



COUNTRYCONDOS

COUNTRY CONDO'S LIMITED

CIN: L63040TG1987PLC007811

2018-2019

32nd ANNUAL REPORT



COUNTRY CONDO'S LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS/KMP

1	Sri Y. Rajeev Reddy	: Chairman & Director
2	Sri Y. Siddharth Reddy	: Vice-Chairman & Director
3	Sri Y. Varun Reddy	: Vice-Chairman & Director
4	Sri D. Krishna Kumar Raju	: Vice-Chairman & CEO
5	Smt. Y. Manjula Reddy	: Director
6	Sri K. Subramanyam Raju	: Director
7	Sri G. Venkateshwar Rao	: Director
8	Sri S. Bal Reddy	: Director
9	Sri A. VSB Laxmipathi Rao	: Director
10	Sri VK Ramudu	: Director
11	Sri J. Laxmikanth	: Company Secretary
12	Sri Gandhi Upputuri	: Chief Financial Officer

BANKERS:

AXIS Bank Limited
State Bank of India
Andhra Bank
ICICI Bank Limited
Union Bank of India
Bank of India

AUDITORS:

P C N & Associates, Chartered Accountants
Plot No.12, "N Heights"
Ground Floor, Software Layout Unit
Cyberabad, Hyderabad- 500081

REGISTERED OFFICE:

8-2-703, Mahogany Complex,
Ground Floor, Amrutha Valley,
Road No.12, Banjara Hills,
Hyderabad – 500 034
Ph: 91-40-66533618
Email: info@countrycondos.co.in

SHARE TRANSFER AGENTS:

M/s. AARTHI CONSULTANTS PRIVATE LIMITED
1-2-285, Domulguda,
Hyderabad – 500 029
Phone: 91-40-27634445 / 27638111, Fax: 91-40-27632184

Listing at
BSE Limited
National Stock Exchange of India Limited

Book Closure Dates:

23rd September, 2019 to 30th September, 2019 (Both days inclusive)

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of Country Condo's Limited will be held on **Monday, the 30th day of September, 2019 at 11.30 AM** at Crown Villa Gardens, 150, Brigadier Sayeed Road, Opp. Gymkhana Grounds, Secunderabad - 500 003 to transact the following Business:

Ordinary Business:

1. Adoption of Financial Statements:

To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended March 31, 2019, together with the reports of the Board of Directors and Auditors thereon.

2. Appointment of Director:

To appoint a Director in place of Sri Y. Varun Reddy (DIN: 01905757), Director who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. To Re-appoint Sri Y. Rajeev Reddy (DIN: 00115430) as Non-Executive Chairman of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 152, 203 and all other applicable provisions of the Companies Act, 2013, ('the Act') read with Schedule IV to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, approval of the Company be and is hereby accorded to the Re-appointment of Sri Y. Rajeev Reddy (DIN: 00115430) as Non-Executive Chairman of the Company, for a period of 5 (five) years with effect from September 30th, 2019 up to 30th September, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To Re-Appoint Sri G. Venkateshwar Rao (DIN: 02712599) as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Schedule IV to the said Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17

and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Sri G. Venkateshwar Rao (DIN: 02712599), who was appointed as an Independent Director of the Company at the 27th Annual General Meeting of the Company and holds office up to 30th September, 2019 and who being eligible for re-appointment as an Independent Director of the Company has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term up to five consecutive years commencing from 30th September, 2019 up to 30th September, 2024, not liable to retire by rotation.”

5. To Re-Appoint Sri S. Bal Reddy (DIN: 02712623) as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Schedule IV to the said Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Sri S. Bal Reddy (DIN: 02712623), who was appointed as an Independent Director of the Company at the 27th Annual General Meeting of the Company and holds office up to 30th September, 2019 and who being eligible for re-appointment as an Independent Director of the Company has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term up to five consecutive years commencing from 30th September, 2019 up to 30th September, 2024, not liable to retire by rotation.”

6. To Re-Appoint Sri A. VSB Laxmipathi Rao (DIN: 02733596) as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Schedule IV to the said Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Sri A. VSB Laxmipathi

Rao (DIN: 02733596), who was appointed as an Independent Director of the Company at the 27th Annual General Meeting of the Company and holds office up to 30th September, 2019 and who being eligible for re-appointment as an Independent Director of the Company has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term up to five consecutive years commencing from 30th September, 2019 up to 30th September, 2024, not liable to retire by rotation.”

7. To Re-Appoint Sri V K Ramudu (DIN: 02712577) as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Schedule IV to the said Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Sri V K Ramudu (DIN: 02712577), who was appointed as an Independent Director of the Company at the 27th Annual General Meeting of the Company and holds office up to 30th September, 2019 and who being eligible for re-appointment as an Independent Director of the Company has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term up to five consecutive years commencing from 30th September, 2019 up to 30th September, 2024, not liable to retire by rotation.”

**BY ORDER OF THE BOARD OF DIRECTORS
For COUNTRY CONDO'S LIMITED**

**Place : Hyderabad
Date : 13th August, 2019**

**D. KRISHNA KUMAR RAJU
VICE-CHAIRMAN & CEO
DIN: 00115553**

Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
2. A Proxy Form is annexed to this Report. Members/Proxies should bring duly filled attendance slips sent herewith for attending the meeting along with the copies of Annual Reports to the Annual General Meeting. Pursuant to Section 113 of the Companies Act, 2013, Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd September, 2019 to Monday, 30th September, 2019 (both days inclusive).
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses with the Company, physical copies of the Annual Report are being sent by the permitted mode. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
5. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 20th September, 2019, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the CDSL/ RTA for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 A.M. on Friday, 27th September, 2019 and will end at 5.00 P.M. on Sunday, 29th September, 2019. The Company has appointed M/s. Gopal Dhanaji & Associates, Company Secretaries represented by Mr. Gopal Biradar Dhanaji (Membership No. FCS 7676), Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
6. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.



COUNTRY CONDO'S LIMITED

The instructions for shareholders voting electronically are as under:

- (i) The voting period will commence at 9.00 A.M. on Friday, 27th September, 2019 and will end at 5.00 P.M. on Sunday, 29th September, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the

Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
1. The results shall be declared within 48 hours from the conclusion of the AGM. The results along with the Scrutinizer’s Report shall also be placed on the website of the Company.
 2. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / M/s. Aarathi Consultants Private Limited, (Unit: Country Condo’s Limited).
 3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 4. Members holding shares in physical form are requested to notify / send any change in their address to the Company’s Share Transfer Agents, M/s. Aarathi Consultants Private Limited, (Unit: Country Condo’s Limited), 1-2-285, Domalguda, Hyderabad - 500 029, Telangana, or to the Company at its Registered Office with their Folio Number(s) and Members holding shares in dematerialised form are requested to notify/send any changes in their address to the concerned Depository Participant (s).
 5. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip

and hand it over at the registration counter.

6. Members who hold shares in dematerialized form are requested to write their client ID and DP ID. Those who hold shares in physical form are required to write their Folio Number in the Attendance slip for attending the meeting.
7. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
9. A Statement giving the details of the Director (s) seeking re-appointment in the accompanying notice, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 is annexed thereto.
10. The Companies Equity shares are listed at BSE Limited and National Stock Exchange of India and the listing fee for the FY 2019-20 has paid.
11. Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders willing to avail this facility may make nomination in Form SH-13 for initial registration of nomination and Form SH-14 for cancellation and variation of nomination as per Companies Act, 2013 to the Company's R.T.A. This nomination form should be submitted at Registrar and Share Transfer Agent (R. T. A.) as per the address mentioned in the Corporate Governance Report.
12. In terms of the provisions of Section 152 of the Act, Sri Y. Varun Reddy, Vice-Chairman & Director of the Company retire by rotation at the AGM. Nomination and Remuneration Committee and the Board of Directors of the Company commend his appointment. Further Sri Y. Varun Reddy is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Sri Y. Varun Reddy, Vice-Chairman & Director being related to Sri Y. Rajeev Reddy, Smt. Y. Manjula Reddy and Sri Y. Siddharth Reddy may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Saved and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.
13. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, No Resolution is proposed for a Ratification of Appointment of Auditors, who were appointed in the 30th Annual General Meeting held on 28th September, 2017.
14. Details of Directors retiring by rotation / seeking re-appointment at the ensuing Annual General Meeting are provided as Additional Information required to be furnished under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to this Notice.
15. SEBI has decided that Securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in the physical form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act"):

Item No. 3:

In terms of the provisions of Section 152 & Section 203 of the Act, Sri Y. Rajeev Reddy, Chairman & Director of the Company whose office terminates at this 32nd Annual General Meeting on 30.09.2019. Keeping in view the immense contribution made by him to the Company, the Nomination and Remuneration Committee has recommended for the re-appointment of Sri Y. Rajeev Reddy as Non-Executive Chairman & Director of the Company for a further period of 5 years from 30th September, 2019 up to 30th September, 2024.

Board of Directors recommends the Re-appointment of Sri Y. Rajeev Reddy as Non-Executive Chairman of the Company. As per the provisions of the Companies Act 2013, approval of Members in General Meeting is required for the Re-appointment of Sri Y. Rajeev Reddy as Non-Executive Chairman of the Company. A brief profile of Y. Rajeev Reddy, including nature of his expertise, is provided at as Additional Information required to be furnished under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to this Notice of the Annual Report.

Further Sri Y. Rajeev Reddy is interested in the Special Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Sri Y. Rajeev Reddy, Chairman & Director being related to Smt. Y. Manjula Reddy, Sri Y. Varun Reddy, and Sri Y. Siddharth Reddy may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. Saved and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Business set out under Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 of the Notice for the approval of the members.

Item No. 4:

Sri G. Venkateshwar Rao (DIN: 02712599) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to 30th September, 2019 ("first term").

The Board of Directors, on the basis of the Report of Performance evaluation, has recommended re-appointment of Sri G. Venkateshwar Rao as an Independent Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company from 30th September, 2019 up to 30th September, 2024.

The Board, based on the Performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Sri G. Venkateshwar Rao would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Sri G. Venkateshwar Rao as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company from 30th September, 2019 up to 30th September, 2024.

Sri G. Venkateshwar Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received a declaration from Sri G. Venkateshwar Rao that he meets the criteria of Independence as prescribed both under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board Sri G. Venkateshwar Rao fulfils the conditions for appointment as a Independent Director as specified in the Act and Listing Regulations. Sri G. Venkateshwar Rao is Independent of the Management.

Details of Sri G. Venkateshwar Rao, are provided in the Additional Information required to be furnished under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to this

Notice of the Annual Report. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board or other meetings.

Copy of the draft letter of appointment of Sri G. Venkateshwar Rao setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

Sri G. Venkateshwar Rao is interested in the resolution set out at Item No. 4 of the Notice with regard to his Re-appointment. Relatives of Sri G. Venkateshwar Rao may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Saved and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5:

Sri S. Bal Reddy (DIN: 02712623) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to 30th September, 2019 ("first term").

The Board of Directors, on the basis of the Report of Performance evaluation, has recommended re-appointment of Sri S. Bal Reddy as an Independent Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company from 30th September, 2019 up to 30th September, 2024.

The Board, based on the Performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Sri S. Bal Reddy would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Sri S. Bal Reddy as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company from 30th September, 2019 up to 30th September, 2024.

S. Bal Reddy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received a declaration from Sri S. Bal Reddy that he meets the criteria of Independence as prescribed both under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board Sri S. Bal Reddy fulfils the conditions for appointment as a Independent Director as specified in the Act and Listing Regulations. Sri S. Bal Reddy is Independent of the Management.

Details of Sri S. Bal Reddy, are provided in the Additional Information required to be furnished under

Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to this Notice of the Annual Report. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board or other meetings.

Copy of the draft letter of appointment of Sri S. Bal Reddy setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

Sri S. Bal Reddy is interested in the resolution set out at Item No. 5 of the Notice with regard to his Re-appointment. Relatives of Sri S. Bal Reddy may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Saved and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6:

Sri A. VSB Laxmipathi Rao (DIN: 02733596) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to 30th September, 2019 ("first term").

The Board of Directors, on the basis of the Report of Performance evaluation, has recommended re-appointment of Sri A. VSB Laxmipathi Rao as an Independent Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company from 30th September, 2019 up to 30th September, 2024.

The Board, based on the Performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Sri A. VSB Laxmipathi Rao would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Sri A. VSB Laxmipathi Rao as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company from 30th September, 2019 up to 30th September, 2024.

A. VSB Laxmipathi Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received a declaration from Sri A. VSB Laxmipathi Rao that he meets the criteria of Independence as prescribed both under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board Sri A. VSB Laxmipathi Rao fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations. Sri A. VSB Laxmipathi Rao is Independent of the Management.

Details of Sri A. VSB Laxmipathi Rao, are provided in the Additional Information required to be furnished under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to this Notice of the Annual Report. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board or other meetings.

Copy of the draft letter of appointment of Sri A. VSB Laxmipathi Rao setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

Sri A. VSB Laxmipathi Rao is interested in the resolution set out at Item No. 6 of the Notice with regard to his Re-appointment. Relatives of Sri A. VSB Laxmipathi Rao may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Saved and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7:

Sri V K Ramudu (DIN: 02712577) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to 30th September, 2019 ("first term").

The Board of Directors, on the basis of the Report of Performance evaluation, has recommended re-appointment of Sri V K Ramudu as an Independent Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company from 30th September, 2019 up to 30th September, 2024.

The Board, based on the Performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Sri V K Ramudu would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Sri V K Ramudu as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company from 30th September, 2019 up to 30th September, 2024.

V K Ramudu is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received a declaration from Sri V K Ramudu that he meets the criteria of Independence as prescribed both under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board Sri V K Ramudu fulfils the conditions for appointment as a Independent Director



COUNTRY CONDO'S LIMITED

as specified in the Act and Listing Regulations. Sri V K Ramudu is Independent of the Management.

Details of Sri V K Ramudu, are provided in the Additional Information required to be furnished under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to this Notice of the Annual Report. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board or other meetings.

