

## Letter of Appointment

YELESWARAPU SUBBA RAO

**Address:** 1-4-1008/204, GANDHINAGAR,  
WARD-I CIRCLE VIII HYDERABAD 500080

**Sub:** Appointment as an Independent Director.

We thank you for your confirmation to Country Club Hospitality & Holidays Limited (“the company”) that you meet the “Independence” criteria as envisaged in Section 149 (6) of the Companies Act, 2013 (“the Act”) and Clause 49 of the Listing Agreement (as amended vide circular issued by Securities Exchange Board of India ref no: CIR/CFD/POLICY CELL / 2 /2014 dated April 17, 2014 effective from October 1, 2014) and also for your consenting to hold office as a director of the Company.

Pursuant to your declaration received by the Company and upon recommendation by Nomination and Remuneration committee, we are pleased to inform you the Board has approved your re - appointment as an Independent Director on the Board of the Company subject to the approval of the Shareholders in the 23<sup>rd</sup> Annual General Meeting.

This letter of appointment sets out the terms and conditions covering your appointment which are as follows.

### **Terms of Appointment:**

1. Your appointment as a Non - Executive Independent Director on the Board of Directors of the Company is subject to the provisions of the Companies Act, 2013.
2. In compliance with provisions of section 149 of the Companies Act, 2013, your directorship is not subject to retire by rotation.
3. Your appointment is for a period of 5 years commencing from 30<sup>th</sup> September, 2014 to 29<sup>th</sup> September, 2019.
4. Notwithstanding other provisions of this Letter, the appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or on failure to meet the parameters of independence as defined in section 149(6) or on the occurrence of any event as defined in section 167 of the Companies Act, 2013.
5. Upon termination or upon your resignation for any reason, duly intimated to the Company, you will not be entitled to any compensation for loss of office.
6. As a Non- Executive Independent Director you are expected to bring objectivity and independence on view to the Board's discussions and to help provide the Board with effective Leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate

governance. The Board generally & Audit Committee generally meets at least four times a year. Besides, there is Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee, which is ordinarily convened as per requirement from time to time. You are expected to attend Board and Committee Meetings to which you are appointed and in Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

7. By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations for your role to the satisfaction of the Board.

#### **Status of Appointment:**

1. You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees and/or by way commission as may be decided by the Board from time to time.
2. You will have no entitlement to any bonus during the appointment and no entitlement to participate in any employee stock option scheme operated by the Company or any Group Company.

#### **Evaluation:**

The performance evaluation shall be done by the entire Board of Directors and on the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of your appointment.

#### **Disclosure of Interest:**

Any material interest that a Director may have in any transaction or arrangement that the Company has entered into should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and update our records. A general notice that you are interested in any contract with a particular person, firm or company is acceptable.

#### **Code of Conduct**

During the appointment you are required to comply with regulations as contained in Schedule IV under Companies Act, 2013 along with codes of conduct of the Company as enclosed.

#### **Membership of Committees**

Following are the details of your present memberships of various committees of the Board:

<b>S. No.</b>	<b>Name of the Committee</b>	<b>Designation</b>
1.	Stakeholders Relationship Committee	Chairperson
2.	Nomination & Remuneration Committee	Member
3.	Audit Committee	Chairperson

The Board of Directors may appoint you as a Member/ Chairman of any other Committees apart from those mentioned above, subject to your consent for the same.

Terms of reference or the responsibilities of the Board Committees shall be as specified under Companies Act, 2013 read with Clause 49 of the Listing Agreement (as modified from time to time).

### **Confidentiality**

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

### **Publication of the letter of appointment:**

In line with provision of Clause IV sub clause 6 of Schedule IV, under Companies Act, 2013, the Company will make public the terms and conditions of your appointment.

Please confirm your agreement to the above by signing and returning the enclosed duplicate of this Letter.

### **For M/s. Country Club Hospitality & Holidays Limited**

**Sd/-**

**Y. Siddharth Reddy**  
**Vice-Chairman, JMD & CEO**  
**DIN: 00815456**

I have read and agreed to the above terms regarding my appointment as an Independent Director.

**Sd/-**

**YELESWARAPU SUBBA RAO**  
**DIN: 03030193**