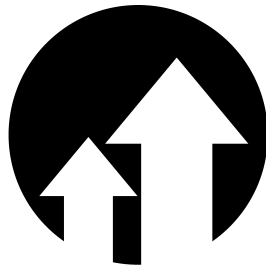


NOTICE OF POSTAL BALLOT



COUNTRYCONDOS

COUNTRY CONDO'S LIMITED

CIN: L63040TG1987PLC007811

Regd. Office: # 8-2-703, Mahogany Complex, Ground Floor, Amrutha Valley,
Road No.12, Banjara Hills, Hyderabad – 500 034

Tel: +91-40-66360610, Fax: +91-40-66833954

E-mail: info@countrycondos.co.in, Website: www.countrycondos.co.in

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Date: 30th June, 2014

NOTICE

To,
All the Shareholders
Country Condo's 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 below mentioned resolution in the enclosed form. Your assent must be recorded in the box marked "Assent" and dissent in the box "Dissent" by placing a tick mark (✓) in the appropriate column against the resolution.

Mr. Gopal Dhanaji (Membership No. ACS 8415) 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 **Thursday, 31st July, 2014** at Mr. Gopal Dhanaji, Scrutinizer, # 8-2-703, Mahogany Complex, Ground Floor, Amrutha Valley, Road No.12, Banjara Hills, Hyderabad – 500 034.

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 **Monday, 4th August, 2014**. The results of said postal ballot along with the Scrutinizer's report will be posted on the Company's website www.countrycondos.co.in and will be communicated to the National Stock Exchange of India Limited and Bombay 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 Condo's Limited

Sd/-
Laxmikanth Jakhotia
Company Secretary

Encl: as above

COUNTRY CONDO'S LIMITED

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RESOLUTION TO BE PASSED THROUGH THE POSTAL BALLOT

ITEM No. 1: CREATION OF SECURITY IN RESPECT OF BORROWINGS:

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 on 1st October, 2012 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. 2: 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 on 1st October, 2012 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.”

By Order of the Board
For Country Condo’s Limited

Sd/-

Date: 30th June, 2014
Place: Hyderabad

Laxmikanth Jakhota
Company Secretary

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

Item No. 1: Creating Charge of Companies Property:

The members of the Company has passed Ordinary Resolution on 1st October, 2012 through Postal Ballot 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.

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. 1 as set out in this Notice.

Item No. 2: Power to Borrow:

The members of the Company has passed Ordinary Resolution on 1st October, 2012 through Postal Ballot 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. 2 as set out in this Notice.

By Order of the Board
For Country Condo's Limited

Sd/-

Date: 30th June, 2014
Place: Hyderabad

Laxmikanth Jakhota
Company Secretary

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 **Thursday, 31st July, 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 Condo’s 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@countrycondos.co.in with a copy marked to evoting@nsdl.co.in.
- j. Once the vote on a resolution is cast by the shareholder he/she shall not be allowed to 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 4, 2014 at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company’s website at www.countrycondos.co.in 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.

INSTRUCTIONS:

1. The Notice is being sent to all the members by the prescribed mode under the Rules (and also electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members/ Record of Depositories (Specified Date) as on June 30, 2014.
2. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.countrycondos.co.in
3. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. (However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.)
4. The Board of Directors of the Company appointed Mr. Gopal Dhanaji, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process. The self-addressed Business Reply Envelope bears the Name of the Scrutinizer.
5. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
6. Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.
7. Postal Ballots can not be exercised by Proxies.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e., 6:00P.M on **Thursday, 31st July, 2014**. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
9. Members who are holding shares in electronic form are requested to notify any correction / change in their name / address / e-mail id immediately to the Depository Participants. In the event of non- availability of Member's latest address either in Company's records or in Depository Participant's records (National Securities Depository Limited / Central Depository Services (India) Limited to the Company), Members are likely to miss notices and other valuable correspondence sent by the Company.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.
11. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed Business Reply Envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. A Shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item no. 8 above.
14. Notice of the said Postal Ballot together with the Postal Ballot Form is kept at the website of the Company at www.countrycondos.co.in

Calendar of Events:

- | | | |
|--|---|------------|
| 1. Date of dispatch of Notice | : | 01.07.2014 |
| 2. Date of Completion of dispatch of Notice along with Postal Ballot | : | 02.07.2014 |
| 3. Date of Appointment of Scrutinizer | : | 30.06.2014 |
| 4. Date on which Consent was given by the scrutinizer to act as Scrutinizer | : | 30.06.2014 |
| 5. Last date for receiving Postal Ballot Forms by the scrutinizer | : | 31.07.2014 |
| 6. Date of Submission of Report by the Scrutinizer | : | 04.08.2014 |
| 7. Date of Declaration of the Results by the Chairman | : | 04.08.2014 |
| 8. Date of Intimation of the Postal Ballots Results to the Concerned Stock Exchanges | : | 04.08.2014 |
| 9. Date of Publication of Postal Ballot Results in the News Papers | : | 05.08.2014 |
| 10. Last Date of Signing of Minutes by the Chairman | : | 03.09.2014 |
| 11. Last Date of handling over the Ballot Papers, Register required to be maintained in this regard and other related papers to the Designated Authority | : | 03.09.2014 |

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PRINTED MATTER

BOOK POST

The address to be printed on the self-addressed envelopes

Mr. GOPAL DHANAJI
(SCRUTINIZER FOR POSTAL BALLOT)

COUNTRY CONDO'S LIMITED

Regd.Office:. # 8-2-703, Mahogany Complex, Ground Floor
Amrutha Valley, Road No.12, Banjara Hills, Hyderabad – 500 034

Tel: +91-40-66360610, Fax: +91-40-66833954

E-mail: info@countrycondos.co.in, Website: www.countrycondos.co.in

If undelivered please return to :

COUNTRY CONDO'S LIMITED

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Ground Floor, Amrutha Valley,
Road No.12, Banjara Hills, Hyderabad - 500 034.