Copy of the draft letter of appointment of Sri V K Ramudu setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

Sri V K Ramudu is interested in the resolution set out at Item No. 7 of the Notice with regard to his Re-appointment. Relatives of Sri V K Ramudu may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Saved and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

**BY ORDER OF THE BOARD OF DIRECTORS
For COUNTRY CONDO'S LIMITED**

**Place : Hyderabad
Date : 13th August, 2019**

**D. KRISHNA KUMAR RAJU
VICE-CHAIRMAN & CEO
DIN: 00115553**



**ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER REGULATION
36 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015:**

**As required under the Listing Agreement, the particulars of Directors
who proposed to be appointed/re-appointed are given below:**

1. Y. VARUN REDDY:

Particulars	Details of Directors seeking appointment/re-appointment
Name of the Director	Sri Y. Varun Reddy
Director Identification Number (DIN)	01905757
Date of Birth	06 th May, 1985
Age	34
Date of Appointment	10 th August, 2009
Qualification	B.A (Eco), B.A (Corporate Communication)
Experience	Vast Experience in Marketing and Corporate Communication
Terms and conditions of appointment	Sri Y. Varun Reddy who retire by rotation at the 32 nd Annual General Meeting and being eligible, offer himself for re-appointment.
Number of Meetings of the Board attended during the year	04
Specific Functional areas	Mr. Y. Varun Reddy as Vice-Chairman & Non- Executive Director is an advisory to the Company in Management, administration, and Marketing.
Directorships in other Listed/public/private Companies	1 Listed Company, 9 Public Companies* & 1 Private Companies.
Membership/chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	10,87,681 Equity Shares of Rs 1/- each consisting of 1.40%
Inter- se Relationship between the Board Members/Manager/ KMP	Sri Y. Varun Reddy is S/o. Sri Y. Rajeev Reddy, Chairman & Director and Smt. Y. Manjula Reddy, Director and Brother of Sri Y. Siddharth Reddy, Vice-Chairman & Director of the Company.

2. Y. RAJEEV REDDY:

Particulars	Details of Directors seeking appointment/re-appointment
Name of the Director	Sri Y. Rajeev Reddy
Director Identification Number (DIN)	00115430
Date of Birth	02 nd October, 1956
Age	62
Date of Appointment	10 th August, 2009
Qualification	B. Com (Hon.,)
Experience	Vast Experience in Leisure and Hospitality Industry
Terms and conditions of appointment	Sri Y. Rajeev Reddy whose office terminates at this 32 nd Annual General Meeting has been re-appointed as Non-Executive Chairman of the Company for further period of 5 Years commencing from 30.09.2019.
Number of Meetings of the Board attended during the year	03
Specific Functional areas	Mr. Y. Rajeev Reddy as Chairman & Director is representing the Company and introducing the Industry globally.
Directorships in other Listed/public/private Companies	1 Listed Company, 8 Public Companies* & 1 Private Companies.
Membership/chairmanship of Committees of the other Boards	NIL

No of Shares held in the Company Inter- se Relationship between the	3,98,55,121 Equity Shares of Rs 1/- each consisting of 51.36%
Board Members/Manager/ KMP	Sri Y. Rajeev Reddy is Husband of Smt Y. Manjula Reddy, Director and Father of Sri Y. Siddharth Reddy, Vice-Chairman & Director and Sri Y. Varun Reddy, Vice-Chairman & Director of the Company.

3. G. VENKATESHWAR RAO:

Particulars	Details of Directors seeking appointment/re-appointment
Name of the Director	Sri G. Venkateshwar Rao
Director Identification Number (DIN)	02712599
Date of Birth	04 th August, 1963
Age	56
Date of Appointment	6 th July, 2009
Qualification	B. A from Osmania University
Experience	Vast Experience in Real Estate Construction & Development of Infrastructure.
Terms and conditions of appointment	Sri G. Venkateshwar Rao whose office terminates at this 32 nd Annual General Meeting has been re-appointed as Independent Director of the Company for further period of 5 Years commencing from 30.09.2019.
Number of Meetings of the Board attended during the year	04
Specific Functional areas	Mr. G. Venkateshwar Rao as Independent Director is also the Chairman of the Audit Committee.
Directorships in other Listed/public/private Companies	NIL
Membership/chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	NIL
Inter- se Relationship between the Board Members/Manager/ KMP	NIL

4. S. BAL REDDY:

Particulars	Details of Directors seeking appointment/re-appointment
Name of the Director	Sri S. Bal Reddy
Director Identification Number (DIN)	02712623
Date of Birth	28 th January, 1964
Age	55
Date of Appointment	6 th July, 2009
Qualification	Under Graduate
Experience	Vast Experience in Real Estate Development.
Terms and conditions of appointment	Sri S. Bal Reddy whose office terminates at this 32 nd Annual General Meeting has been re-appointed as Independent Director of the Company for further period of 5 Years commencing from 30.09.2019.
Number of Meetings of the Board attended during the year	04
Specific Functional areas	Mr. S. Bal Reddy as Independent Director is also the Member of the Audit Committee.
Directorships in other Listed/public/private Companies	NIL
Membership/chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	NIL

Inter- se Relationship between the Board Members/Manager/ KMP	NIL
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5. A. VSB LAXMIPATHI RAO:

Particulars	Details of Directors seeking appointment/re-appointment
Name of the Director	Sri A. VSB Laxmipathi Rao
Director Identification Number (DIN)	02733596
Date of Birth	5 th October, 1955
Age	63
Date of Appointment	6 th July, 2009
Qualification	Under Graduate
Experience	Vast Experience in General Construction activities.
Terms and conditions of appointment	Sri A. VSB Laxmipathi Rao whose office terminates at this 32 nd Annual General Meeting has been re-appointed as Independent Director of the Company for further period of 5 Years commencing from 30.09.2019.
Number of Meetings of the Board attended during the year	03
Specific Functional areas	Mr. A. VSB Laxmipathi Rao as Independent Director is also the Member of the Audit Committee.
Directorships in other Listed/public/private Companies	NIL
Membership/chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	NIL
Inter- se Relationship between the Board Members/Manager/ KMP	NIL

6. V K RAMUDU:

Particulars	Details of Directors seeking appointment/re-appointment
Name of the Director	Sri V K Ramudu
Director Identification Number (DIN)	02712577
Date of Birth	27 th April, 1955
Age	63
Date of Appointment	6 th July, 2009
Qualification	Under Graduate
Experience	Vast Experience in Real Estate Construction & Contracts.
Terms and conditions of appointment	Sri V K Ramudu whose office terminates at this 32 nd Annual General Meeting has been re-appointed as Independent Director of the Company for further period of 5 Years commencing from 30.09.2019.
Number of Meetings of the Board attended during the year	03
Specific Functional areas	Mr. V K Ramudu as Independent Director guides the Company in decision making process
Directorships in other Listed/public/private Companies	NIL
Membership/chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	NIL
Inter- se Relationship between the Board Members/Manager/ KMP	NIL

NOTE: * Private Companies which are Subsidiary of Public Company

Directors' Report

To,
The Members of
M/s. COUNTRY CONDO'S LIMITED

The Directors have pleasure in presenting the 32nd Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2019.

Financial Results

Particulars	(₹ in Lakhs)	
	Year ended 31.03.2019 (12 Months)	Year ended 31.03.2018 (12 Months)
Turnover	2033.09	2381.91
Profit / (Loss)	52.27	65.65
Balance brought forward	289.13	223.48
Balance carried forward	341.40	289.13

Financial Performance of the Company:

The Board would like to inform that the development of the Company's real estate & construction activities Income has been stable and has achieved a Turnover of ₹ 2033.09 Lakhs and has achieved a Profit of ₹ 52.27 Lakhs.

During this year the Company had a Net Profit of ₹ 52.27 Lakhs. The Net Profits of ₹ 52.27 has been transferred to General Reserves to strengthen the Reserves of the Company. Currently the accumulated P&L Account Surplus is ₹ 341.40 Lakhs.

The Board of Directors noted and took on record the report of the business review and analyzed the various options available and suitable in the present circumstances to the Company. The Board decided that it was no longer cost effective to manufacture and produce the goods in the present un-remunerative market conditions with the help of present undertaking. Hence, the Board, after due discussions and deliberations, decided to diversify / proposed to diversify its activities into the area of Hotel & Hospitality, Entertainment, Tourism industry etc.

Number of meetings of the board:

4 (Four) Board Meetings held during the Financial Year 2018-19.

Share Capital:

The Paid-up Share Capital of the Company stands at ₹ 7,75,97,300/- (Rupees Seven Crore Seventy Five Lakh Ninety Seven Thousand Three Hundred Only) as on 31st March, 2019.

The entire Paid-up Share Capital of your Company is listed with both the Stock Exchange(s) namely, M/s. BSE Limited (BSE) and M/s. National Stock Exchange of India Limited (NSE).

Management Discussion and Analysis:

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on the management discussion and analysis is enclosed herewith.



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CONSERVATION OF ENERGY, TECHNICAL ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Additional information as required u/s 134 of the Companies Act, 2013:

Information as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 forming part of Directors Report for the year ended 31st March, 2019.

The information as per Section 134 of the Companies Act, 2013 has to be presented:

A. Conservation of energy

- (i) **The steps taken or impact on conservation of Energy:** The Company is continuously monitoring the consumption of energy and implements wherever necessary the required measures for conserving it.
- (ii) **The Steps taken by the Company for utilising alternate sources of Energy:** NIL
- (iii) **The Capital Investment on energy conservation equipments:** NIL

B. Technology absorption:

- (i) **The efforts made towards technology absorption** : No technology – indigenous or foreign is – involved.
- (ii) **The benefits derived like product Improvement, cost reduction, product Development or import substitution:** : Not applicable
- (iii) **in case of imported technology (imported during the last three years reckoned from the beginning of the Financial year)** : No technology has been imported during the year.
- (a) **The details of technology imported** : Nil
- (b) **The year of import** : Not applicable
- (c) **Whether the technology been fully Absorbed** : Not applicable
- (d) **If not fully absorbed, areas where absorption has not taken place, and the reasons thereof;** : Not applicable
- (iv) **the expenditure incurred on Research and Development.** : Nil

C. Foreign exchange earnings and outgo:

	2018-19	2017-18
Foreign Currency Earnings/Inflow	NIL	NIL
Foreign Currency Expenditure / Outflow	NIL	NIL

Extracts of Annual Return and other disclosures under Companies (Appointment & Remuneration) Rules, 2014

The Extracts of Annual Return in Form No. MGT-9 as per Section 134 (3) (a) of the Companies Act, 2013 read with Rule 8 of Companies Act (Accounts) Rules 2014 and Rule 12 of Companies (Management & Administration) Rules, 2014 is enclosed as Annexure-I and forms part of this report.

**Particulars of Employees:****Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Name of Director	Designation	Remuneration FY 19-18	Remuneration FY 17-18	% of remuneration in 2019 as compared to 2018	Ration of remuneration to MRE
D. Krishna Kumar Raju	Vice-Chairman & CEO	36,00,000	36,00,000	0%	16.67 times
Key Managerial Personnel other than Directors:					
U. Gandhi	Chief Financial Officer	27,00,000	27,00,000	0%	12.05 Times
J. Laxmikanth	Company Secretary	7,18,000	5,94,000	20.88%	3.32 Times

1. The Median Remuneration of the employees of the Company during the financial year was Rs. 2,16,000/- Per Annum.
2. In the financial year, there was no increase in the median remuneration employees.
3. There are 54 permanent Employees on the Rolls of the Company as on 31st March, 2019.
4. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee.
5. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – N.A. and
6. It is hereby confirmed that the remuneration is as per the remuneration policy of the Company.

The remuneration paid to the Key Managerial Personnel of the Company is as per remuneration policy

Particulars of Employees receiving remuneration of Rs.1,02,00,000 or more per annum or Rs.8,50,000/- or more per month are given below:

Information as per Rule 5(2) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Directors are to report that none of the employees were in receipt of remuneration of Rs.1,02,00,000 or more per annum or Rs.8,50,000 or more per month.

Board of Directors:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Sri Y. Varun Reddy (DIN: 01905757), Vice-Chairman & Director of the Company who retire by rotation at the 32nd Annual General Meeting and being eligible, offer himself for re-appointment.

Further Sri Y. Rajeev Reddy (DIN: 00115430), Chairman & Director of the Company whose office terminates at this 32nd Annual General Meeting has been re-appointed as Non-Executive Chairman of the Company for further period of 5 Years commencing from 30.09.2019 up to 30.09.2024.

Further Sri G. Venkateshwar Rao (DIN: 02712599), Independent Director whose office terminates at this 32nd Annual General Meeting has been re-appointed for a second term as Independent Director of the Company for further period of 5 Years commencing from 30.09.2019 up to 30.09.2024 whose office is not liable to retire by rotation.

Further Sri S. Bal Reddy (DIN: 02712623), Independent Director whose office terminates at this 32nd Annual General Meeting has been re-appointed for a second term as Independent Director of the



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Company for further period of 5 Years commencing from 30.09.2019 up to 30.09.2024 whose office is not liable to retire by rotation.

Further Sri A. VSB Laxmipathi Rao (DIN: 02733596), Independent Director whose office terminates at this 32nd Annual General Meeting has been re-appointed for a second term as Independent Director of the Company for further period of 5 Years commencing from 30.09.2019 up to 30.09.2024 whose office is not liable to retire by rotation.

Further Sri V K Ramudu (DIN: 02712577), Independent Director whose office terminates at this 32nd Annual General Meeting has been re-appointed for a second term as Independent Director of the Company for further period of 5 Years commencing from 30.09.2019 up to 30.09.2024 whose office is not liable to retire by rotation.

Statement on Declaration given by Independent Directors under Sub-Section (6) of Section 149 of the Companies Act, 2013:

The Independent Directors have submitted the Declaration of Independence, as required pursuant to Section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in Sub-Section (6) of section 149 of Companies Act, 2013.

Directors' Responsibility Statement:

Pursuant to the requirements under Section 134 of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- (a) that in the preparation of the annual accounts for the Financial year ended 31st March, 2019, the applicable accounting standards have been followed;
- (b) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019, and Profit and Loss Statement of the Company for that period;
- (c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the directors have prepared the annual accounts for the financial year ended 31st March, 2019, on a going concern basis;
- (e) that the directors have laid down internal controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) that the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

Related Party Transactions :

All the related party transactions are entered on arms length basis and are in compliance with the applicable provisions of the Act and the listing agreement. There are no materially significant related party transactions made by the Company during the Financial Year 2018-19 which may have the potential conflict with the interest of the company at large.

Thus disclosure in **Form AOC-2** is not required.

