- ESIC Payable	13,272,703	10,930,590
- PT Payable	8,293,672	7,535,382
- Gratuity Payable	42,854,670	40,577,844
Others		
- Consultancy & Profesional Charges Payable	6,645,145	5,665,145
- Provision for Expenses	72,681,479	68,326,007
	<b>339,932,062</b>	<b>262,351,027</b>

**NOTES TO STATEMENT OF PROFIT & LOSS****NOTE NO. 18 : REVENUE FROM OPERATIONS****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Sales of Services		
Income from Sale of Membership, Tour Operating Service, Sports & Fitness Services Training/Coaching in recreational activities relating to art, Culture & Sports, Fitness	587,786,427	703,397,664
Income from Hotel, Clubs & Resorts		
- Food & Beverages from Restaurant & Banquets	231,441,453	211,923,043
Annual Room & Maintenance Charges Guest Accommodation and Maintenance Charges	449,867,791	1,215,813,237
	<b>1,269,095,671</b>	<b>2,131,133,944</b>

**NOTE NO. 19 : OTHER INCOME****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Interest Income		
- On Deposits with Bank	254,632	513,605
Miscellaneous Income	7,819,127	15,181,854
	<b>8,073,759</b>	<b>15,695,459</b>

**NOTE NO. 20 : COST OF MATERIAL CONSUMED****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Opening Stock of Food & Beverages, Stores and Operating Supplies	3,825,152	3,717,012
Add: Purchases	111,045,116	106,912,207
Less: Closing Stock of Food & Beverages, Stores and Operating Supplies	2,712,675	3,825,152
	<b>112,157,593</b>	<b>106,804,067</b>

**NOTE NO. 21 : EMPLOYEE BENEFIT EXPENSES****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Salaries & Other Benefits	509,929,345	759,301,789
Contribution to Provident & Other Funds	11,491,850	15,518,258
Staff Welfare Expenses	7,323,897	13,675,897
	<b>528,745,092</b>	<b>788,495,944</b>

**NOTE NO. 22 : FINANCE COST****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Interest on Term Loans	361,972,986	375,253,283
	<b>361,972,986</b>	<b>375,253,283</b>

**NOTE NO. 23 : OTHER EXPENSES****Amount in ₹**

Particulars	As at 31-03-2020	As at 31-03-2019
Upkeep & Service Cost		
- Building Maintenance	1,294,283	3,293,348
- Repairs, Maintenance to other assets.	4,025,599	5,815,356
- Vehicle Maintenance & Running Exp.	2,957,294	3,073,118

- Other Maintenance	47,629,799	46,703,445
Power & Fuel	71,246,418	79,672,336
Rent including Lease Rent	83,459,619	221,387,681
Rates & Taxes	30,327,512	25,486,099
Insurance	539,867	414,176
Finance Charges	30,097,115	47,986,088
Travelling & Conveyance	36,423,544	41,470,102
Printing & Stationery	4,736,550	11,105,255
Postage, Telegram & Telephones	16,163,893	28,641,588
Advertisement & Other Marketing Expenses	107,149,175	247,059,133
Other Administrative Expenses	47,928,393	73,717,985
Legal & Professional Charges.	26,420,907	24,275,371
Auditors Remuneration Includes		
- Audit Fee	500,000	500,000
- For Taxation Matters	200,000	200,000
- For Other Services	300,000	300,000
	<b>511,399,968</b>	<b>861,101,081</b>



## SIGNIFICANT ACCOUNTING POLICIES

### 1. Corporate Information

Country Club Hospitality & Holidays Limited formerly known as Country Club (India) Limited ('the Company') is a public entity domiciled in India and is India's biggest chain of family clubs with over 70 destinations across India, Sri Lanka & Middle East. It is dubbed as the Powerhouse of Entertainment. Its shares are listed on NSE & BSE

### 2. Basis of preparation

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (i) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended 31<sup>st</sup> March 2020 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

#### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value;
- Assets held for sale – measured at fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value; and
- Share-based payments.

