

NOTICE OF POSTAL BALLOT

COUNTRY CLUB (INDIA) LIMITED

CIN: L91990AP1991PLC012714

Regd. Office: 'Amrutha Castle', 5-9-16, Saifabad,

Opp: Secretariat, Hyderabad – 500063

Tel: 040-66848888, Fax: 040-66360609, E-mail: contact@countryclubmail.com,

Website: www.countryclubindia.net

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Website: www.countryclubindia.net

Date: 16th July, 2014

NOTICE

To,
All the Shareholders
Country Club (India) Limited

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, that the resolution appended herewith is proposed to be passed as Special Resolution by means of Postal Ballot.

The Company seeks the consent of the Members for the aforesaid proposals contained in the draft through Special Resolutions appended below. Accordingly the draft Special Resolutions and Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons for which such resolutions are proposed are being sent to you along with the Postal Ballot Form for your consideration.

Kindly accord your assent or dissent, as the case may be, to the above mentioned resolution in the enclosed form. Your assent must be recoded in the box marked "Assent" and dissent in the box "Dissent" by placing a tick mark (✓) in the appropriate column against the resolutions.

Mrs Rashida Adenwala (Membership No. FCS 4020), Practicing Company Secretary has been appointed as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process thereto in accordance with the provisions of the Act and Rules made thereunder in a fair and transparent manner.

Before casting your vote, please read carefully the instructions printed in the postal ballot form and return the form duly completed in the attached self addressed Business Reply Envelope so as to reach the scrutinizer on or before the closing of the working hours i.e. 6.00 P.M. on Tuesday, 19th August, 2014 at **Mrs. Rashida Adenwala, Scrutinizer, M/s. Country Club (India) Limited, Country Club Kool, # 6-3-1219, 5th Floor, Begumpet, Hyderabad – 500 016**

For Members opting for E-Voting:

In Compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny in accordance with the provisions of Section 110 of the Act, 2013 read with Companies (Management and Administration) Rules, 2014 on **Saturday, 23rd August, 2014**. The results of said postal ballot along with the Scrutinizer's report will be posted on the Company's website www.countryclubindia.net and will be communicated to the Bombay Stock Exchange Limited and Madras Stock Exchange Limited., where the equity shares of the Company are listed. The results of postal ballot shall also be announced through newspaper advertisement.

Thanking You,

Yours truly,
For Country Club (India) Limited

Sd/-
Y. Siddharth Reddy
Vice-Chairman, JMD & CEO

Encl: as above

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RESOLUTION TO BE PASSED THROUGH THE POSTAL BALLOT

ITEM NO. 1: ALTERATION IN THE OBJECT CLAUSE OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution under Section 13 of the Companies Act, 2013:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions if any, of the Companies Act, 2013, the approval of the company be and is hereby accorded, subject to requisite approvals, if any, of the appropriate authorities, for change/addition/alteration in object clause of Memorandum of Association of the Company by way of inserting the following New Object Clauses:

(a) In Clause IIIA (Main Objects) of the Memorandum of Association of the Company, the following new Clause 1, 2, & 3 be and are hereby substituted in lieu of existing Clause 1, 2 & 3 thereof:

1. To carry on the business of Hotels, Motels, Resorts, Restaurants, Clubs, Holiday Camp, Leisure Centre, Centre for Water Sports, Adventure Sports, Amusement Parks, Cafes, Taverns, and Refreshment Rooms, Guest House, Lodge House Keepers and to equip and furnish any such property for the purpose of letting it to members or visitors or guests or giving it on time sharing or property sharing basis by days, weeks, months, points and any undivided shares with or without holiday exchange basis both in India and outside India (including outright sale thereof) whether in single rooms, suits, chalets, villas, caravans, movable structures, cottages or otherwise and to buy, sell, import, produce and deal in food and food products, meat, fish, groceries, fruit, confectionery, Licenced wine, spirits, beer and other beverages whether alcoholic or not and to carry on the business as managers and operators of Hotels, Motels, Resorts, Restaurants, Clubs, Amusement parks and the like and to act as consultants and advisors for Hotels, Motels, Clubs, Amusement Parks and the like.
2. To acquire, establish and maintain health care centres, discount coupons, gymnasiums, fitness centres, and health clubs for men, women and children which includes body building, keep fit training, body shaping, figure control, weight gaining, weight reducing, height increase and/or to render all types of health care and spa services, massage parlour, body care centre, beauty saloon, beauty parlour, mini sport boutique including swimming pool, physiotherapy on Membership basis or otherwise, library and to provide service relating to the modern gadgetries and aerobics, yoga techniques for improving health, sauna, stem and Jacuzzi bath for clients and to do all acts and things as may be considered necessary and expedient for the attainment of aforesaid objects.
3. To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same, any real estate including any lands, plot(s) of land, immovable property, buildings, houses, cottages, shops, houses, flats, row houses, residential and commercial buildings, sheds, concessions, privileges, license, easement or any right or interest therein either singly or jointly or in partnership with any person(s) or body corporate or partnership Firm and to develop and construct thereon commercial complex or complex(es) either singly or jointly or in partnership, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s) or with respect to any property whatsoever for the purposes in consideration for a gross sum or rent or for any other consideration and to rent, lease or sell or let out otherwise apartments, flats and other residential units therein and to provide for the conveniences commonly provided in flats, sites and residential and business quarters

(b) In Clause IIIA (Main Objects) of the Memorandum of Association of the Company, the following new Clause 4 & 5 be and is hereby inserted thereof:

4. To carry on the business as developers and for that purpose to purchase, acquire, own, process, buy, sell, re-sell and to traffic in land structures and estates other immovable properties and to develop infrastructures, roads, bridges, flyovers, dams, co-operatives, housing schemes, township and prepare for building sites, constructing, re-constructing, erecting, altering, improving enlarging, developing, decorating and furnishing houses, buildings, hotels, motels, resorts, flats, factories, shops, offices, garages, warehouses, workshops, hospitals, educational institutions, nursing homes, clinics, halls, theatres, auditoriums, palaces and any other related businesses.
5. To carry on the trades or business of general travel passenger, tourist and transport agents and contractors, organisers of travel by land, water or air, railroad, steam or other ship, overcrafts, aeroplanes, automobile and other automotive vehicle owners, charterers, hirers, contractors and agents, import and export agents, freight, baggage, storage and forwarding contractors and agents, recruitment and emigration agents, general carriers and contractors, wharfingers, carmen, owners and proprietors of bonded stores, warehouses and depositories of all kinds, removers of all kinds of goods by land, air or water, and provision of services in connection therewith hotel agents and caterers, insurance agents and providers of services, necessaries and articles of all kinds for travellers or tourists throughout the world and surveyors.

RESOLVED FURTHER THAT the Board of Directors and/or Secretary of the Company be and are hereby severally authorised to file necessary documents and forms with the Registrar of Companies, Telangana, Hyderabad and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

ITEM NO. 2: ALTERATION IN THE OTHER OBJECT CLAUSE OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution under Section 13 of the Companies Act, 2013:

“**RESOLVED THAT** pursuant to Section 13 and other applicable provisions if any, of the Companies Act, 2013, the approval of the company be and is hereby accorded, subject to requisite approvals, if any, of the appropriate authorities, for change/addition/alteration in other object clause of Memorandum of Association of the Company by way of inserting the following New other object clauses:

(c) In Clause IIIC (Other Objects) of the Memorandum of Association of the Company, the following new Clauses 12,13,14,15,16 & 17 be and are hereby inserted thereof:

12. To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as fleet carriers, transporters, in all its branches on land, air, water, & space, for transporting goods, articles, or things on all routes and lines on National and International level subject to law in force through all sorts of carries like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, omnibuses, motor taxies, railways, tramways, aircrafts, hovercrafts, rockers, space shuttles, ships, vessels, boats, barges and so on whether propelled by petrol, diesel, electricity, steam oil, atomic power or any other form of power.
13. To carry on the business as agents, distributors, merchants, importers, exporters, traders, contractors, warehousemen and to establish, maintain, operate and /or run agency lines in goods, stores, consumable items, durable merchandise, chattels and effects of every kind and description in any place in the world and without limiting the generality of the above, to carry on business as Selling Agents, Buying Agents, Factors, Mukadams, Carriers, Jath Merchants, Landing Clearing and Forwarding Agents, Commission Agents, Insurance Agents, Distributors and Stockiest, Brokers and/ or in any other capacity.
14. To carry on the business of broadcasting, telecasting, relaying, transmitting, distributing or running any video, audio, voice, or other programmes or software, (both proprietary and third party) over television, radio, internet, telecom or any other media.
15. To organise, run, maintain, operate, promote the business of interior decorators; furniture and carpet designers and manufacturers, boutiques, operators of fashion centres, fashion shows and to make, acquire, deal in any way in handicrafts, objects of art, precious stones, jewellery, whether artificial or otherwise, and articles wherein precious metals or precious stones may be used, in textiles, fabrics and to manufacture and deal in any products as are dealt by boutiques, fashions shows and interior decorators.

16. To provide information technology to any person, firm, company, trusts, association, institutions, society, body corporate, government department, public or local authority in India and outside India in the field of information technology and related areas and / or to develop procedures, methods , and principles for, and engage in research relating thereto to carry on the business of designers and manufacturers, buyers, sellers, assemblers, exporters, importers, distributors, agents, hirers and dealers of and as maintenance and service engineers, and system engineers if mainframe, mini, micro and personal computer systems and process control systems and computer peripherals and accessories including floppy disk drives, hard disk drives, printers, readers, tape drives, cartridges, plotters, magnetic or otherwise, recording heads, CRT terminal and display systems, cables, interfaces, computer ribbons, stationery, furniture and control valves, instruments, transducers, recorders, measuring devices and computer hardware including large systems, mini, micro systems and personal computers and process control systems and hardware in computer and electronics.
17. To undertake and carry on the business of, engage in to the activities related to conception, visualization, creation, production, distribution, exhibiting or cause to exhibit, telecast, broadcast by any medium now know or that may be developed in the future, and to undertake and carry on the business of and engage into the activates related to conception, visualization, creation, management, organizing, Coordinating, selling, distributing, musical events, sport events, cultural events, stage shows, performances, exhibitions, and events for any of theme, celebrity concerts, celebrity meeting end conferences, premier and/or other show of movies or content based on movies either on television channels, or in cinema halls, contests, quiz, game shows, reality shows, in India and abroad and to create, bulled, purchase, acquire, hold, license, transfer, assign in India, and abroad various brands, trade or merchandise makes, copyrights and other intellectual property rights in content developed by the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Secretary of the Company be and are hereby severally authorised to file necessary documents and forms with the Registrar of Companies, Telangana, Hyderabad and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

ITEM NO. 3: CHANGE OF NAME OF THE COMPANY:

To Consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with the Bombay Stock Exchange Limited (the “Stock Exchange”) and Madras Stock Exchange (the “Stock Exchange”) and subject to the approval of the Registrar of Companies – Hyderabad (the “ROC”) and other regulatory authorities, as may be applicable, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from “Country Club (India) Limited” to “Country Club Hospitality & Holidays Limited”.

RESOLVED FURTHER THAT post aforesaid approvals, the name “Country Club (India) Limited” whereby occurs in the Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name “Country Club Hospitality & Holidays Limited”.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC and other regulatory authorities, as may be applicable, for making application to give effect to the above resolution and to file required documents and information to the Stock Exchange and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection”.