Auditors:

M/s. P C N & Associates Chartered Accountants, were appointed as Statutory Auditor of the Company in 30th Annual General Meeting for Five Consecutive years and shall hold the office until the conclusion of the 35th Annual General Meeting as per section 139 of Companies Act, 2013.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

Types of Committees:

The Company has 3 different Committees, they are:

a) **Audit Committee****Composition of the Audit Committee:**

The Audit Committee for the year was constituted of the following members

Name of the Member	Category
1.Sri G. Venkateshwar Rao, Chairman	} Independent, Non- Executive Directors
2.Sri S. Bal Reddy, Member	
3.Sri A. VSB Laxmipathi Rao, Member	

Mr. J. Laxmikanth, Company Secretary has acted as the Secretary to the Committee.

b) **Nomination & Remuneration Committee**

The Nomination and Remuneration Committee for the year was constituted of the following members:

Name of the Member	Category
1.Sri G. Venkateshwar Rao, Chairman	} Independent, Non- Executive Directors
2.Sri S. Bal Reddy, Member	
3.Sri A. VSB Laxmipathi Rao, Member	

The Company follows a policy on remuneration of directors and other senior managerial personnel's. The Policy is recommended by the Nomination and Remuneration Committee and approved by the Board. More details of the same are given in the Corporate Governance Report.

c) **Stakeholders Relationship Committee**

The Stakeholders Relationship Committee was constituted of the following Directors:

Name of the Member	Category
1.Sri G. Venkateshwar Rao, Chairman	} Independent, Non- Executive Directors
2.Sri S. Bal Reddy, Member	
3.Sri A. VSB Laxmipathi Rao, Member	

Mr. J. Laxmikanth, Company Secretary has acted as the Secretary to the Committee.

Statement pursuant to the Listing Agreement:

The Company's Equity shares are listed at

1. BSE Limited, Mumbai.
2. National Stock Exchange of India Limited, Mumbai.

The Company has paid the Annual Listing Fees to the above Stock Exchanges for the year 2019-20.

Corporate Governance:

As required by Regulation 27 of SEBI, Listing Regulations, a separate section containing the Report on Corporate Governance together with the Certificate on the compliance with the conditions of Corporate Governance issued by the Auditors of the Company is appended hereto and they form part of this Annual Report.

Secretarial Audit Report

The Board of Directors has appointed M/s. Gopal Dhanaji & Associates, Company Secretaries represented by Mr. Gopal Biradar Dhanaji (Membership No. FCS 7676), Practicing Company Secretary, as the Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial year ended 31st March, 2019 in compliance with the provisions of Section 204 of the Companies Act, 2013.

The report of the Secretarial Audit Report by M/s. Gopal Dhanaji & Associates, Company Secretaries represented by Mr. Gopal Biradar Dhanaji, Practicing Company Secretary, in Form MR-3 is enclosed as Annexure – II to this Report.

The report on secretarial audit does not contain any qualification or adverse remark.

Vigil Mechanism/Whistle Blower Policy:

The Board of Directors of the Company has adopted Whistle Blower Policy. This policy is formulated to provide an opportunity to employees and an avenue to raise concerns and to access in good faith the Audit Committee, to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, in case they observe unethical and improper practices or any other wrongful conduct in the Company, to provide necessary safeguards for protection of employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against those employees.

Details of adequacy of internal financial controls

The company has in place adequate internal financial controls with reference to financial statements. In addition, the Company has also Re-appointed M/s. Sankar & Raja, Chartered Accountants as the Internal Auditors of the Company to conduct the regular Internal Audit and place its Report before the Audit Committee. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

Change in the Nature of Business:

There has been no change in the nature of business of the Company during the financial year under review except that the Company has discontinued the Hospitality activity from 1st October, 2018 and has leased out the assets of the division. The Company is presently carrying on only real estate activity.



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The details of significant material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:

No significant or material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future during the year under review.

Fixed Deposits:

The Company has not accepted any public deposits and, as such, no amount on account of principal or interest on public deposits was outstanding on the date of the Balance sheet.

Material changes and Commitments:

There were no material changes and commitments in the business operations of the Company from the Financial Year ended 31st March, 2019 to the date of signing of the Director's Report.

Risk Management Policy :

The Company has policy for identifying risk and established controls to effectively manage the risk. Further the company has laid down various steps to mitigate the identified risk.

Mechanism for Board Evaluation:

Regulations 27 of the SEBI, Listing Regulations states that the board shall monitor and review the board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies act, 2013 states that the performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Directors evaluation was broadly based on the parameters such as understanding of the Company's vision and objective, skills, knowledge and experience, participation and attendance in Board/ Committee meetings; governance and contribution to strategy; interpersonal skills etc.

The Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as evaluation of the working of its Board Committees. A structures questionnaire was prepared covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Culture, execution and performance of specific duties, obligations and governance.

A meeting of the Independent Directors was also held which reviewed the performance of Non-Independent Directors, Chairman and the quality, quantity and timelines of flow of information between the Company management and Board.

Disclosure pertaining to sexual harassment of women at workplace:

During the Financial year ended 31st March, 2019 the Company has neither received any complaints nor there are any pending complaints pertaining to sexual harassment.

Subsidiary Companies:

Pursuant to Section 129(3) of the Companies Act, 2013, Company does not have Subsidiary Company. Thus disclosure in **Form AOC-1** is not required.

Management and Discussion Analysis Report**OVERVIEW:**

The Real Estate Sector is one of the most globally recognized sectors. Its impact on the overall economy has been deepening over the past few years, mainly because of the rising population on the demand side and enhanced government initiatives as an enabler. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

The Indian economy continued to exhibit steady growth and remained among the fastest growing emerging economies, with a focus on the continued implementation of structural and financial sector reforms and efforts to reduce public debt.

The Central Bank continuously eased the monetary policy following recent cuts in interest rates. However, full benefits are yet to be transmitted to the industry, which may lead to increased investments. Strong measures are being implemented to strengthen the country's financial sector (especially banks) through the accelerated resolution of non-performing assets under a simplified bankruptcy framework.

The benefits of recent structural reforms like demonetization, GST and ongoing bank recapitalization would enhance economic stability.

In India, real estate is the second largest employer after agriculture and is slated to grow at 30 percent over the next decade. It is also expected that this sector will incur more non-resident Indian (NRI) investments in both the short term and the long term. Bengaluru is expected to be the most favored property investment destination for NRIs, followed by Ahmedabad, Pune, Hyderabad, Chennai, Goa, Mumbai, Delhi and Dehradun.

Turning to the domestic economy, GDP growth for 2018-19 has been estimated at 6.8%. Gross fixed capital formation growth has declined sharply to 3.6%, after having been previously in the double-digits. Private consumption growth moderated. However, the overall slowdown in growth was cushioned by a large increase in the government's final consumption expenditure.

Reserve Bank of India has estimated GDP growth for 2019-20 at 7% - in the range of 6.4-6.7% in the first half of the fiscal and 7.2-7.5% in the second half of the fiscal.

GLOBAL ECONOMY:

The global real estate market is expected to generate a revenue of USD 4,263.7 billion by 2025, according to a new report by Grand View Research, Inc. due to the increasing demand for housing real estate space, rapid urbanization through migration in search for better amenities etc. Rapid economic development in the developing regions and countries like India, China, and many African countries have enhanced income levels and helped in the real estate market.

According to United Nations, approximately 50% of the population lives in urban areas and this figure is set to reach up to 65% in the forecast period owing to the migration into cities which turn into megacities with bustling urban amenities and lifestyle.



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Global economic activity lost pace in FY'19, reflecting a further slowdown in global trade and manufacturing activity. While economic activity in the US initially strengthened, factory activity and retail sales moderated. Economic activity in the Euro area remained weak due to muted industrial activity and subdued business confidence. Economic activity slowed in a number of emerging market economies as well, including in China.

The strengthening of the US dollar led to weakening gold prices; however, gold prices picked up in May 2019 on escalating trade tensions, reviving its demand as a safe haven asset. Inflation remained below the target in several economies.

INDIAN ECONOMY IN REAL ESTATE:

The Indian real estate sector witnessed a slew of structural transformations led by Real Estate (Regulation and Development) Act, 2016 (RERA), Demonetization and GST. In the near-term, these measures generated sectoral tailwinds, which are expected to increase transparency and confidence in the sector.

According to reports, India's real estate sector is expected to grow to US\$ 1 trillion by 2030, accounting for nearly 13% of the country's GDP. The catalysts for this growth can be attributed to rapid urbanization, increasing emergence of nuclear families and rising household incomes.

The country's commercial realty segment, however, continues to enjoy increased capital flows. The sector also witnessed the advent of new niche markets comprising co-working spaces, warehousing, student housing and senior living.

The launch of Real Estate Investment Trusts (REITs) in India has helped institutionalize the commercial sector, empowering developers to mobilize patient long-term capital to catalyze growth across the coming decade. According to a JLL report, institutional investments during the 2014-2018 period doubled from US\$ 9.4 billion to almost US\$ 20.3 billion compared to the 2009-2013 period.

India's real estate sector is projected to reach \$180 billion by 2020 from \$126 billion in 2015, according to a joint report by CREDAI and JLL. Housing sector is expected to contribute around 11 per cent to India's GDP by 2020. Investment inflows in the housing sector since 2014 have been Rs 590 billion, about 47 per cent of the total invested money in real estate, it said.

India is expected to witness an upward rise in the number of real estate deals in 2019, on the back of policy changes that have made the market more transparent.

Residential Segment

During the last few years, government decisions like demonetization, GST, RERA and the Benami Transactions (Prohibition) Amendment strengthened the end user market, moderating speculation in physical markets.

The Government remains committed to enhance the role of affordable housing, strengthening its Housing for All commitment. In the recent past, this industry segment was encouraged through infrastructure status, refinancing options and tax incentives.



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The year under review was marked by stability, right-sizing and right pricing of new products. Increased transparency and confidence due to recent measures strengthened the home buyer's sentiment. According to reports, this segment grew 76% YOY in terms of units launched in calendar year 2019 and a modest 6% YOY growth in sales.

Market traction could have been better but was impacted by the recent turmoil in the NBFC sector, which caused some stress to cash starved developers. Whilst, the launches and sales there was limited upward movement in realizations and pricing.

Stronger traction was witnessed for completed projects owing to lower risk and non-applicability of GST on completed inventory, enhancing attractiveness.

Office Segment

The country's Commercial realty segment reported strong growth. Capital inflows validated confidence in the country's growth story. As per reports, India's grade A office space offering stood at a substantial 49.26 million square meter (msm) [530 msf] and likely to surpass the previous benchmark of 65.06 msm (700 msf).

India's office space absorption is expected to rise gradually across the near-to-medium term owing to robust economic fundamentals and a positive investor sentiment.

The Commercial Office space is marked by evolving occupier trends, mostly driven by a rise in co-working demand. Co-working spaces no longer address only start-ups and SMEs, rather a substantial demand emanating from large mainstream Corporates. The principal drivers of co-working spaces comprise savings in upfront operational costs and a flexibility in scaling or downsizing requirements. This trend is also helping developers in launching small office spaces and widening the tenant mix. Besides, quality standards in commercial offices are rising, marked by increased safety, sustainability and wellness as demanded by multinational tenants and space owners.

Retail Segment

India's retail industry continues to get progressively organised, moving towards experiential retail where the key to success will be increasingly influenced by competent mall management and a healthy tenant mix.

As per recent JLL reports, the Grade A retail stock is expected to grow to nearly 9.57 msm (103 msf). Delhi-NCR leads commercial realty stock creation, accounting for approximately 32% of the total retail space in India.

Besides, quality-driven malls have been consistently reporting superior occupancy levels and steady growth in trading densities. The changing landscape of the retail segment has prompted the adoption of consumer analytics to decode consumer preferences and enhance the shopping experience.

GOVERNMENT INITIATIVES:

The Government of India along with the governments of the respective states has taken several initiatives to encourage the development in the sector. The Smart City Project, where there is a plan to build 100 smart cities, is a prime opportunity for the real estate companies. Below are some of the other major Government Initiatives:

1. Pradhan Mantri Awas Yojana

Some of the recent reforms and policies taken by the Government of India related to real estate sector include the Pradhan Mantri Awas Yojana (PMAY) with the government sanctioning over 3.1 million houses for the affordable housing segment in urban regions till November 2017. Of this, about 1.6 million houses have been grounded and are at various stages of construction, and about 0.4 million houses have been built under the mission.

2. PPP policy for affordable housing

PPP policy for affordable housing was also announced on 21st September 2017 for affordable housing segment to provide further impetus to the ambitious 'Housing for all by 2022' mission.

3. Real Estate (Regulation & Development) Act, 2016

With the enactment of Real Estate (Regulation & Development) Act, 2016, it is anticipated that accountability would lead to higher growth across the real estate value chain, while compulsory disclosures and registrations would ensure transparency.

4. Goods And Service Tax

New norms stipulated a one-time option to continue with existing slabs (effective rate of 12% for regular and 8% for affordable housing) with input tax credit or switch to new slabs (5% for regular and 1% for affordable housing) without input tax credit for under-construction or ongoing realty projects.

New projects mandatorily have to be in 5% slab for regular segment and 1% slab for affordable segment without any input tax credit. New norms are applicable for residential properties only, while there has been no change for commercial properties.

GROWTH, OPPORTUNITIES AND CHALLENGES:

The year 2019 as we all know has set a new benchmark for the Indian real estate sector. The implementation of demonetisation in November 2016 had the entire economy reeling until the first quarter of 2017 and the realty segment was not pardoned either, with land sales reaching stagnation due to more involvement of cash transactions. However, this eventually helped reduce land prices thereby making the end products more affordable to the consumers. By April 2017, when the markets were looking to stabilise, RERA and GST were announced in succession which again caused some inertia due to confusion among buyers and developers alike, with both awaiting the final set of RERA notifications/legislation from their respective state regulatory bodies.

OPPORTUNITIES:

1. Different Tax Incentives:

New norms stipulated a one-time option to continue with existing slabs (effective rate of 12% for regular and 8% for affordable housing) with input tax credit or switch to new slabs (5% for regular and 1% for affordable housing) without input tax credit for under-construction or ongoing realty projects.

New projects mandatorily have to be in 5% slab for regular segment and 1% slab for affordable segment without any input tax credit. New norms are applicable for residential properties only, while there has been no change

for commercial properties.

2. Past year changes to shape what's to come:

There have been many changes set by the legislature, including RERA and GST which will influence the market in 2019 as well. For both, home buyers and builders, these changes will create a different outlook on how business is done. There were some unavoidable issues for home buyers when it came to investing in under-developed projects, but now with full transparency, home buyers and designers can have a simple business.