## 2.1 Summary of significant accounting policies

### I. Significant Accounting Estimates and Judgments

Estimates, assumptions concerning the future and judgments are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reporting amounts of assets, liabilities, income and expense and disclosures made. Although these estimates are based on management's best knowledge of current events and actions, actual result may differ from those estimates.

The critical accounting estimates and assumptions used and areas involving a high degree of judgments are described below:

#### ***Use of estimation and assumptions***

In the process of applying the entity's accounting policies, management had made the following estimation and assumptions that have the significant effect on the amounts recognised in the financial statements.

#### Property, plant and equipment & Intangible Assets

Key estimates related to long-lived assets (property, plant and equipment, mineral leaseholds and intangible assets) include useful lives, recoverability of carrying values and the existence of any retirement obligations. As a result of future decisions, such estimates could be significantly modified. The estimated useful lives of long-lived assets is applied as per schedule II of Companies Act, 2013 and estimated based upon our historical experience, engineering estimates and industry information. These estimates include an assumption regarding periodic maintenance and an appropriate level of annual capital expenditures to maintain the assets.

### Impairment of plant & equipment and Intangible assets

The company assesses whether plant & equipment and intangible assets have any indication of impairment in accordance with the accounting policy. The recoverable amounts of plant & equipment and intangible asset have been determined based on value-in-use calculations. These calculations require the use of judgment and estimates.

### Expected credit loss

Expected credit losses of the company are based on an evaluation of the collectability of receivables. A considerable amount of judgment is required in assessing the ultimate realization of these receivables, including their current creditworthiness, past collection history of each customer and ongoing dealings with them. If the financial conditions of the counterparties with which the Company contracted were to deteriorate, resulting in an impairment of their ability to make payments, additional expected credit loss may be required.

## **II. Property, Plant and Equipment**

All items of property, plant and equipment are initially recorded at cost. The cost of an item of plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Cost includes its purchase price(after deducting trade discounts and rebates), import duties & non-refundable purchase taxes, any costs directly attributable to bringing the asset to the location & condition necessary for it to be capable of operating in the manner intended by management, borrowing costs on qualifying assets and asset retirement costs. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The activities necessary to prepare an asset for its intended use or sale extend to more than just physical construction of the asset. It may also include technical (DPR, environmental, planning, Land acquisition and geological study) and administrative work such as obtaining approvals before the commencement of physical construction.

The cost of replacing a part of an item of property, plant and equipment is capitalized if it is probable that the future economic benefits of the part will flow to the Company and that its cost can be measured reliable. The carrying amount of the replaced part is derecognized.

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is recognised in the profit or loss in the year the asset is derecognized.

Assets under installation or under construction as at the Balance Sheet date are shown as Capital Work in Progress.

### **Depreciation**

Depreciation is provided on Straight Line Method, as per the provisions of schedule II of the Companies Act, 2013 or based on useful life estimated on the technical assessment.

Leasehold Assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Fully depreciated plant and equipment are retained in the financial statements until they are no longer in use.

In respect of additions / deletions to the fixed assets / leasehold improvements, depreciation is charged from the date the asset is ready to use / up to the date of deletion.

Depreciation on adjustments to the historical cost of the assets on account of reinstatement of long term borrowings in foreign currency, if any, is provided prospectively over the residual useful life of the asset.

### **III. Intangible Assets**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

The company amortizes Computer software using the straight-line method over the period of 3 years

### **Financial Assets**

Financial assets comprise of investments in equity and debt securities, trade receivables, cash and cash equivalents and other financial assets.

#### **Initial recognition:**

All financial assets are recognised initially at fair value. Purchases or sales of financial asset that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

#### **Subsequent Measurement:**

##### **(i) Financial assets measured at amortised cost:**

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortised cost using effective interest rate (EIR) method. The EIR amortization is recognised as finance income in the Statement of Profit and Loss.

#### **Impairment of Financial Assets:**

Financial assets are tested for impairment based on the expected credit losses.