ITEM NO. 4: CREATION OF CHARGE FOR PROVIDING SECURITY ON COMPANY’S PROPERTY:

To Consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution under Section 180(1) (a) of the Companies Act, 2013:

“RESOLVED THAT in supersession of the Ordinary resolution passed earlier through Postal Ballot and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, and the Articles of Association of the Company and subject to such approvals as may be required, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to create charge(s) and/or mortgage(s), in addition to the charge(s) and/or mortgage(s) already created by the Company, or hypothecation or lien or pledge, or charge(s) and/or mortgage(s) in such form and manner and with such ranking as to priority and for such time and on such terms as the Board of Directors may determine, on all or any of the movable and/or immovable, tangible and/or intangible assets of the Company, both present and future, or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and/or conferring power to enter upon and to take possession of assets and/or the whole or any part of the undertaking(s) of the Company together with power to takeover the management of the business or concern of the Company in certain events in favour of the Company’s Bankers/other Lender(s) and/or NBFCs, and/or Commercial Banks for securing the borrowings of the Company availed/to be availed by way of financial facilities in the nature of short term / long term loans, working capital loans, rupee term loans, corporate loans, foreign currency loans, cash credit, bank guarantees, corporate guarantees, forward contracts, letters of credit and any other form of loan of whatever nature or any other forms of secured financial facilities sanctioned / to be sanctioned to the Company, from time to time, subject to a maximum of Rs.1000 Crores (Rupees One Thousand Crores only) together with interest thereon at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, all other costs, charges and expenses and all other monies payable by the Company in terms of Loan agreement(s) or any other document entered into/to be entered into between the Company and the Company’s Bankers / other Lender(s) in respect of the said loans/borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Company’s Bankers/other Lender(s).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers, herein conferred, to any Committee thereof to give effect to the aforesaid Resolution.”

ITEM NO. 5: POWER TO BORROW UNDER SECTION 180 1 (C):

To Consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution under Section 180(1)(c) of the Companies Act, 2013:

“RESOLVED THAT in supersession of the Ordinary resolution passed earlier through Postal Ballot and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, to borrow such sum or sums of money in any manner from time to time as may be required for the purpose of business of the Company, with or without security and upon such terms and conditions as they deem fit from any one or more of the Company’s Bankers and / or from any one or more other persons, firms, body corporate, or financial institutions whether by way of cash credit, advance or deposit, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free Reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 1000 Crores (Rupees One Thousand Crores only) and the Board of Directors of the Company are hereby further authorized to execute such deeds or debentures and debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings as they may think fit and proper for the above purpose.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers, herein conferred, to any Committee thereof to give effect to the aforesaid Resolution.”

ITEM NO. 6: ALTERATION OF ARTICLES OF ASSOCIATION UNDER SECTION 14:

To Consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of section 14 and section 203 of the Companies Act, 2013 and other applicable provisions, if any, the Company be and is hereby accord its consent to alter its articles of association by inserting the following new clause under the head “Managing Director/Whole Time Director”:

138(e): An individual may be appointed or reappointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company as the Company is engaged in multiple businesses.

RESOLVED FURTHER THAT the Board of Directors and/or Secretary of the Company be and are hereby severally authorised to file necessary documents and forms with the Registrar of Companies, Telangana, Hyderabad and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

By order of the Board

For Country Club (India) Limited

Date: 16th July, 2014
Place: Hyderabad

Y. Siddharth Reddy
Vice-Chairman, JMD & CEO

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item # 1: Alteration in Object Clause

The present Main objects of the Company, inter alia, authorizes the Company to carry on the business of hotels, motels, resorts, restaurants, clubs, amusement parks, cafes, taverns and refreshment rooms, lodge housekeepers, licensed wines, beer and spirit merchants and to act as managers, operators, consultants and advisors for hotels, motel, resorts, restaurants, clubs, amusement parks and the like. With the increasing Government thrust on creation / development of infrastructure facilities in the country, the opportunity in the Sector has grown tremendously. Several new projects are being planned and many are already under execution. Besides, the Government regulations have become liberal and various measures are being taken to promoter private participation in the infrastructure sector. With the introduction of projects on BOT/ BOOT / BOLT has made investments in this sector more feasible and financially lucrative. Also with the changes in trends and policies of the both central and state governments with massive spending on infrastructure development and encouraging private participation in infra segment has further opened avenues. In order to cease the opportunity available in infra segment, it proposed to elaborate the Main Objects of the Company by incorporating the suitable clauses in the Main Objects of the Memorandum to cover these activities. In this connection, the new Clauses from 1 to 5 of Main Objects is being changed, clubbed, added or altered in place of the existing clauses.

