

**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: **30<sup>TH</sup> JUNE, 2015**

| <b>Particulars</b>                                      | <b>Clause of Listing Agreement</b> | <b>Compliance Status<br/>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)   |      | 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 : 08<sup>th</sup> July, 2015**