##### **(i) Trade Receivables**

An impairment analysis is performed at each reporting date. The expected credit losses over life time of the asset are estimated by adopting the simplified approach using a provision matrix which is based on historical loss rates reflecting current condition and forecasts of future economic conditions. In this approach assets are grouped on the basis of similar credit characteristics such as industry, customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

##### **(ii) Other financial assets**

Other financial assets are tested for impairment based on significant change in credit risk since initial recognition and impairment is measured based on probability of default over the life time when there is significant increase in credit risk.

#### **De-recognition of financial assets**

A financial asset is derecognized only when:

The company has transferred the rights to receive cash flows from the financial asset or

Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset and transferred substantially all risks and rewards of ownership of the financial asset, in such cases the financial asset is derecognized. Where the entity

has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is also derecognized if the company has not retained control of the financial asset.

#### **IV. Impairment of Non-Financial Assets**

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the company makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

#### **V. Inventories**

Construction materials, raw materials, consumables, stores and spares and finished goods are valued at lower of cost and net realizable value. Cost is determined on weighted average cost method.

Construction/Development work-in-progress related to project works is valued at lower of cost or net realizable value, where the outcome of the related project is estimated reliably. Cost includes cost of land, cost of materials, cost of borrowings and other related overheads.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

#### **VI. Cash and Cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with an original maturity of three months or less. Deposits with banks subsequently measured at amortized cost and short term investments are measured at fair value through Profit & Loss Account.

#### **VII. Non-current Assets held for sale**

Non-current assets, or disposal groups comprising assets and liabilities, that are expected to be recovered through sale rather than through continuing use, are classified as held for sale. Immediately before classification as held for sale, the assets, or components of the disposal group, are re-measured in accordance with the Company's accounting policies. Thereafter, the assets, or disposal group, are measured at the lower of their carrying amount and fair value less costs to sell. Any impairment losses on initial classification as held for sale or subsequent gain on re-measurement are recognized into net income. Gains are not recognized in excess of any cumulative impairment losses.

#### **VIII. Financial Liabilities**

##### **Initial recognition and measurement**

Financial liabilities are recognized when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value plus any directly attributable transaction costs, such as loan processing fees and issue expenses.

##### **Subsequent measurement**

The measurement of financial liabilities depends on their classification as follows: -

**Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss includes financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial liabilities are recognised in profit or loss.

The company has not designated any financial liabilities upon initial recognition at fair value through profit or loss.

**IX. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

**X. Employee Benefits**

Employee benefits are charged to the statement of Profit and Loss for the year and for the projects under construction stage are capitalized as other direct cost in the Capital Work in Progress / Intangible asset under development.

Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are recognised, when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

Gratuity liability is defined benefit obligations and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Re-measurement in case of defined benefit plans gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income and they are included in retained earnings in the statement of changes in equity in the balance sheet.

Compensated absences are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The amount of Non-current and Current portions of employee benefits is classified as per the actuarial valuation at the end of each financial year.

**XI. Income Taxes**

Income tax expense is comprised of current and deferred taxes. Current and deferred tax is recognized in net income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current income taxes for the current period, including any adjustments to tax payable in respect of previous years, are recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the tax rates that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases using the tax rates that are expected to apply in the period in which the deferred tax asset or liability is expected to settle, based on the laws that have been enacted or substantively enacted by the reporting date. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income nor the accounting income. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable income will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and reduced accordingly to the extent that it is no longer probable that they can be utilized.

Deferred tax assets and liabilities are offset when there is legally enforceable right of offset current tax assets and liabilities when the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the entity has legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

## **XII. Leases**

### ***As a lessee***

Lease of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Lease in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

### ***As a lessor***

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

### ***Lease-hold land:***

Leasehold land that normally has a finite economic life and title which is not expected to pass to the lessee by the end of the lease term is treated as an operating lease.

The payment made on entering into or acquiring a leasehold land is accounted for as leasehold land use rights (referred to as prepaid lease payments in Ind AS 17 "Leases") and is amortized over the lease term in accordance with the pattern of benefits provided.

## **XIII. Provisions, Contingent Liabilities and Contingent Assets**

### ***Provisions***

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage

of time is recognised as interest expense and is recorded over the estimated time period until settlement of the obligation. Provisions are reviewed and adjusted, when required, to reflect the current best estimate at the end of each reporting period.