3. PMAY to take care of housing for all:

The yearning design of the Prime Minister to construct homes for all by 2022 will definitely get a noteworthy change financially with \$1.3 trillion. This will make 60 million new houses and 2 million occupations throughout the following 4-5 years. Each task is presently getting enrolled under PMAY conspire; the urban real estate segment will see a significant lift in 2019. Affordable housing could rise as the characterizing pattern in 2019.

4. Clean Capital:

Because of the absence of transparency in the area, it was hard to get a spotless capital from monetary foundations. In any case, circumstances are different since RERA and Demonetization have had an impact as there has been an entire change in the process of purchasing and offering of a home. Investors and monetary foundations have opened up the road for clean capital. This unquestionably demonstrates the positive picture in 2019.

CHALLENGES AND THREATS:

1. Job loss in other sectors affect the Indian real estate sector majorly:

People earning in the bracket of Rs. 2 million and Rs. 8 million per annum are the major investors in the Indian real estate sector. They thus make up for a huge portion of the factors responsible in the sector's growth. Most people in this category are employees in IT and other service sector companies. According to IIFL (2017) India's IT and BPO sector employs over 4 million people. However, recently according to many reports, employees working in the middle management of these industries are at a higher risk of job loss due to increased automation and artificial intelligence tools (Money Control, 2019). This affects their ability to purchase a premium or mid-premium house. Thus the issue of job loss has hit the sector directly, and demand for housing will continue to drop (particularly in cities) as a result.

2. Inventory pile-up in the Indian real estate sector:

The pile up has been caused due to a number of reasons like fall in demand, litigation issues, failure to deliver projects on time, poor planning, etc. This has resulted into 2,50,000 units of unsold residential houses in Delhi-NCR alone. Most of the builders consider unsold flats as work in progress but until the property is sold, they have to pay high interest rate. This also delays launch of new projects.

3. Low rental yield from the Indian real estate sector

Rental yields in India is among the lowest in the world at 2.2% (Equity master, 2016). This makes buyers looking for property only as investment somewhat skeptical of purchasing. Also gross rental income in the major cities Mumbai, New Delhi, and Bangalore are quite poor despite a consistent rise in property prices (Shanu, 2016; Singh, 2017). This indicates that real estate in India is overpriced in some locations, making it a dull investment

option. Thus low rental yield is a major challenge for real estate.

4. High interest rate :

While compared to countries such as USA and the UK, India's banks are found to give loans at 7-8% higher rates. Currently the rate of interest hovers around 10% which is 3-4 times higher than the interest rate charged by US banks for purchasing a property (IBEF, 2008). The higher the interest rate the lower the demand for property, causing a ripple effect.

5. Difficulty in getting bank loans and delay in possession:

Home loan seekers commonly face difficulties in procuring a loan from banks and non-banking financial institutions (NBFCs). The top reason is facing rejection of application due to lack of knowledge about documentation and lack of required credit score. Another reason is lack of required sum for down payment on the loan. Furthermore, dilemma in choosing the interest rate, time taken for property evaluation and the lengthy loan disbursement process (Financial Express, 2016). In most cases banks approve loans quickly, they take much longer to disburse the loan. During this period customers are faced with increased costs and waning interest on the property. Despite the launch of friendly mobile applications and instant customer service, this issue remains grave in the financial sector.

RISKS AND CONCERNS:

1. Changing demographics:

Aging and urbanizing populations are changing competitive dynamics and creating new markets in real estate.

2. Pricing uncertainty:

With few transactions taking place in the real estate market, valuations are a problem for existing owners, as well as buyers and sellers.

3. Global economic and market fluctuations:

Due to capital flows and business expansion, the real estate industry has become a truly global industry and, as such, is increasingly susceptible to global market fluctuations.

4. Economic vulnerability and regulatory risks in developing markets:

developing markets are a key focus for global real estate firms but regulatory risk in these markets is constantly changing as authorities seek to jump start economies.

OUTLOOK

2019 is expected to be a year of consolidation of products and services in the sector - with the impacts of all policy initiatives taken in 2019-20 beginning to take shape in the coming year. More joint ventures/joint developments will be the order of the day with financially distressed developers being taken over by larger players and presenting the industry with a fresh line up of competitors. Completion of existing projects will be prioritized over launching new ones, hence, 2019 looks promising for a good supply of houses across major Indian markets. In order to achieve this, developers will be remodeling their business processes to streamline delivery and allied services, without stretching themselves too much in terms of debt or scope of work.



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The Government's efforts to boost "affordable housing" by conferring "infrastructure status" to this segment and announcing various tax incentives will continue to attract more prominent developers to realign their products to compete in this category. The Union Cabinet's decision to increase the carpet area of affordable units to 120 sq.m and 150 sq.m for MIG-I (income category 6-12 Lakhs per annum) and MIG-II (income category of 12-18 Lakhs per annum) segments respectively, coupled with an interest subsidy of upto 4%, will benefit both buyers and sellers as options increase for the former and inventories are cleared for the latter. Affordable housing will therefore become an important segment in every developer's portfolio in 2019. Developers could also be focusing on their niche expertise in the new year, specializing in the various segments of real estate, e.g., plotted developments, residential projects, townships, and commercial spaces; and hence, specialist service providers could be emerging in each of these categories.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an adequate internal control system, corresponding with the size and nature of its business. The system of internal control is supported by documented policies, guidelines and procedures to monitor business and operational performance which are aimed at ensuring business integrity and promoting operational efficiency.

The Company has an Internal Auditor who oversees the entire internal audit function. However, given the size of its operations in terms of nature of its business, it also uses services of independent audit firms to conduct periodic internal audits in line with an audit plan that is drawn at the beginning of the year. This audit plan, prepared by the Internal Auditor, is approved by the Audit Committee and the Board of Directors.

Internal audit reports are placed periodically before the Audit Committee of the Board of Directors, which reviews the adequacy and effectiveness of the internal control systems and suggests improvements for strengthening them.

SEGMENT WISE PERFORMANCE:

The Company is primarily engaged only in the business of sale of Plots under Real Estate Segment and the Hospitality Services to its Mysore Road Club located at Bengaluru in India has been stop with effect from 1st October, 2018. As such, the Company operates only in a single segment namely Real Estate Segment and Hospitality Segment has been discontinued and was carried out till half year only.

As per the Indian Accounting Standard 108 on Segment Reporting, the Board would like to inform that under the real estate segment total Revenue was Rs. 1915.82 Lakhs only & Hospitality segment total Revenue was Rs. 117.27 Lakhs only. The Total Profit Before Tax for the Company was Rs. 75.51 Lakhs only & Total Profit After Tax for the Company was Rs. 52.27 Lakhs only.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE OF THE COMPANY:

The Company achieved a turnover of Rs. 2033.09 Lakhs only and The Total Profit Before Tax for the Company was Rs. 75.51 Lakhs only & Total Profit After Tax for the Company was Rs. 52.27 Lakhs only.

HUMAN RESOURCE



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Given the highly specialized nature of the Company's business and the large number of locations where it operates, attracting and nurturing the right talent is at the core of your Company's strategy for success and growth. Accordingly, the HR function is organised into three key areas: customer acquisition, resort operations and corporate functions. During the year, focus was on building capabilities through a structured approach to drive the Company's performance. This encompassed implementing changes across all components of the HR function: recruitment, employee engagement, reward and recognition, skill upgrading, talent management, organisational culture and employee relations. The Company organizes a TOP GUN training program where promising young employees are trained to become next level managers. There are 54 permanent Employees on the Rolls of the Company as on 31st March, 2019.

PERSONNEL

Presently the Company enjoys cordial relations with employees and believes that human resources are invaluable asset. The Board wishes to place on record its appreciation to all employees for their efforts and co-operation for the performance and growth of business during the year.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

There were no fresh loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

The details of the existing Guarantees are given below:

a) The Company has given the Corporate Guaranty to Vijaya Bank, Bank of India and Union Bank of India in respect of Term Loan availed by M/s. Country Club Hospitality & Holidays Limited.

The details of the Property given as Collateral securities are as follows.

Company's Immovable property situated at No.20/1-524, Sy No: 20/1, Geddanahalli, Attibele Hobli, Anekal Taluk, Bangalore District Pin-562107.

b) The Company has given the Corporate Guaranty to Central Bank Of India in respect of Term Loan availed by M/s. Country Club Hospitality & Holidays Limited.

The details of the Property given as Collateral securities are as follows.

Company's Immovable Property Situated at Sy No:101/3,102/3,103/1,103/2 & 103/17, Kumbalgodu, Kengeri Hobli beside Mc.dowell Unit near Mysore Road under BBMP, Bangalore.

ACKNOWLEDGMENTS

Your Directors thank the Company's customers, vendors, investors, business associates, bankers and other agencies for their support to the Company.

We wish to place on record our appreciation for the untiring efforts and contributions made by the employees at all levels to ensure that the Company continues to grow and excel.

Finally your Directors record their deep sense of gratitude to all the shareholders for the abundant confidence reposed in the Board of Directors.

**For and on behalf of the Board
For COUNTRY CONDO'S LIMITED**

**Place : Hyderabad
Date : 13th August, 2019**

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

**D. KRISHNA KUMAR RAJU
VICE-CHAIRMAN & CEO
DIN: 00115553**

**ANNEXURES TO DIRECTORS' REPORT
Annexure-I**

EXTRACT OF ANNUAL RETURN (MGT-9) as on the financial year ended on 31st March 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I.REGISTRATION AND OTHER DETAILS

- i) CIN : L63040TG1987PLC007811
- ii) Registration Date : 25.09.1987
- iii) Name of the Company : Country Condo's Limited
- iv) Category / Sub-Category of the Company : Company limited by Shares & Indian Non Government Company
- v) Address : 8-2-703, Mahogany Complex, Ground Floor, Amrutha Valley, Road No.12, Banjara Hills, Hyderabad-500034
- vi) Whether listed company Yes / No : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Aarathi Consultants Private Limited
1-2-285, Domalguda, Hyderabad,Telangana- 500 029
040-27638111, 27634445

II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	Real Estate Services	6810	94.23%
2.	Hospitality Services	5510	5.77%

III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NA

No. of Companies for which information is being filled: **NIL**

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS PERCENTAGE OF TOTAL EQUITY)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2018)				No. of Shares held at the end of the year (As on 31-03-2019)				% Change during the year
	S.No.	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	
A. Promoters									
(1) Indian									
a.Individual/HUF	41946222	0	41946222	54.06	41946222	0	41946222	54.06	0
b.Central Govt	0	0	0	0	0	0	0	0	0
c.State Govt (s)	0	0	0	0	0	0	0	0	0
d.Bodies Corp.	0	0	0	0	0	0	0	0	0
e.Banks / FI	0	0	0	0	0	0	0	0	0
f.Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	41946222	0	41946222	54.06	41946222	0	41946222	54.06	0

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(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	41946222	0	41946222	54.06	41946222	0	41946222	54.06	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	
c) Central Govt	0	0	0	0.00	0	0	0	0.00	
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	
g) FIs	0	0	0	0.00	0	0	0	0.00	
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	
2. Non-Institutions									
a) Bodies Corp.	853948	7500	861448	1.11	769739	7500	777239	1.00	(0.11)
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	17465647	5973544	23439191	30.21	17651698	5889204	23540902	30.34	0.13
ii) Individual shareholders holding share capital in excess of Rs 2 lakh	9728256	0	9728256	12.54	9733027	0	9733027	12.54	0.00
c) Others									
i) NRI's	360037	1004800	1364837	1.76	347269	993300	1340569	1.73	(0.03)
ii) Clearing Members	257346	0	257346	0.33	259341	0	259341	0.33	0.00
Sub-total (B)(2):-	28665234	6985844	35651078	45.94	28761074	6890004	35651078	45.94	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	28665234	6985844	35651078	45.94	28761074	6890004	35651078	45.94	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	70524356	7072944	77597300	100	70707296	6890004	77597300	100	0.00



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B. Shareholding of Promoters & Promoters Group:

S.No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2018)			Shareholding at the end of the year (As on 31-03-2019)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Y. Rajeev Reddy	39855121	51.36	0.00	39855121	51.36	0.00	0.00
2	Y. Manjula Reddy	8700	0.01	0.00	8700	0.01	0.00	0.00
3	Y. Siddharth Reddy	988920	1.27	0.00	988920	1.27	0.00	0.00
4	Y. Varun Reddy	1087681	1.40	0.00	1087681	1.40	0.00	0.00
5	Y. Nikhila Reddy	5800	0.01	0.00	5800	0.01	0.00	0.00
	Total	41946222	54.06	0.00	41946222	54.06	0.00	0.00

C. Change in Promoters' Shareholding:

S.No.	Shareholding at the beginning of the year (As on 01-04-2018)		Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)		
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1.	At the beginning of the year	41946222	54.06	41946222	54.06
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat 99 equity etc):	NIL	NIL	NIL	NIL
3.	At the End of the year	41946222	54.06	41946222	54.06

D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SHAREHOLDING AT THE BEGINNING OF THE YEAR (As on 01-04-2018)				SHAREHOLDING AT THE END OF THE YEAR (As on 31-03-2019)			
S. No.	Name	No. of shares	% of total shares of the company	S. No.	Name	No. of shares	% of total shares of the company
1.	Venkata Vara Prasad Pasumarthy	1320893	1.70	1.	Venkata Vara Prasad Pasumarthy	1320893	1.70
2.	Kambampati Naga Venkata Bhagya Lakshmi Anjani Baby	821656	1.06	2.	Kambampati Naga Venkata Bhagya Lakshmi Anjani Baby	821656	1.06
3.	Gandra Saroja	760673	0.98	3.	Gandra Saroja	760673	0.98
4.	Gandra Srinivasa Reddy	582049	0.75	4.	Gandra Srinivasa Reddy	582049	0.75
5.	Santosh Sharma	500000	0.64	5.	Santosh Sharma	500000	0.64
6.	Suneetha Margani	486378	0.63	6.	Suneetha Margani	486378	0.63
7.	RI Swamy Namburi	396750	0.51	7.	RI Swamy Namburi	396750	0.51
8.	D Kavitha	321123	0.41	8.	D Kavitha	321123	0.41
9.	Ratna Srinivas Thondepu	314600	0.41	9.	Ratna Srinivas Thondepu	314600	0.41
10.	Puneet Jain	297000	0.38	10.	Surender Bhadana	301771	0.39