Further as the future plans of the Company is to expand it activities, in the area of real estate, entertainment, travel and leisure spending, it is proposed to alter the Main Objects of the Company to incorporate the suitable clause under Main Objects as mentioned in the above resolution, to enable the Company to take-up the same as and when opportunity arises.

Such Alteration in the Main Objects would require the approval of members by passing Special Resolution through Postal Ballot under Section 13 read with Rule 22 of Companies (Management & Administration) Rules, 2014. Further such amendments in the Objects Clause of the Memorandum of Association shall be effective upon the Registration of the Resolution by the Registrar of Companies, Andhra Pradesh & Telangana, Hyderabad. The necessary Postal Ballot forms and the draft Resolutions along with the Explanatory Statements pertaining to the said resolution explaining in detail the material facts, has sent along with the said Notice.

The draft copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 1 as set out in this Notice.

Item # 2: Alteration in Other Object Clause

As the future plans of the Company is to expand its activities, in the area of Logistics, Broadcasting and Networking, Boutiques, Information Technology & Event Management, it is proposed to alter the Other Objects of the Company to incorporate the suitable clause under Other Objects as mentioned in the above resolution, to enable the Company to take-up the same as and when opportunity arises. In this connection, the new Clauses from 12 to 17 of Other Objects is being changed, clubbed, added or altered in place of the existing clauses.

Such Alteration in the Other Objects would require the approval of members by passing Special Resolution through Postal Ballot under Section 13 read with Rule 22 of Companies (Management & Administration) Rules, 2014. Further such amendments in the Objects Clause of the Memorandum of Association shall be effective upon the Registration of the Resolution by the Registrar of Companies, Andhra Pradesh & Telangana, Hyderabad. The necessary Postal Ballot forms and the draft Resolutions along with the Explanatory Statements pertaining to the said resolution explaining in detail the material facts, has sent along with the said Notice.

The draft copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 2 as set out in this Notice.

Item # 3: Change of Name

The Board of Directors of the Company proposed that in order to ensure that the name of the Company adequately reflects the businesses being carried on by the Company, it is proposed to appropriately change the name of the Company from Country Club (India) Limited to Country Club Hospitality & Holidays Limited. The management of the company is in process of expansion of business and proposes to change the name. So your directors are proposing for the change of the name of the Company pursuant to section 13 and other applicable provisions thereof. In consideration of the above, your directors recommend you to pass the resolution provided above.

The draft copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 3 as set out in this Notice.

Item # 4: Creating Charge of Companies Property:

The members of the Company has passed Ordinary Resolution on 5th September, 2008 in its Annual General Meeting under section 293(1)(a) authorized the board of directors to create charge(s) and/or mortgage(s) in any manner from time to time as may be required for the purpose of business of the Company, upon such terms and conditions as they deem fit for securing the borrowings of the Company availed/to be availed in any form of loan of whatever nature or any other forms of secured financial facilities sanctioned / to be sanctioned to the Company, from time to time, subject to a maximum of Rs.1000 Crores (Rupees One Thousand Crores only)

As per the new Companies Act, 2013 the validity of the above resolution is only upto one year from the date of notification (12-09-2013) of the section 180(1)(a) which was earlier 293(1)(a) under Companies Act, 1956 in order to keep the resolution effective the members need to pass the same resolution again.

Section 180(1)(a) of the Companies Act, 2013, provides, inter-alia, that the Board of Directors of a Public Company, shall not, without the consent of members, sell, lease or otherwise dispose of the whole or substantially the whole of any such undertaking of the Company. Since the creation of charge(s)/mortgage(s) for securing the financial facilities obtained / to be obtained, from time to time, subject to a maximum of Rs.1000 Crores in the nature of short term / long term loans, working capital loans, rupee term loans, corporate loans, foreign currency loans, cash credit, bank guarantees, corporate guarantees, forward contracts, letters of credit or other forms of secured financial facilities may be deemed to be disposal of the whole or substantially the whole of the undertaking of the Company. It is proposed to obtain approval of the Shareholders of the Company by way of Special Resolution pursuant to the provision of the aforesaid section.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 4 as set out in this Notice.