The Company recognizes decommissioning provisions in the period in which a legal or constructive obligation arises. A corresponding decommissioning cost is added to the carrying amount of the associated property, plant and equipment, and it is depreciated over the estimated useful life of the asset.

A provision for onerous contracts is recognized when the expected benefits to be derived by the company from a contract are lower than the unavoidable cost of meeting its obligations under contract. The provision is measured at the present value of the lower of expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the company recognizes any impairment loss on the assets associated with that contract.

Liquidated Damages / Penalty as per the contracts / Additional Contract Claims under the contract entered into with Vendors and Contractors are recognised at the end of the contract or as agreed upon.

### **Contingent Liabilities**

Contingent liability is disclosed in case of

A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;

A present obligation arising from past events, when no reliable estimate is possible;

A possible obligation arising from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company where the probability of outflow of resources is not remote.

### **Contingent Assets**

Contingent assets are not recognized but disclosed in the financial statements when as inflow of economic benefits is probable

## **XIV. Revenue Recognition**

The Company's business is to sell Club ownership, provide Tour & Holiday services, accommodation services, Training/Coaching in recreational activities relating to art, culture & sports, fitness training and clubbing to its members for a specified period, for which fee is collected either in full up front, or on deferred payment basis. Revenue from Membership is fees which is non refundable is recognized as income on admission of a member. Requests for cancellation of membership are accounted for when it is accepted by the Company. Revenue from Tour operating services is recognized as and when collected

Annual maintenance fee is recognized as income as and when collected. Income from resorts, Income from room rental, food and beverages income etc., is recognized as and when services are rendered.

## **XV. Foreign Currency Transactions**

Transactions in foreign currencies are translated to the functional currency of the company, at exchange rates in effect at the transaction date.

At each reporting date monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate in effect at the date of the statement of financial position.

The translation for other non-monetary assets is not updated from historical exchange rates unless they are carried at fair value.

## **XVI. Minimum Alternative Tax (MAT)**

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

## XVII. Earnings per Share

Basic earnings per share are calculated by dividing:

The profit attributable to owners of the company

By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares. Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

The after income tax effect of interest and other financing costs associated with dilutive potential equity shares

The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

## NOTES TO THE FINANCIAL STATEMENTS

### 24. Particulars of Key Managerial Personnel and remuneration paid to them

S.No	Name of the Directors	Designation	Remuneration
1	Mr. Y. Rajeev Reddy	Chairman & Managing Director	-
2	Mr. Y. Siddharth Reddy	Vice-Chairman, JMD & CEO	-
3	Mr. Y. Varun Reddy	Vice-Chairman, JMD & COO	-

### 25. Particulars relating to managing director

Particulars	Current Year	Previous year
Directors' Remuneration	-	1,92,00,000
Brand Ambassador Fee	-	48,00,000

### 26. Detailed information regarding quantitative particulars under part II of Schedule III to the Companies Act, 2013.

i) As the turnover of the Company is in respect of supply of food and beverages, it is not possible to give quantity-wise details of turnover.

27. Earnings and Expenditure in Foreign Currency - Nil

28. There are no dues to SSI Units outstanding for more than 30 days.

29. In accordance with Accounting Standard issued by the ICAI, the Company has accounted for deferred tax and income tax as given below:

Particulars	Current Year	Previous Year
Income Tax	-	-
Deferred Tax	4,69,84,720	6,49,05,488



