

Annexure - XI to the Listing Agreement

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER
CLAUSE 49 OF THE LISTING AGREEMENT**

Name of the Company: **M/s. COUNTRY CONDO'S LIMITED**

Quarter ending on: **31ST MARCH, 2015**

| Particulars | Clause of Listing Agreement | Compliance Status Yes / No / N.A. | Remarks |
|---|------------------------------------|--|---|
| II. Board of Directors | 49 (II) | | Constituted as per the provisions of Clause 49II read with the Companies Act, 2013. |
| (A) Composition of Board | 49 (IIA) | Yes | Composition as per the provisions of Clause 49(IIA) read with the Companies Act, 2013 |
| (B) Independent Directors | 49 (IIB) | Yes | Composition as per the provisions of Clause 49(IIB) read with the Companies Act, 2013 |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC) | Yes | No fees / Compensation paid to Non-Executive Directors, including independent Directors. |
| (D) Other provisions as to Board and Committees | 49 (IID) | Yes | Board meetings, memberships or Chairman in committees and the information to be furnished before board meetings are as per the provisions of Clause 49(IID) read with the Companies Act, 2013 |
| (E) Code of Conduct | 49 (IIE) | Yes | Code of Conduct has been laid down by the board as per the provisions of Clause 49(IIE) read with |

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| | | | the provisions of Companies Act, 2013. |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | Whistle Blower Mechanism laid down as per the provisions of Clause 49 (IIF) read with the provisions of the Companies Act, 2013 |
| III. Audit Committee | 49 (III) | | Committee formed as per the provisions of Clause 49(III) read with the provisions of Companies Act, 2013 |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | Members of the audit committee are as per the provisions of Clause 49(IIIA) read with the provisions of Companies Act, 2013 |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | Meetings of the audit committee are conducted as per the provisions of Clause 49(IIIB) read with the provisions of the Companies Act, 2013 |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | The powers of audit committee includes the powers stated under Clause 49(IIIC) read with the provisions of the Companies Act, 2013 |
| (D) Role of Audit Committee | 49 (IIID) | Yes | The role of the audit committee includes the points given under the Clause 49(IIID) read with the provisions of the Companies Act, 2013 |
| (E) Review of Information by | 49 (IIIE) | Yes | The matters reviewed by |

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| Audit Committee | | | audit committee include the information given under Clause 49(III E) read with the provisions of the Companies Act, 2013 |
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | Will be disclosed in the relevant annual report |
| V. Subsidiary Companies | 49 (V) | N.A | The company does not own any subsidiary companies |
| VI. Risk Management | 49 (VI) | N.A | |
| VII. Related Party Transactions | 49 (VII) | N.A | |
| VIII. Disclosures | 49 (VIII) | Yes | The Company has complied with the Disclosures to be made under Clause 49(VIII) |
| (A) Related party transactions | 49 (VIII A) | Yes | Will be disclosed in the relevant annual report |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | N.A | The Company is following prescribed Accounting Standards, so there is no different treatment from prescribed Accounting Standards in the preparation of financial statements. |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | Will be disclosed in the relevant annual report |
| (D) Management | 49 (VIII D) | Yes | Will be disclosed in the relevant annual report |
| (E) Shareholders | 49 (VIII E) | Yes | The company has been complying with all the provisions given under Clause 49(VIII E) |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII F) | N.A | The company has not raised any money through preferential issue / Rights |

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| | | | issue / public issue during the year. |
| IX. CEO/CFO Certification | 49 (IX) | Yes | Will be disclosed in the relevant annual report |
| X. Report on Corporate Governance | 49 (X) | Yes | Will be disclosed in the relevant annual report |
| XI. Compliance | 49 (XI) | Yes | Will be disclosed in the relevant annual report |

For COUNTRY CONDO'S LIMITED

Sd/-

**Y. VARUN REDDY
VICE-CHAIRMAN & DIRECTOR
DIN: 01905757**

**Place : Hyderabad
Date : 06th April, 2015**