E. Shareholding of Directors and Key Managerial Personnel:

S.No.	Name	Shareholding at the beginning of the year (As on 01-04-2018)		Shareholding at the end of the year (As on 31-03-2019)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Shri Y. Rajeev Reddy	39855121	51.36	39855121	51.36



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2	Shri Y. Siddharth Reddy	988920	1.27	988920	1.27
3	Shri Y. Varun Reddy	1087681	1.40	1087681	1.40
4	Shri D. Krishna Kumar Raju	3410246	4.39	3410246	4.39
5	Smt Y. Manjula Reddy	8700	0.01	8700	0.01
6	Shri Vanarasi Kodanda Ramudu	0	0.00	0	0.00
7	Shri Samreddy Bal Reddy	0	0.00	0	0.00
8	Shri Godha Venkateshwar Rao	0	0.00	0	0.00
9	Shri Athmuri Vsb Laxmipathi Rao	0	0.00	0	0.00
10	Shri. K. Subramanyam Raju	0	0.00	0	0.00
11	Shri Laxmikanth Jakhotia (Company Secretary)	0	0.00	0	0.00
12	Shri Gandhi Upputuri (CFO)	0	0.00	0	0.00

F. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	28,32,280	1,10,00,000	-	1,38,32,280
ii) Interest due but not paid	-	74,250	-	74,250
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	28,32,280	1,10,74,250	-	1,39,06,530
Change in Indebtedness during the financial year				
• Addition	15,00,000	-	-	15,00,000
• Reduction	12,36,165	32,50,003	-	44,86,168
Net Change	2,63,835	(32,50,003)	-	(29,86,168)
Indebtedness at the end of the financial year				
i) Principal Amount	30,96,115	78,24,247	-	1,09,20,362
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	30,96,115	78,24,247	-	1,09,20,362

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Shri Y. Rajeev Reddy	Shri Y. Siddharth Reddy	Shri Y. Varun Reddy	Sri. D. Krishna Kumar Raju	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	39,60,000	39,60,000
2.	Stock Option	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	39,60,000	39,60,000
	Ceiling as per the Act					



COUNTRY CONDO'S LIMITED

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Smt. Y. Manjula Reddy	Shri Godha Venkateshwar Rao	Shri K. Subramanyam Raju	Shri Samreddy Bal Reddy	Shri Vanarasi Kodanda Ramudu	Shri Athmuri VSB Laxmipathi Rao	
1.	Independent Directors •Fee for attending board / committee meetings •Commission •Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2.	Other Non-Executive Directors •Fee for attending board / committee meeting •Commission •Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act							

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	7,18,000	27,00,000	34,18,000
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total (A)	7,18,000	27,00,000	34,18,000

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief description	Details of penalty/ punishment/ compounding fees imposed	Authority (RD/NCLT /COURT)	Appeal made, if any (give details)
A.COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B.DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C.OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

ANNEXURES TO DIRECTORS' REPORT
Annexure-II

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year Ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Member's
M/S. COUNTRY CONDO'S LIMITED
CIN: L63040TG1987PLC007811
8-2-703, Mahogany Complex, Ground Floor
Amrutha Valley, Road No.12, Banjara Hills
Hyderabad – 500034, Telangana State, India

We have been appointed by the board of directors of **M/s. Country Condo's Limited**, (Herein after called as "company") to conduct Secretarial Audit for the Financial Year of the Company ended on 31st March, 2019.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Management Responsibility for Secretarial Compliances

The Company Management is responsible for preparation and maintenance of secretarial records and for devising proper system to ensure compliances with the provisions of applicable laws and regulations.

Secretarial Auditor's Responsibility

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's Management is adequate and appropriate for us to provide a basis of our opinion.

Opinion

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 & Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

Further we report that books, papers, minute books, forms and returns filed and other records maintained



COUNTRY CONDO'S LIMITED

by M/s. Country Condo's Limited, ('the Company') for the financial year ended on 31.03.2019 according to the provisions of:

- (i) The Companies Act, 2013 (the acts) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: - Not Applicable-
- (v) The following Regulations and Guidelines prescribed. under the Securities and Exchange board of India Act, 1992 (SEBI Act):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable-**
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008 - **Not Applicable-**
 - g) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act, and dealing with client:
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, Rule 2009. - **Not Applicable-** And
 - l) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. - **Not Applicable-**
- (vi) Complied with the following laws applicable to the Company.
 - A. The Payment of Wages Act, 1936
 - B. The Minimum Wages Act, 1948
 - C. Employees' State Insurance Act, 1948
 - D. The Employees' Provident Fund And Misc. Provisions Act, 1952
 - E. The Payment of Bonus Act, 1965
 - F. The Payment of Gratuity Act, 1972
 - G. The Maternity Benefit Act, 1961
 - H. Income Tax Act 1961
 - I. Karnataka State Value Added Tax Act
 - J. Goods & Service Tax Act, 2016

We have examined the registers, records and documents of the Company for the period commencing from 1st April, 2018 to 31st March, 2019 for compliances of provisions.

Based on our examination and verification of the registers, records and documents produced to us and according to the information and explanations given to us by the Company, We report that the Company has, in our opinion, complied with the provisions of the Act/ New Act and the Rules made thereunder and with the Memorandum and Articles of Association of the Company with regard to:

- (a) Maintenance of various statutory registers and documents and making necessary entries therein;
- (b) Closure of the Register of Members;
- (c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and Central Government;
- (d) Service of documents by the Company on its Members and the Registrar of Companies;
- (e) Notice of Meetings of the Board and Committees thereof;
- (f) Minutes of the meetings of the Board and Committees thereof including passing of resolutions by circulation;
- (g) Notice convening the 31st Annual General Meeting held on 29th September, 2018;
- (h) Minutes of General Meetings;
- (i) Approvals of the Members, the Board of Directors, the Committees of Directors and government authorities, wherever required;
- (j) Constitution of the Board of Directors/Committee(s) of Directors and appointment, retirement and re-appointment of Directors including the Managing Director and Executive Directors;
- (k) Payment of remuneration to the Directors including the Managing Director and Executive Directors;
- (l) Appointment and remuneration of Statutory Auditors;
- (m) Transfer and transmission of the Company's shares, issue and allotment of shares and issue and delivery of certificate(s) of shares;
- (n) Creation, Modification and Satisfaction of Charges, if any, registered with the Registrar of Companies;
- (o) Form of balance sheet as prescribed under Part I of Schedule VI to the Act and requirements as to Profit & Loss Account as per Part II of the said Schedule;
- (p) Contracts, common seal, registered office and publication of name of the Company; and
- (q) Generally, all other applicable provisions of the Act /the New Act and the Rules made thereunder.

We further report that:

- (a) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debentures holdings and directorships in other companies and interest in other entities;
- (b) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Share Dealing Code and Code of Conduct of the Company;
- (c) The Company has obtained all necessary approvals under the various provisions of the Act/ New Act;
- (d) There was no prosecution initiated against or show cause notice received by the Company and no fines or penalties were imposed on the Company during the year under review under the Companies Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against the Company, its Directors and Officers.

We further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Bye-laws framed under that Act by the depositories with regard to Dematerialisation / Rematerialisation of securities and reconciliation of records of dematerialised securities with the securities issued by the Company.

For and on behalf of
Gopal Dhanaji & Associates, Company Secretaries

Gopal Biradar Dhanaji
Proprietor
FCS No. 7676
C. O. P # 8415

Place : Hyderabad
Date : 13th August, 2019



ANNEXURE – “A” TO DIRECTORS REPORT- CORPORATE GOVERNANCE
(Pursuant to Regulation 34(3) & 53(f) of the SEBI
(Listing Obligations & Disclosure Requirements) Regulations, 2015

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

“Corporate governance is concerned with holding the balance between economic and social goals and between individual and communal goals. The governance framework is there to encourage the efficient use of resources and equally to require accountability for the stewardship of those resources. The aim is to align as nearly as possible the interests of individuals, corporations and society.” (Sir Adrian Cadbury, UK, Commission Report: Corporate Governance 1992).

Country Condo's Limited believes that good governance is essential to achieve long term corporate goals and enhance stakeholders' value. Thus the Company's philosophy on Corporate Governance aims at attaining the highest level of transparency, accountability towards its stakeholders, including shareholders, employees, the Government and lenders and to maximize returns to shareholders through creation of wealth on sustainable basis, compliance of laws in all facets of operations leading to best standards of Corporate Governance. The Company believes that good ethics make good business sense and our business practices are set keeping with this spirit.

The Company endeavors to achieve optimum performance at all levels of management by adhering to good corporate governance practices, namely, the following:

- a) Fair and transparent business practices.
- b) Effective management control by Board.
- c) Adequate representation of Promoter, Executive and Independent Directors on the Board.
- d) Monitoring of executive performance by the Board.
- e) Compliance of Laws.
- f) Transparent and timely disclosure of financial and management information

2. BOARD OF DIRECTORS:

a) The Company has 10 Directors with a Non-Executive Chairman. Out of 10 Directors, 9 are Non-Executive of which 5 are Independent Directors. The composition of the Board is in conformity regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges and meets the stipulated requirements. Non-Executive Directors bring independent views and judgment in the decision making process of the Board.

b) None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 Companies across all the Companies in which he/She is a Director. The Directors have made necessary disclosures regarding Committee positions in other public companies as on 31st March, 2019.

c) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorships do not include Alternate Directorships, Section 8 Companies of the Companies Act, 2013 and of Companies incorporated outside India.

d) In accordance with Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships / Chairmanships of only the Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Shareholders' / Investors' Grievance Committee in all Public Limited Companies (excluding Country Condo's Limited) have been considered.



COUNTRY CONDO'S LIMITED

e) 4 Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

30th May, 2018, 13th August, 2018, 13th November, 2018, and 13th February, 2019.

Name of the Director	Category	No. of Other Director-ships	No. of Memberships / Chairmanships of Board Committees in other Companies	No. of Board Meetings attended	Whether attended last AGM
Y. Rajeev Reddy	Chairman & Director	9 Public Companies & 1 Private Companies	Nil	3	Yes
Y. Siddharth Reddy	Vice-Chairman & Director	9 Public Companies & 1 Private Companies	1	4	Yes
Y. Varun Reddy	Vice-Chairman & Director	10 Public Companies & 1 Private Company	Nil	4	Yes
D. Krishna Kumar Raju	Vice-Chairman & CEO	4 Private Company	Nil	4	Yes
Y. Manjula Reddy	Non-Executive Director	8 Public Companies & 1 Private Companies	Nil	3	No
G. Venkateshwar Rao	Independent Non-Executive	Nil	Nil	4	Yes
A. VSB Laxmipathi Rao	Independent Non-Executive	Nil	Nil	4	Yes
A. VSB Laxmipathi Rao	Independent Non-Executive	Nil	Nil	3	Yes
VK Ramudu	Independent Non-Executive	Nil	Nil	3	Yes
K. Subramanyam Raju	Independent Non-Executive	Nil	NIL	4	Yes

f) None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

g) Disclosure of relationships between inter-se:

S. No	Name of the Director	Relationship
1	Y. Siddharth Reddy	Son of Y. Rajeev Reddy (Chairman & Managing Director)
2	Y. Varun Reddy	Son of Y. Rajeev Reddy (Chairman & Managing Director)
3	Y Manjula Reddy	Wife of Y. Rajeev Reddy (Chairman & Director)

h) Details of familiarization programmes imparted to independent Directors :
www.countryclubindia.net

i) Information available to the Board of Directors:

The Board of Directors of the Company are aware of all the day to day happenings of the Company, and are involved in each and every small decisions to keep the Company safe from any troubles. Following are the minimum information, from which the Board is regularly updated:

- Annual operating plans and budgets, capital budgets and updates.
- Quarterly results of our operating divisions or business segments.
- Minutes of meetings of audit, nomination & remuneration, risk management and investor grievance committees as well as abstracts of circular resolutions passed.
- General notices of interest received from directors.



- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of the CFO and Company Secretary.
- Materially important litigation's, show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents, dangerous occurrences, and material effluent or pollution problems.
- Any materially relevant defaults in financial obligations to and by us.
- Any issue that involves possible public or product liability claims of a substantial nature.
- Details of joint ventures, acquisitions of companies or collaboration agreements.
- Transactions that involve substantial payments towards goodwill, brand equity or intellectual property.
- Any significant development on the human resources aspects.
- Sale of material nature, of investments and assets, which are not in the normal course of business.
- Details of foreign exchange exposure and the steps taken by the Management to limit risks of adverse exchange rate movement.
- Non-compliance of any regulatory, statutory or listing requirements, as well as shareholder services such as delays in share transfer.

j. Code of Conduct:

In pursuance to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Code of Conduct for all Board Members and Senior Management personnel of the Company. The Code of Conduct has been made available on our website, www.countrycondos.co.in. All the members of the Board and Senior Management Personnel have affirmed their compliance with the Code of Conduct. A declaration regarding the Code of Conduct's Compliances has been given at the end of the Corporate Governance Report, signed by the Vice-Chairman & CEO.

3. AUDIT COMMITTEE:

The Audit Committee supports the Board in meeting its responsibilities in relation to the integrity of the Group's financial statements and associated announcements, the adequacy of internal control and risk management systems and the appointment and work of the internal and external auditors.

The Audit Committee acts as a link between the Statutory and Internal Auditors and Board of Directors. It addresses itself to matters pertaining to adequacy, accuracy and reliability of financial statements, adequacy of provisioning of liabilities, sound working capital management analysis, time and cost overruns in implementation of projection opportunities. The Committee also looks into adequacy, transparency and time.