30. As per Accounting Standard, issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties.

**A.**

Relationship	Name of the Related Party
Subsidiary Companies	a) Aquarian Realtors Pvt Ltd b) Bright Resorts Pvt Ltd c) Bush Betta Holiday Ownership Wildlife Adventure Resort Pvt Ltd d) Chanakyapuri Resorts Pvt Ltd e) Country Club Babylon Resorts Pvt Ltd f) Country Vacations International Ltd – Dubai g) Country Vacations International Ltd – India h) International Country Holidays Private Limited (formerly known as Aakruti Engineers Private Limited) i) J.J. Arts & Entertainments Pvt Ltd j) Maruti Waterpark & Entertainments Pvt Ltd k) Swami Vivekanand Training & Education Centre Pvt Ltd l) Swimwel Investment & Trading Pvt Ltd m) Club Arzee Ltd
Step-Down Subsidiaries	a) Country Club & Vacations W.L.L – Qatar b) Country Vacations International Limited – London c) Country Vacations International LLC – Dubai d) Country Vacations International LLC – Oman e) Country Vacations International LLC–Abu Dhabi f) Country Vacations International SDN BHD, Malaysia g) Country Vacations International W.L.L – Bahrain h) Jade Resorts Pvt Ltd i) Kolet Resort Club Pvt Ltd
Common Management	a) Amrutha Estetes Pvt Ltd b) Country Condos' Limited c) Country Vacations International – Dubai d) Zen Garden Hotel Private Limited

Vice-Chairman,JMD&COO	Y. Varun Reddy
CMD	Y. Rajeev Reddy

**B. Transactions during the year with Related Parties.**

Nature of Transaction	Subsidiary Companies including Step-Down Subsidiaries	Associate Companies	Other Related Parties
Lease Rentals payable	25,80,000	9,40,000	58,10,186

**31. The Basic and Diluted EPS is Calculated as under**

Particulars	March 31 <sup>st</sup> 2020	March 31 <sup>st</sup> 2019
a) Profit after Tax (₹)	(44,96,73,480)	(21,91,77,752)
b) Earnings available to Equity Shareholders for Basic & Diluted EPS (₹)	(44,96,73,480)	(21,91,77,752)
c) Weighted average Number of Shares taken for computation of EPS		
- Basic	16,34,64,735	16,34,64,735
- Diluted		
d) Earning per Share		
- Basic	(2.75)	(1.34)
- Diluted	(2.75)	(1.34)
e) Nominal Value per Share (₹)	2	2

**32. Contingent Liabilities:**

The Company jointly with Mr.Y.Rajeev Reddy (Managing Director) and Country Vacations International LLC, Dubai has provided corporate guarantee of AED 90,000,000/- to National Bank of Fujairah, Dubai in respect of the facilities granted to M/s. Country Vacations International Ltd- Dubai.

The Company has disputed statutory dues amounting to ₹23,81,15,650 which belongs to various Assessment Years which has not been deposited on account of disputes.:

**33. Secured Loans:****From Banks**

- Term Loans from Oriental Bank of Commerce, Loans I & II of ₹ 25 crores for expansion of existing Clubs and secured by The Country Club (EROS Regency) situated at land Bearing killa no. 2,9,10/1,10/2 & 11/4 at village lakarpur, EROS Regency Township, Surajkund, Faridabad, Hararyana. The Outstanding Balance for the Current year is ₹ 9,22,10,435/- (Previous Year ₹9,84,21,050/-)
- Term Loans from Union Bank of India, Vijaya Bank and Bank of India of ₹. 115 crores has been taken for repayment of FCCB's and secured by way of properties located in Hyderabad, Banglore, Chennai and Kodaikanal. Further, the charge has been created on Delhi & Karnataka cash flows for servicing of the above loan. Additionally, the personal guarantees has also been given by three Directors (i.e. Mr. Y Rajeev Reddy, Y. Siddharth Reddy & Y. Varun Reddy). The Outstanding Balance for the Current year is ₹76,07,60,331/- (Previous Year ₹ 75,09,06,502/-).
- Term Loan from Central Bank of India of ₹50 Crores to carry out interior, Gym/Fitness Centres and Civil works of the Company's property at multiple locations. Further charge has been created on Company's properties (movable/immovable) at Bangalore, Trivandrum and Bandipur. Additionally, the personal guarantees are also given by three Directors (i.e. Mr Y Rajeev Reddy, Y. Siddharth Reddy & Y. Varun Reddy). The Outstanding (Including Interest) Balance for the Current year is ₹50,15,95,129/- (Previous Year ₹48,80,55,065/-).
- Term Loan from Canara Bank of ₹50 Crores for the Company's expansion plan at Kolkatta, Cochin and Andheri, Mumbai and normal ongoing capex at various locations. Further charge has been created on Company's properties (movable/immovable) at Kolkatta, Cochin and Andheri, Mumbai. Additionally, the personal guarantees are also given by three Directors (i.e. Mr Y Rajeev Reddy, Y. Siddharth Reddy & Y. Varun Reddy). The Outstanding (Including Interest) Balance for the Current year is ₹68,24,81,455/- (Previous Year ₹ 58,99,34,966/-).

