

**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: **31<sup>ST</sup> MARCH, 2015**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes / No / N.A.</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	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

			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
<b>III. Audit Committee</b>	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

Audit Committee			audit committee include the information given under Clause 49(III E) read with the provisions of the Companies Act, 2013
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	Will be disclosed in the relevant annual report
<b>V. Subsidiary Companies</b>	49 (V)	N.A	The company does not own any subsidiary companies
<b>VI. Risk Management</b>	49 (VI)	N.A	
<b>VII. Related Party Transactions</b>	49 (VII)	N.A	
<b>VIII. Disclosures</b>	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

			issue / public issue during the year.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Will be disclosed in the relevant annual report
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be disclosed in the relevant annual report
<b>XI. Compliance</b>	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 : 06<sup>th</sup> April, 2015**