The terms of reference of the Audit Committee are in conformity with the requirements of Section 177 of the Act and Regulation 18 of SEBI Listing Regulations.

a) Composition of the Audit Committee:

The Audit Committee for the year was constituted of the following members:

S. No	Name of the Member	Category
1	Sri G. Venkateshwar Rao, Chairman	Independent Directors
2	Sri S. Bal Reddy, Member	Independent Directors
3	Sri A. VSB Laxmipathi Rao, Member	Independent Directors

Mr. J. Laxmikanth, Company Secretary has acted as the Secretary to the Committee.

b) Attendance of Members at the Audit Committee Meetings:

During the year, Four Audit Committee Meetings were held for approval of unaudited / audited financial results on 30th May, 2018, 13th August, 2018, 13th November, 2018, and 13th February, 2019. Following are the attendance of each member in the Audit Committee Meetings:

Name of the Director	No. of Meetings	
	Held	Attended
Sri G. Venkateshwar Rao	4	4
Sri S. Bal Reddy	4	4
Sri A. VSB Laxmipathi Rao	4	3

The previous Annual General Meeting of the Company was held on 29th September, 2018 & Sri G. Venkateshwar Rao, Chairman of the Audit Committee, attended previous AGM.

c) Powers of the Audit Committee:

The Board of Directors of the company has delegated the following powers to the Audit Committee, in pursuance with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

d) Role of Audit Committee:

In current scenario, the Audit Committee plays a vital role for ensuring proper compliance and keeping the accurate financial data towards the Shareholders of the Company, for preventing the Company from scams. Therefore, to ensure the true and fair view of the Financial Information of the Company, the Audit Committee has properly complied its role as mentioned in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e) Review of information by Audit Committee:

Following information has been regularly reviewed by the Audit Committee in their meetings:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

4. Nomination and Remuneration Committee:

The role of Nomination and Remuneration Committee is to decide and fix the remuneration payable to the Managing Directors / Whole-time Directors / Key Managerial Personnel of the Company.

However, the remuneration of the Key Managerial Personnel is subject to approval of the Board and

Managing Directors / Whole-time Directors is subject to approval of the board and the Company in General Meeting and such approvals as may be necessary.

a) The Nomination and Remuneration Committee for the year was constituted of the following members:

S. No	Name of the Member	Category	Designation
1	Sri G. Venkateshwar Rao	Independent, Non-Executive	Chairman
2	Sri S. Bal Reddy	Independent, Non-Executive	Member
3	Sri A. VSB Laxmipathi Rao	Independent, Non-Executive	Member

The Nomination and Remuneration Committee shall function in accordance with the terms of reference made by the Board of Directors, which are given as follows:

To fix the remuneration packages of Executive Directors i.e., Managing Directors and Whole-time Directors, etc., and Key Managerial Personnel.

To decide on the elements of remuneration package of all the Directors i.e., Salary, Benefits, Bonus, Stock Options, Pensions, etc.,

No meeting of Nomination and Remuneration Committee held during the year 2018-19.

REMUNERATION OF DIRECTORS:

Details of remuneration to the Directors for the year:

Name of the Director	Relationship with other Directors	Business relationship with other Directors	Loans and advances from the Company	Remuneration paid during the Financial Year			
				Sitting Fee	Salary	Commis-ssion	Total
Sri D. Krishna Kumar Raju	None	Director Vice-Chairman and CEO	Nil	NA	36,00,000	Nil	36,00,000

Apart from the above mentioned Director, None of the Other Non-Executive and Independent Directors has drawn any Remuneration or Sitting Fees during the Financial Year 2018-2019.

Performance evaluation criteria:

One of the key functions of Nomination & Remuneration Committee is to evaluate the performance of executive/ Non-Executive Independent Directors. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship with stakeholders, Company performance and strategy, and the effectiveness of the whole Board and its various committees. Feedback

on each director is encouraged to be provided as part of the survey.

The Nomination and Remuneration Policy of the Company can be accessed at the Company's website at the link www.countrycondos.co.in

Notes:

- a) The Company has not issued any Stock options.
- b) There were no service contracts/Agreements with our Directors.
- c) None of our Directors is eligible for severance pay.
- d) The terms and conditions with regard to appointments Managing Directors and Executive Directors are contained in the respective resolutions passed by the Board or Members in their respective meetings. There is no severance fees.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Brief Description of the terms of reference:

The terms of reference of the Stakeholder Relationship Committee are extensive covering the mandatory requirements under Regulation 20(4) read with Part D of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, which includes attending and resolving investors' grievances / complaints of security holders included but not limited to the matters pertaining to transfer of shares, issue of duplicate share certificates, non-receipt of annual report and non-receipt of declared dividend, etc.

The Stakeholder Relationship Committee consists of the following Independent & Non Executive Directors:

S. No	Name of the Director	Category	Designation
1	Sri G. Venkateshwar Rao	Independent, Non-Executive	Chairman
2	Sri S. Bal Reddy	Independent, Non-Executive	Member
3	Sri A. VSB Laxmipathi Rao	Independent, Non-Executive	Member

Sri J. Laxmikanth, Company Secretary is the Compliance Officer of the Company.

The Company did not received any Investor Grievances during the year 2018 – 2019 hence, No complaints were outstanding as on 31st March, 2019.

The Complaints had been attended to within seven days from the date of receipt of the complaint, as communicated by our Registers and Share Transfer Agents, M/s. Aarthi Consultants Private Limited.

6. DETAILS OF GENERAL BODY MEETINGS:

Location and time of the last 3 Years AGM's (Annual General Meetings):

GM & YEAR	Venue	Date & Time	SPECIAL RESOLUTIONS PASSED
31 st AGM 2017-2018	Crown Villa Gardens, 150, Brigadier Sayeed Road, Opp. Gymkhana Grounds, Secunderabad - 500 003	29-09-2018 11.30 A.M	No Special Resolutions were passed



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30 th AGM 2016-2017	Crown Villa Gardens, 150, Brigadier Sayeed Road, Opp. Gymkhana Grounds, Secunderabad - 500 003	28-09-2017 11.30 A.M	No Special Resolutions were passed
29 th AGM 2015-2016	Crown Villa Gardens, 150, Brigadier Sayeed Road, Opp. Gymkhana Grounds, Secunderabad - 500 003	30-09-2016 11.30 A.M	Re-appointment of Sri D. Krishna Kumar Raju (DIN: 00115553) as Vice-Chairman & CEO

No Resolutions were passed through Postal Ballot during the financial year 2018-19

7. Disclosures:

- A. Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, the directors or the management's, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large. The transaction with the related parties is mentioned under Notes to Accounts forming part of Balance sheet in the Annual Report of the Company. None of the transaction with the related parties is in conflict with the interest of the Company.
- B. Details of non-compliance by the Company, penalties, Strictures imposed on the Company by stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: **NIL**
- C. Details of compliance with mandatory requirements and adoption of non-mandatory requirements of this clause.
Your Company complied with all the mandatory requirements of the Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of these compliances are given in the relevant sections of this Report.
- D. The Board of Directors of the Company had adopted the Whistle Blower Policy. Employees can report the Management concerned unethical behavior, act suspected fraud or violation of the Company's Code of Conduct policy. None of the personnel has been denied access to the audit Committee.
- E. The Company has submitted the compliance report on corporate governance to the stock exchanges where the company's shares are listed with in the stipulated time.
- F. CEO and CFO Certificate:

Sri D. Krishna Kumar Raju, Vice Chairman & CEO of the Company and Sri U. Gandhi, Chief Financial Officer have given a Certificate to the Board of Directors as contemplated in Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is disclosed at the end of this Report.

8. NOTES ON DIRECTORS APPOINTMENT/RE-APPOINTMENT:

Relevant details are given as additional information forming part of the notice of the Annual General Meeting/Director's Report.

9. MEANS OF COMMUNICATIONS:

As per SEBI Listing Regulations, the Company's Quarterly, Half-yearly and Annual Results are published in Business Standard in English and Nava Telangana in Telugu Newspapers. The Annual Report and other communication are sent to the shareholders through Electronic Mails to those shareholders whose Email



COUNTRY CONDO'S LIMITED

Id's are registered with their Depository Participant / RTA / Company or through Courier / Post and soft copies of 32nd Annual Report containing its Balance sheet, Profit & Loss Account, Notes to Balance sheet, Notice and Report of Director's and Auditors thereon to all those shareholders who have registered their email address with their Depository Participants for the said purpose and all future communications to shareholders would also be sent in electronic form as well to their respective email address registered with their Depository Participants. Your Company has responded the Green Initiative taken by the Ministry of Corporate Affairs for saving our Environment.

As per SEBI Listing Regulations, the Un-audited Financial Results on quarterly basis and Statement of Assets and Liabilities on Half-yearly basis and the Audited Annual Results of the Company on yearly basis are also displayed on the Company's Website: www.countrycondos.co.in The website also displays the Shareholding Pattern of the Company as required under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on a quarterly basis and Corporate Governance Report as required under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on a quarterly basis.

10. MANAGEMENT DISCUSSIONS AND ANALYSIS

The Management Discussion and Analysis (MD&A) is being forms part of the Directors Report.

Statement pursuant to Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

The Company's Equity Shares are currently listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and the Company has paid the Annual Listing Fees of all the Stock Exchanges where its Shares are listed for the Financial Year 2019-2020.

11. GENERAL SHARE HOLDER INFORMATION:

i) Annual General Meeting		
Date	30 th September, 2019	
Time	11.30 A.M	
Venue	Crown Villa Gardens, 150, Brigadier Sayeed Road, Opp. Gymkhana Grounds, Secunderabad - 500 003	
ii) Financial Calendar	1 st April to 31 st March	
iii) Date of book closure	23 rd September, 2019 to 30 th September, 2019 (both days inclusive)	
iv) Dividend payment date(s)	NIL	
v) Listing on Stock Exchanges	1. BSE Limited (BSE) 2. National Stock Exchange of India Limited (NSE)	
(VI) Stock Details	Scrip Code	Scrip ID
Bombay Stock Exchange Ltd	531624	COUNCODOS
National Stock Exchange of India Limited	COUNCODOS	
Dematerialization of Securities	ISIN: INE 695 B01025	

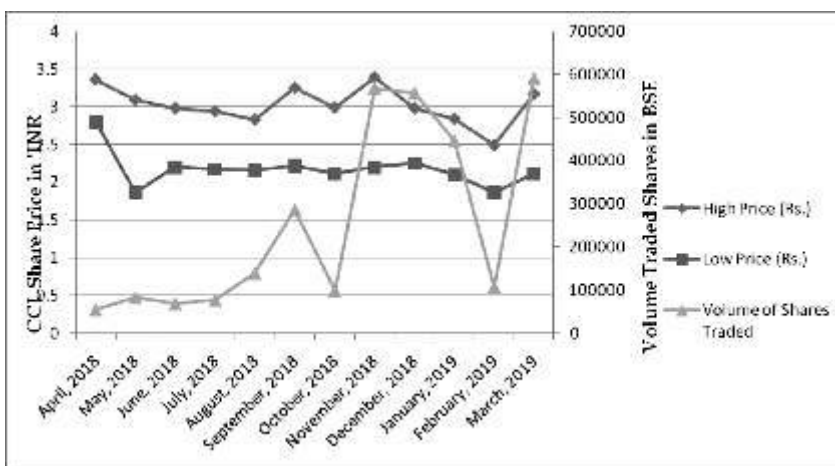
(VII) MARKET PRICE DATE HIGH AND LOW DURING EACH MONTH IN THE LAST FINANCIAL YEAR:

a) Company's shares are being traded on BSE the high and low prices during each month are given below:



COUNTRY CONDO'S LIMITED

Month	Bombay Stock Exchange Limited		
	High Price (Rs.)	Low Price (Rs.)	Volume of Shares Traded
April, 2018	3.36	2.8	54875
May, 2018	3.09	1.86	83018
June, 2018	2.98	2.2	68488
July, 2018	2.94	2.17	77512
August, 2018	2.83	2.16	138809
September, 2018	3.25	2.22	286822
October, 2018	2.99	2.11	99128
November, 2018	3.39	2.20	568356
December, 2018	2.98	2.25	557232
January, 2019	2.84	2.1	446872
February, 2019	2.49	1.86	107916
March, 2019	3.17	2.11	591727

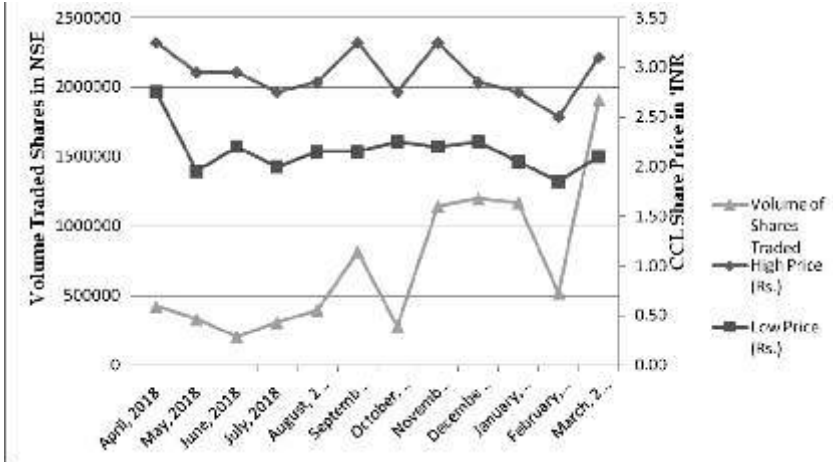


b) Company's shares are being traded on NSE the high and low prices during each month are given below:

Month	National Stock Exchange of India Limited		
	High Price (Rs.)	Low Price (Rs.)	Volume of Shares Traded
April, 2018	3.25	2.75	423505
May, 2018	2.95	1.95	331010
June, 2018	2.95	2.2	204209
July, 2018	2.75	2.00	307230
August, 2018	2.85	2.15	395152
September, 2018	3.25	2.15	814905
October, 2018	2.75	2.25	280766
November, 2018	3.25	2.2	1141122
December, 2018	2.85	2.25	1196388
January, 2019	2.75	2.05	1167516
February, 2019	2.50	1.85	518124
March, 2019	3.10	2.1	1907805

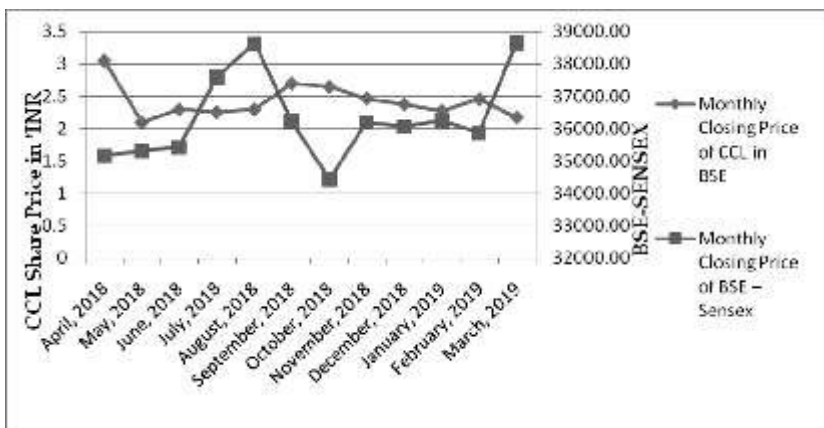


COUNTRY CONDO'S LIMITED



c) Stock Performance in comparison to broad based indices such as BSE Senses:

Month	Monthly Closing Price of CCL in BSE	Monthly Closing Price of BSE – Sensex
April, 2018	3.05	35160.36
May, 2018	2.1	35322.38
June, 2018	2.3	35423.48
July, 2018	2.26	37606.58
August, 2018	2.3	38645.07
September, 2018	2.7	36227.14
October, 2018	2.65	34442.05
November, 2018	2.47	36194.3
December, 2018	2.38	36068.33
January, 2019	2.28	36256.69
February, 2019	2.46	35867.44
March, 2019	2.18	38672.91

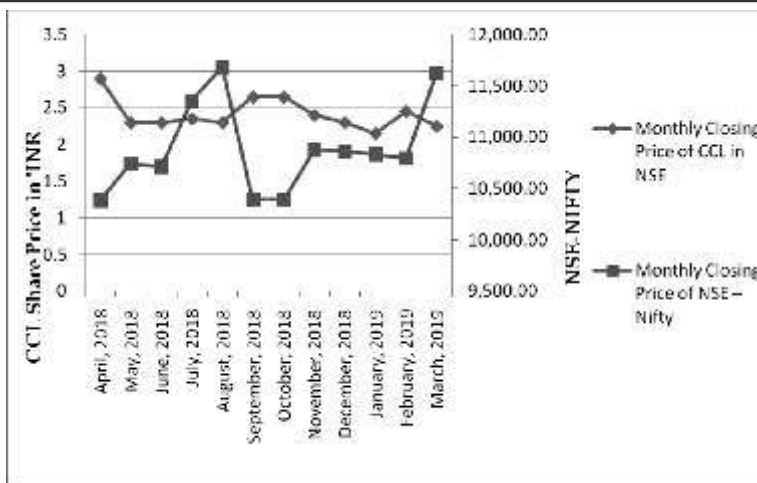




COUNTRY CONDO'S LIMITED

d) Stock Performance in comparison to broad based indices such as NSE Nifty:

Month	Monthly Closing Price of CCL in NSE	Monthly Closing Price of NSE – Nifty
April, 2018	2.9	10,379.35
May, 2018	2.3	10,736.15
June, 2018	2.3	10,714.30
July, 2018	2.35	11,356.50
August, 2018	2.3	11,680.50
September, 2018	2.65	10,390.45
October, 2018	2.65	10,386.60
November, 2018	2.4	10,876.75
December, 2018	2.3	10,862.55
January, 2019	2.15	10,830.95
February, 2019	2.45	10,792.50
March, 2019	2.25	11,623.90



(VIII) Stock Performance in Comparison The Share Price of the Company has been moving to Broad-based indices such as BSE with the trend of the indices Sensex, CRISIL Index, BZX 200, Nifty etc..

(IX) Registrar & Transfer Agent:

M/s. Aarathi Consultants Private Limited
 1-2-285, Domalguda, Hyderabad - 500 029
 Ph: 040 2763 8111; 040 2763 4445
 Fax: 040 2763 2184
Website: www.aarathiconsultants.com
Email: info@aarathiconsultants.com

(X) Share Transfer System Documents will be accepted at:

M/s. Aarathi Consultants Private Limited
 1-2-285, Domalguda, Hyderabad - 500 029
 Ph: 040 2763 8111; 040 2763 4445
 Fax: 040 2763 2184
Website: www.aarathiconsultants.com
Email: info@aarathiconsultants.com



COUNTRY CONDO'S LIMITED

Pursuant to the guidelines issued by the Securities and Exchange Board of India, vide circular number D&CC/FITTC/CIR-15/2002 dated 27.12.2002 regarding "Appointment of Common Agency for Share Registry Work", the Board of Directors have appointed M/s. Aarathi Consultants Private Limited, as Share Transfer Agents.

The Shares of the Company are in physical form and electronic form. As regards, transfer of shares held in physical form, the transfer documents can be lodged with M/s. Aarathi Consultants Private Limited at above-mentioned address. The R & T Agent process the Physical Share Transfers and the Share Certificates are returned to the Shareholder with in a maximum period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects. All share transfers are approved by the Share Transfer Committee. As regards, the transfer of shares in demat form is done through the Depositories without involvement of the Company.

Pursuant to the Securities and Exchange Board of India, vide circular number MRD/DoP/Cir-05/2009 dated 20.05.2009, it is mandatory to furnish PAN particulars for registration of physical share transfer requests. Therefore investors are requested to send the PAN particulars along with the share transfer deeds for effecting the Physical Share Transfer.

As per the guidelines issued by the Securities and Exchange Board of India, the R & T Agent is also offering transfer-cum-Demat facility, wherein after the share transfer is affected an option letter containing the details of the shares transferred is sent to the transferee. Any transferee who wishes to demat the shares may approach the Depository Participant along with a duly filled Demat Request Form, who shall, on the basis of the option letter, generate a demat request and send the same to the R & T Agent. On receipt, the R & T Agent confirms the request.

Any transferee not intending to dematerialize his/her shares need not exercise the option and the R & T Agent shall dispatch the Share Certificate after 15 days from the date of the option letter.

All requests for Dematerialization of Shares are processed and the confirmation is given to the respective depositories, i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), within 15 days of receipt.

(XI) Distribution of Shareholding as on 31-03-2019

No. of Shares Slab	No. of Shareholders		Total No. of Shares & Amount		
	Total No. of Holders	Holders %	Total No. of Holders	Total No. of Amount	Amount %
1 - 5000	8399	88.98	9134651	9134651	11.77
5001 - 10000	592	6.27	4275084	4275084	5.51
10001 - 20000	258	2.73	3667328	3667328	4.73
20001 - 30000	70	0.74	1806612	1806612	2.33
30001 - 40000	21	0.22	743511	743511	0.96
40001 - 50000	24	0.25	1086544	1086544	1.40
50001 - 100000	46	0.49	3362319	3362319	4.33
100001 & Above	29	0.31	53521251	53521251	68.97
Total:	9439	100.00	77597300	77597300	100.00



COUNTRY CONDO'S LIMITED

(XII) According to the categories of Shareholding as on 31-03-2019

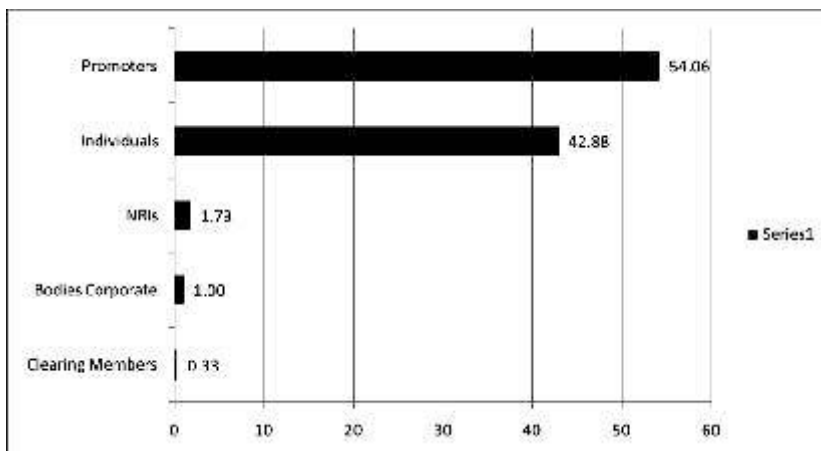
	Category	No. of Shares held	%of shareholding
(A)	Shareholding of Promoter and Promoter Group:		
(1)	Indian		
a.	Individuals/Hindu Undivided Family	41946222	54.06
b.	Central Government/State Government	---	---
c.	Bodies Corporate	---	---
d.	Financial Institutions / Banks	---	---
	Others:	---	---
e.	Mutual funds	---	---
f.	Trusts	---	---
	Sub-Total (A)(1)	41946222	54.06
(2)	Foreign		
a.	Individuals (Non- Residents Individuals / Foreign Individuals)	---	---
b.	Bodies Corporate	---	---
c.	Institutions	---	---
	Others:	---	---
d.	Overseas Corporate Bodies	---	---
	Sub-Total (A)(2)	000	000
	Total Shareholding of Promoter and Promoter Group A = (A)(1)+ (A)(2)	41946222	54.06
(B)	Public Shareholding		
(1)	Institutions		
a.	Mutual funds / UTI	---	---
b.	Financial Institutions / Banks	---	---
c.	Central Government/State Government	---	---
d.	Venture Capital Funds	---	---
e.	Insurance Companies	---	---
f.	Foreign Institutional Investors	---	---
g.	Foreign Venture Capital Investors	---	---
	Others:	---	---
h.	Foreign Companies	---	---
	Sub-Total (B)(1)	000	000
(2)	Non- Institutions		
a.	Bodies Corporate	777239	1.00
b.	Individuals		
	i). Individual Shareholders holding Nominal Share Capital upto Rs. 2 Lakh	23540902	30.34
	ii). Individual Shareholders holding Nominal Share Capital in excess of Rs. 2 Lakh	9733027	12.54
	Others:		
c.	Non- Residents Individuals	1340569	1.73
d.	Overseas Corporate Bodies	---	---
e.	Trusts	—	—



COUNTRY CONDO'S LIMITED

f.	Employees	---	---
g.	Clearing Members	259341	0.33
	Sub-Total (B)(2)	35651078	45.94
	Total Public Shareholding B = (B)(1) + (B)(2)	35651078	45.94
	TOTAL (A+B)	77597300	100.00
(C)	Shares held by Custodians and against Depositories Receipts have been issued	---	---
	GRAND TOTAL (A+B+C)	77597300	100.00

Graph representing the Shareholding Pattern as on 31 March 2019:

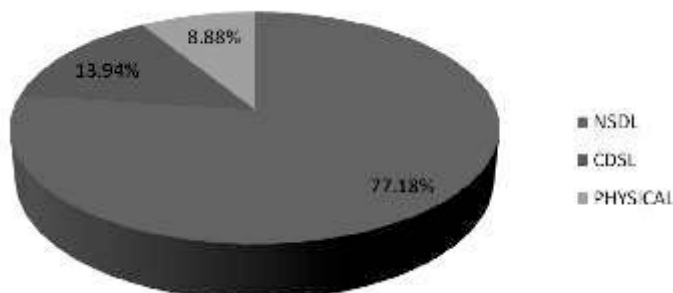


(XIII) Dematerialization of shares & liquidity

The trading in Company's shares is permitted only on dematerialized form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the Company has enlisted its shares with both the Depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

(XIV) Share Dematerialization Records:

70707296 Shares representing 91.12% of the Company's total equity share capital were held in dematerialized form of which 77.18% was held in National Securities Depository Limited (NSDL) and 13.94% was held in Central Depository Services (India) Limited (CDSL) as on 31st March, 2019.





COUNTRY CONDO'S LIMITED

The Company's shares are listed and eligible to trade on the above-mentioned Stock Exchanges in electronic form.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **ISIN: INE 695 B01025**

(XV) Outstanding GDRs /ADRs / Warrants or any Convertible instruments, conversation date and likely impact on equity

During the year the Company has not issued GDR's / ADR's / Warrants / FCCB's or any other Convertible Instruments.

(XVI) Reconciliation of Share Capital Audit:

M/s. Gopal Dhanaji & Associates, Company Secretaries represented by Mr. Gopal Biradar Dhanaji (Membership No. FCS 7676), Practicing Company Secretary, conducts the Reconciliation of Share Capital Audit of the Company every Quarter for a limited purpose of reconciliation of the total admitted capital with both the depositories (NSDL & CDSL) and the total issued and listed capital. The Quarterly Reconciliation of Share Capital Audit Report which were placed before the Board of Directors were also send in time to all the Stock Exchanges where the Company Shares are Listed.

(XVII) Plant Locations: Not Applicable

(XVIII) Address for Correspondence: # 8-2-703, Mahogany Complex,
Ground Floor, Amrutha Valley,
Road No.12, Banjara Hills,
Hyderabad – 500 034
Ph: 040-66533618
Email: info@countrycondos.co.in
countrycondos@gmail.com

(XIX) Depository Services

For guidance on Depository Services, Shareholders may write to the Company or to the respective Depositories:

L .r - M şnni kRdbt qştdr Cdonr İsnq Kİ İsdC Trade World, 4th Floor, Kamala Mills Compound Senapati Bapat Marg, Lower Parel Mumbai – 400 013 Tel : 091-022-24972964-70 Fax : 091-022-24972993-24976351 Email : info@nsdl.co.in	L .r - Bdmsq kCdonr İs qş Rdqutbdr 'İİrc İ (Kİ İsdC Phiroze Jeejeebhoy Towers 28th Floor, Dalal Street Mumbai – 400 023 Tel : 091-022-22723333 Fax : 091-022-22723199 Email : investors@cDSLindia.com
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(XX) Nomination Facility:

Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders willing to avail this facility may make nomination in Form SH-13 for initial registration of nomination and Form SH-14 for cancellation and variation of nomination as per Companies Act, 2013 to the Company's R&TA. This nomination form should be submitted at Registrar and Share Transfer Agent (R. T. A.) as per the address mentioned in the Corporate Governance Report.



COUNTRY CONDO'S LIMITED

(XXI) Company's Policy on Prevention of Insider Trading:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and in connection with your Company's efforts to enhance the standards of corporate governance in the Company, and to strictly monitor and prevent insider trading within the Company, your Company has appointed Sri Laxmikanth Jakhotia, Company Secretary as the Compliance Officer for this purpose. The code is applicable to all such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism. The code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them.

DISCLOSURES:

- During the year under review, the Company had not entered into any material transaction with any of its related parties which may have potential conflict with the interest of the company at large.
- During last three years no penalties, strictures imposed on the Company by the Stock Exchange (s) or the Board or any statutory authority on any matter related to capital markets.
- The Board of Directors of the Company had adopted the Whistle Blower Policy. Employees can report the Management concerned unethical behavior, act suspected fraud or violation of the Company's Code of Conduct policy. None of the personnel has been denied access to the audit Committee.

