



GOPAL DHANAJI & ASSOCIATES
COMPANY SECRETARIES

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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF COUNTRY CONDO'S LIMITED
(PURSUANT TO REGULATION 24A OF SEBI) LODR, 2015, FOR THE YEAR ENDED 31ST
MARCH, 2023**

We M/s. Gopal Dhanaji & Associates, Company Secretaries, have examined:

- (a) All the documents and records made available to us and explanation provided by Country Condo's Limited ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company under the Review Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company under the Review Period)**



- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company under the Review Period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company under the Review Period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company under the Review Period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- and Circulars / guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<p>Adoption and timely updating of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the 	<p>Yes</p> <p>Yes</p>	

	regulations/circulars/guidelines issued by SEBI		
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	
4.	Disqualification of Director: None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	NA NA	The Listed Entity does not have any Subsidiary Companies. The Listed Entity does not have any Subsidiary Companies.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors	Yes	

	and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.		
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>NA</p>	No such transactions, have been found. For any related party transactions, the listed entity has obtained prior approval of the Audit Committee.
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder except as provided under separate paragraph herein below mentioned as point no. A. at Page No. 7</p>	Yes	
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing/ re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>Yes</p> <p>NA</p> <p>Yes</p>	<p>The auditor has resigned within 45 days from the end of a March 2022 Quarter and the Auditor has issued the Audit report for March 2022 Quarter.</p>
2.	Other conditions relating to resignation of Statutory Auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately</p>	<p>NA</p>	<p>There was no such concern with the management of the listed entity such as non-availability of information / non-cooperation by the management which has hampered the audit process.</p>



	<p>without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>Yes</p> <p>Yes</p> <p>NA</p>	<p>No such event has happened with respect to non-receipt of information.</p>
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>Yes</p>	

(A) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines Including Specific Clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
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The listed entity has complied with all the Compliances for the year ended 31st March, 2023 (From April 2022 to March 2023)

B. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines Including Specific Clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall give prior intimation to stock exchange at least five days in advance (excluding the date of the intimation and date of the meeting), about the meeting of the board of directors in which the financial results viz. quarterly, half	Regulation 29(2) of SEBI (LODR), Regulation 2015	There was an instance of delay in giving prior intimation to stock exchange about the meeting of the board of directors where financial results of half yearly was considered as required under Regulation 29(2) of SEBI (LODR)	BSE & NSE	Fine	1 day delayed fine was levied by both the BSE & NSE	11800	The Listed Entity has delayed by 1 day in giving prior intimation to stock exchange about the meeting of the board of directors where financial results of half yearly was	The listed entity has paid fine to both the BSE & NSE.	The said Non-compliance is now closed.



	yearly, or annual, as the case may be; considered		Regulations for quarter ended September 2021					considered		
2	The listed entity shall file the Corporate Governance Report within 21 days from the end of every quarter.	Regulation 27(2) of the SEBI (LODR) Regulations, 2015	There was an instance of delayed in filing the Corporate Governance Report for the Quarter ended March 2021	BSE & NSE	Fine	6 day delayed fine was levied by both the BSE & NSE	28320	The listed entity has delayed in filing the Corporate Governance Report for the Quarter ended March 2021	The listed entity has paid fine to both the BSE & NSE on June 05, 2021 to both BSE Vide UTR No. 636268013 & NSE Vide UTR No. 636269056	The said Non-compliance now closed
3	The listed entity shall file the Shareholding Pattern Report within 21 days from the end of every quarter.	Regulation 31 of the SEBI (LODR) Regulations, 2015	There was an instance of delayed in filing the Shareholding Pattern Report for the Quarter ended March 2021	BSE & NSE	Fine	7 day delayed fine was levied by both the BSE & NSE	14160	The listed entity has delayed in filing the Shareholding Pattern Report for the Quarter ended March 2021	The listed entity has paid fine to both the BSE & NSE on June 05, 2021 to both BSE Vide UTR No. 636268013 & NSE Vide UTR No. 636269056	The said Non-compliance now closed
4	The listed entity shall file the Investors Grievance Report within	Regulation 13(3) of the SEBI (LODR)	There was an instance of delayed in filing the Investors Grievance	BSE & NSE	Fine	6 day delayed fine was levied by both	5900	The listed entity has delayed in filing the Investors	The listed entity has paid fine to both the BSE & NSE on	The said Non-compliance now



21 days from the end of every quarter.	R) Regulations, 2015	Report for the Quarter ended March 2021			the BSE & NSE		Grievance Report for the Quarter ended March 2021	June 05, 2021 to both BSE Vide UTR No. 636268013 & NSE Vide UTR No. 636269056	clo
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FOR GOPAL DHANAJI & ASSOCIATES
Company Secretaries



Signature
CS. Gopal Biradar Dhanaji
Proprietor
FCS No. 7676; CP No. 8415

UDIN: F007676E000310693
Date: 15th May, 2023
Place: Hyderabad