Item # 5: Power to Borrow

The members of the Company has passed Ordinary Resolution on 5th September, 2008 in its Annual General Meeting under section 293(1)(d) authorized the board of directors to borrow such sum or sums of money in any manner from time to time as may be required for the purpose of business of the Company, with or without security and upon such terms and conditions as they deem fit from any one or more of the Company's Bankers such that which may exceed the aggregate of the paid-up capital of the Company and its free Reserves, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 1000 Crores (Rupees One Thousand Crores only)

As per the new Companies Act, 2013 the validity of the above resolution is only upto one year from the date of notification (12-09-2013) of the section 180(1)(c) which was earlier 293(1)(d) under Companies Act, 1956 in order to keep the resolution effective the members need to pass the same resolution again.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 5 as set out in this Notice.

Item # 6: Alteration of Articles of Association:

As per the provisions of the Companies Act, 2013 an individual shall not be appointed or reappointed as the chairperson of the company, in pursuance of the articles of the company, as well as the managing director or Chief Executive Officer of the company at the same time after the date of commencement of this Act unless,— (a) the articles of such a company provide otherwise; or (b) the company does not carry multiple businesses. For this purpose the Company needs to alter its Articles of Association.

Such Alteration in the Articles would require the approval of members by passing Special Resolution through Postal Ballot under Section 14 read with Rule 22 of Companies (Management & Administration) Rules, 2014. Further such amendments in the Articles of Association shall be effective upon the Registration of the Resolution by the Registrar of Companies, Telangana, Hyderabad. The necessary Postal Ballot forms and the draft Resolutions along with the Explanatory Statements pertaining to the said resolution explaining in detail the material facts, has sent along with the said Notice.

The draft copy of the Articles of Association of the Company is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 6 as set out in this Notice.

By order of the Board

For Country Club (India) Limited

Date: 16th July, 2014
Place: Hyderabad

Y. Siddharth Reddy
Vice-Chairman, JMD & CEO

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form

- 1) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, not later than the close of working hours i.e., 6:00 P.M on **Tuesday, 19th August, 2014**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- 2) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the members will also be accepted.

E-Voting Facility

Process and Manner for members opting for e-voting is as under:-

Members are requested to follow the instructions below to cast their vote through e-voting:

- a. Open your web browser during the voting period and log on to the e-voting website <https://www.evoting.nsdl.com>

- b. Click on “Shareholder-Login:
- c. Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- d. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- e. Home page of “e-voting” opens. Click on “e-voting”: Active Voting Cycles.
- f. Select “EVEN (E-Voting Event Number)” of **Country Club (India) Limited**. For and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- g. Now you are ready for “e-voting” as “Cast Vote” Page opens.
- h. Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Kindly note that vote once cast cannot be modified.
- i. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : scrutinizer@countryclubmail.com with a copy marked to evoting@nsdl.co.in.
- j. The e-voting period will commence on Monday, July 21, 2014 (10:00 A.M.) and end on Tuesday, August 19, 2014 (6:00 P.M) (both days inclusive). During this period members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, members cannot change it subsequently.

In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in

General

- 1) The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be announced on August 23, 2014 at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company’s website at www.countryclubindia.net for information of the Members, besides being communicated to the stock exchanges on which the shares of the Company are listed. The date of declaration of the Postal Ballot results will be taken as the date of passing the Resolutions.
- 2) Members can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. In case, any member casts vote through physical ballot as well as electronic mode, then voting done through physical ballot shall prevail and voting done by electronic mode will be treated as invalid.
- 3) The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The address to be printed on the self-addressed envelopes

Mrs. RASHIDA ADENWALA
(SCRUTINIZER FOR POSTAL BALLOT)
COUNTRY CLUB (INDIA) LIMITED

Office: Country Club Kool, # 6-3-1219, 5th Floor, Begumpet, Hyderabad – 500 016