- e) Term Loans from Saraswat Co Op Bank, Loan of ₹75 crores for expansion of existing Clubs and secured by way of mortgage by deposit of title deed immovable property being land and building known as Hotel Amrutha Castle Constructed on plot of land bearing municipal nos.5-9-16, 5-9-17, snf 6-9-18 and adjoining plot and land bearing municipal nos. 5-9-19, and 5-9-18/3 situated at Saifabad, Secretarial Road Hyderabad solely belonging to the company and deposit of title deed of immovable property located at Country club Golden Star # 623,624 Next to Pramukh Swami Hospital Adajan, Surat - 395 009 owned by Club Arzee Ltd. ,immovable property at Country Club Resort, Plot No. 496, Bhuvan Village, Kolad, Dist. Raigad. owned by Amruta Estates Pvt. Ltd., immovable property, Hotel Amruta Castle, opp Secretariate, Saifabad, Hyderabad and additional charge on immovable property at The Country Club, Balamatta Road, Mangalore 575 001. belonging to the Company. The Outstanding Balance for the Current year is ₹50,46,34,074 /- (Previous Year ₹ 45,61,43,376 /-)
- f) Term Loans from Cosmos Bank, Loan of ₹. 60 crores for expansion of existing Clubs, refurbishment and modernization of its clubs located at Pune, Kolkatta, Goa and Indore, secured by property located at “The Country Club De Goa” No.836/1, Anjuna Bardez, Goa owned by Aquarian Realtors Pvt. Ltd. and “The Country Club Spring” situated at C.T.S No. 1104/03 of village Kandivali, Parekh Nagar, Kandival owned by M/s Swami Vivekanand Training and Education Centre Pvt. Ltd and additional security by way of registered equitable mortgage on “Country Club Fun & Food”, 7thKm, Khandwa Road, Kasturbaagram, Indore owned by the Company. The Outstanding Balance for the Current year is ₹31,76,66,891/- (Previous Year ₹ 31,02,36,536/-)

#### Other Loans

- g) Lease Finance Loan from NOIDA Authority of ₹ 2.37 Crores for Plot and the same is secured against the plot no. N-14, Sector – 18, Noida, Uttar Pradesh. The Outstanding Balance for the Current year is ₹2,71,64,614/- (Previous Year ₹2,71,64,614/-).
34. Segment wise profitability and Capital Employed can not be ascertained as the infrastructure is common for all the revenue activities of the Company.
35. Pertaining to unclaimed dividend, no amount is due and outstanding as unclaimed dividend for more than seven years to be transferred to Investor Education & Protection Fund.

Particulars	Amount (₹)
Unpaid Dividend for the year 2013 -14	2,70,658
Unpaid Dividend for the year 2012 -13	2,67,862

36. Previous year's figures have been regrouped wherever necessary.

37. The figures have been rounded off to the nearest rupee.

#### As per our report of even date

##### For P C N & Associates

Chartered Accountants

FRN: 016016S

##### K.Gopala Krishna

Partner

Membership No. 203605

##### Y. Rajeev Reddy

Chairman & Managing Director

##### Y. Siddharth Reddy

Vice-Chairman, JMD & CEO

#### For and on behalf of the Board of Directors

##### Country Club Hospitality & Holidays Limited

Place: Hyderabad

Date: 31-07-2020

##### K.Phaneendra Rao

Chief Financial Officer

##### Anita Vidyulata Kottapalli

Company Secretary



[www.countryclub.net](http://www.countryclub.net)