THE DISCLOSURES OF THE COMPLIANCE WITH MANDATORY REQUIREMENTS AND COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:

Regulation	Particulars of Regulation	Compliance Status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination & Remuneration Committee	Yes
20	Stakeholder Relationship Committee	Yes
21	Risk Management Committee	Not applicable
22	Vigil Mechanism	Yes
23	Related Party Transaction	Yes
24	Corporate Governance Requirements with respect to subsidiary of listed entity.	Yes
25	Obligation with respect to independent Directors.	Yes
26	Obligations with respect to Directors and senior management.	Yes
27	Other Corporate Governance Requirements	Yes
46(2) (b) to (i)	Website	Yes

a) The policy on related party transactions can be accessed on the Company website at www.countrycondos.co.in

b) The Company is not carrying on any commodity business and has also not undertaken any hedging activities, hence the same are not applicable to the Company.

**BY ORDER OF THE BOARD OF DIRECTORS
For COUNTRY CONDO'S LIMITED**

Place : Hyderabad
Date : 13th August, 2019

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

**D. KRISHNA KUMAR RAJU
VICE-CHAIRMAN & CEO
DIN: 00115553**

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT
PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

I, Y. Rajeev Reddy, Chairman & Director of Country Condo's Limited hereby declare that all the Board members and senior managerial personnel have affirmed for the year ended 31st March, 2019 compliance with the code of conduct of the Company laid down for them.

**Place: Hyderabad
Date: 13th August, 2019**

**Y. Rajeev Reddy
Chairman & Director
DIN: 00115430**

Certificate by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

I, D. Krishna Kumar Raju, Vice- Chairman & CEO and U. Gandhi, Chief Financial Officer of Country Condo's Limited certify:

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2019 and to the best of our knowledge and belief;
 - These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - These statements present a true and fair view of the Company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.
2. That there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's code of conduct;
3. That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies; and
4. That we have informed the Auditors and the Audit Committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) There are no instances of significant fraud of which we have become aware.

Place: Hyderabad
Date: 30th May, 2019

D. KRISHNA KUMAR RAJU
VICE-CHAIRMAN & CEO
DIN: 00115553

U. GANDHI
CHIEF FINANCIAL OFFICER

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

**To
The Members,
COUNTRY CONDO'S LIMITED
Hyderabad**

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance condition of Corporate Governance of M/s Country Condo's Limited ("the Company") for the year ended 31st March, 2019 as stipulated in Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C & D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('the Listing Regulations') ('applicable criteria') of the said Company with the Stock Exchanges. This Certificate is required by the Company for annual submission to the Stock Exchange and to be sent to the shareholders of the Company.

The compliance of the conditions of the Corporate Governance is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

The management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of the Corporate Governance as stipulated in the Listing Regulations, issued by the SEBI.

Our examination, conducted in the manner described in the guidance note on "Certification of Corporate Governance" issued by the Institute of Chartered Accountants of India was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For P C N & Associates
Chartered Accountants
FRN : 016016S**

**Chandra Babu M
Partner
M.No : 227849**

**Place: Hyderabad
Date: 30th May, 2019**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF COUNTRY CONDO'S LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of M/s COUNTRY CONDO'S LIMITED ("the Company"), which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



COUNTRY CONDO'S LIMITED

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in: (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the IndAS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:



COUNTRY CONDO'S LIMITED

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have pending litigations which would have impact on its financial position.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For P C N& Associates.,
Chartered Accountants
FRN : 016016S**

**Chandra Babu .M
Partner
M.No : 227849**

**Place: Hyderabad
Date : 30-05-2019**



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of M/s COUNTRY CONDO’S LIMITED of even date

Report on the Internal Financial Controls over Financial Reporting under Clause (i) Of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of M/s COUNTRY CONDO’S LIMITED (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act , 2013 , to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the

transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For P C N & Associates.,
Chartered Accountants
FRN : 016016S**

**Chandra Babu .M
Partner
M.No : 227849**

**Place: Hyderabad
Date : 30-05-2019**



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of COUNTRY CONDO'S LIMITED of even date

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the title deeds of immovable properties, they are held in the name of the company.
- ii. The physical verification of inventory has been conducted at reasonable intervals by the management during the year and no material discrepancies were noticed on such verification.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said order are not applicable to the company.
- iv. The company has not made any investments or granted any loans to the parties covered under section 185 and 186 of the Companies Act, 2013. The company has provided Corporate Guarantee for which the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Custom Duty, Goods and Services Tax and other material statutory dues, as applicable, with the appropriate authorities in India.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
 - (c) According to the information and explanation given to us and based on the records of the company examined by us, there are no dues of Income Tax, Goods and Service Tax and Customs Duty which have not been deposited as at March 31, 2019 on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. The



COUNTRY CONDO'S LIMITED

- Company has not issued any debentures.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The Company has not made any preferential allotment of private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For P C N & Associates.,
Chartered Accountants
FRN : 016016S**

**Chandra Babu .M
Partner
M.No : 227849**

**Place: Hyderabad
Date : 30-05-2019**

COUNTRY CONDO'S LIMITED
Balance Sheet as at 31st March, 2019

(Amount in ₹)

Particulars		Note No	As at 31-03-2019	As at 31-03-2018
ASSETS				
1 Non-current assets				
(a) Property, Plant and Equipment	1	5,08,91,727	5,09,44,156	
2 Current assets				
(a) Inventories	2	14,31,80,885	13,12,98,039	
(b) Financial Assets				
(i) Cash and Cash equivalents	3	2,88,95,604	2,74,84,084	
(c) Other current assets	4	4,52,80,594	6,05,99,211	
Total		26,82,48,810	27,03,25,490	
EQUITY AND LIABILITIES				
1 Equity				
(a) Equity Share Capital	5	7,75,97,300	7,75,97,300	
(b) Other Equity	6	10,70,57,503	10,18,30,543	
LIABILITIES				
2 Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	7	1,09,20,362	1,39,06,530	
(b) Deferred tax liabilities (Net)	8	23,27,211	23,34,545	
3 Current Liabilities				
(a) Financial Liabilities				
(i) Trade Payables	9	15,53,642	29,91,914	
(b) Other current liabilities	10	6,87,92,792	7,16,64,658	
Total		26,82,48,810	27,03,25,490	

Summary of Significant Accounting Policies
 The accompanying Notes are an Integral Part of the Financial Statements
 AS PER OUR REPORT OF EVEN DATE

for P C N & Associates
 Chartered Accountants
 FRN:016016S

For COUNTRY CONDO'S LIMITED

Chandra Babu. M
 Partner
 M.No.227849

Y. Rajeev Reddy
 Chairman & Director
 DIN. 00115430

D. Krishna Kumar Raju
 Vice Chairman & CEO
 DIN. 00115553

Place: Hyderabad
 Date :30-05-2019

U. Gandhi
 Chief Financial Officer

Laxmikanth Jakhotia
 Company Secretary

COUNTRY CONDO'S LIMITED
Statement of Profit and Loss for the Period Ended 31st March, 2019

(Amount in ₹)

Particulars		Note No	For the Year Ended	
			31-03-2019	31-03-2018
I	(a) Revenue From Operations	11	20,33,08,723	23,81,90,913
	(b) Other Income	12	6,66,303	-
	Total Revenue (a+b)		20,39,75,026	23,81,90,913
II	Expenses			
	(a) Cost of materials consumed	13	34,11,712	71,20,144
	(b) Purchase of Land / Development	14	14,18,36,815	17,98,26,775
	(c) (Increase)/ Decrease in inventories	15	(1,19,79,000)	(2,86,30,991)
	(d) Employee benefit expense	16	2,83,07,360	3,07,60,699
	(e) Other Expenses	17	3,05,03,691	3,68,98,998
	(f) Finance Cost	18	11,68,224	5,40,801
	(g) Depreciation	1	31,75,548	29,36,752
	Total Expenses		19,64,24,350	22,94,53,178
III	Profit/(Loss) before Exceptional Items and Tax (I-II)		75,50,676	87,37,735
IV	Exceptional Items		-	-
V	Profit/ (Loss) before tax (III-IV)		75,50,676	87,37,735
VI	Tax expense:			
	(1) Current Tax		23,31,050	25,44,405
	(2) Deferred tax		(7,334)	(3,71,088)
VII	Net Profit/(Loss) after Tax (V-VI)		52,26,960	65,64,418
VIII	Other Comprehensive Income (net of tax)		-	-
IX	Total Comprehensive Income (VII+VIII) (comprising Profit/(Loss) and other Comprehensive Income)		52,26,960	65,64,418
X	Paid-up Equity Share Capital (Face Value: Rs.1 per share)		7,75,97,300	7,75,97,300
XI	Earning per equity share:(Refer Note No.20)			
	(1) Basic		0.07	0.08
	(2) Diluted		0.07	0.08

Summary of Significant Accounting Policies

The accompanying Notes are an Integral Part of the Financial Statements
AS PER OUR REPORT OF EVEN DATE

for P C N & Associates

Chartered Accountants
FRN:016016S

Chandra Babu. M

Partner
M.No.227849

Place: Hyderabad
Date :30-05-2019

For COUNTRY CONDO'S LIMITED

Y. Rajeev Reddy
Chairman & Director
DIN. 00115430

U. Gandhi
Chief Financial Officer

D. Krishna Kumar Raju
Vice Chairman & CEO
DIN. 00115553

Laxmikanth Jakhotia
Company Secretary

COUNTRY CONDO'S LIMITED
Cash Flow Statement for the Year Ended on 31st March 2019

(Amount in ₹)

Particulars	For the Year Ended	
	31-3-2019	31-3-2018
	(₹)	(₹)
A Cash Flow from Operating activities :		
Net Profit after Interest & Depreciation but before Tax	75,50,676	87,37,735
Depreciation	31,75,548	29,36,752
Interest paid	11,68,224	5,40,801
Operating Profit before working capital changes	1,18,94,448	1,22,15,288
Adjustments for :		
Trade and Other Payables	(66,41,187)	(2,03,13,964)
Inventories	(1,18,82,846)	(2,85,82,870)
Other Current Assets	1,53,18,617	1,13,00,414
Cash generated from operations	86,89,032	(2,53,81,132)
Net Cash flow from Operating activities (before & after extraordinary items) " A "	86,89,032	(2,53,81,132)
B Net Cash from Investing activities :		
Purchase of Property, Plant and Equipment	(38,47,620)	(34,02,688)
Sale of Fixed Assets	7,24,501	-
Net cash flow from Investing activities " B "	(31,23,119)	(34,02,688)
C Cash Flow from Financing activities		
Interest paid	(11,68,224)	(5,40,801)
Borrowings	(29,86,168)	1,28,36,134
Net Cash flow from Financing activities " C "	(41,54,392)	1,22,95,333
D Net (Decrease) / Increase in Cash and Cash Equivalents (A + B + C)	14,11,521	(1,64,88,487)
Cash and Cash Equivalents at the beginning	2,74,84,084	4,39,72,571
Cash and Cash Equivalents at the end	2,88,95,605	2,74,84,084

AS PER OUR REPORT OF EVEN DATE

for P C N & Associates
 Chartered Accountants
 FRN:016016S

Chandra Babu. M
 Partner
 M.No.227849

Place: Hyderabad
 Date :30-05-2019

For COUNTRY CONDO'S LIMITED

Y. Rajeev Reddy
 Chairman & Director
 DIN. 00115430

U. Gandhi
 Chief Financial Officer

D. Krishna Kumar Raju
 Vice Chairman & CEO
 DIN. 00115553

Laxmikanth Jakhotia
 Company Secretary

SIGNIFICANT ACCOUNTING POLICIES**1. General Information**

The company's main activity broadly consists of Real estate operations and providing hospitality services. The company's real estate operations consist of procurement of land banks across the country, develop them into residential layouts with all amenities including club house and sell them in plots to customers. The company also undertakes allied activities of construction of compound walls etc. in the developed layouts. The company is also planning to undertake construction and sale of Condos. The company has discontinued the hospitality activity from 1st October 2018 and has leased out the assets of the division.

2. Basis of preparation of financial statements**2.1 Statement of Compliance**

The financial statements have been prepared in accordance of Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules 2015 notified under Section 133 of Companies Act 2013 (the 'Act') and other relevant provisions of the Act.

The Company's financial statements up to and for the year ended March 31, 2016 were prepared in accordance with the Companies (Accounting Standards) Rules 2006, notified under Section 133 of Companies Act 2013 (the 'Act') and other relevant provisions of the Act.

As these are the first financial statements prepared in accordance with Indian Accounting Standards (Ind AS), Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied.

2.2 Basis of measurement

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the statement of financial position:

- certain financial assets and liabilities are measured at fair value;
- employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;
- long term borrowings are measured at amortized cost using the effective interest rate method.

2.3 Functional currency

The financial statements are presented in Indian rupees, which is the functional currency of the Company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates.

All amounts are in Indian Rupees except share data, unless otherwise stated.

2.4 Operating cycle

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets:

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realized within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counter party, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

2.5 Critical accounting judgments and key sources of estimation uncertainty operating cycle

In the application of the Company's accounting policies, which are described in note 3, the management of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

Provision and contingent liability

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2019 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

3. Significant accounting policies**3.1 Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the amount can be reliably measured.

- Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, volume rebates and GST are recognised when all significant risks and rewards of ownership of the goods sold are transferred.
- Revenue from the sale of goods includes excise duty.
- Dividend income is accounted for when the right to receive the income is established.
- Revenue from Sale of plots is recognised when registrations of individual plots are completed.



COUNTRY CONDO'S LIMITED

Completed service contact method is a method of accounting which recognizes revenue in the statement of profit and loss only when the rendering of services under a contract is completed or substantially completed.

Proportionate completion method is a method of accounting which recognizes revenue in the statement of profit and loss proportionately with degree of completion of services under a contract.

3.2 Borrowing costs

Specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset till such time the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Borrowing cost includes interest expense, amortization of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

3.3 Taxation

Income Tax expense consists of Current and Deferred Tax. Income Tax expense is recognized in the Income Statement except to the extent that it relates to items recognized directly in Equity, in which case it is recognized in Equity.

Current tax:

Current Tax is the expected tax payable on the Taxable Income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax:

Deferred Tax is recognized using the Balance Sheet method, providing for temporary differences between the carrying amounts of Assets and Liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred Tax is not recognized for the following temporary differences: the initial recognition of Assets or Liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred Tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred Tax Assets and Liabilities are offset if there is a legally enforceable right to offset Current Tax Liabilities and Assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax Liabilities and Assets on a net basis or their Tax Assets and Liabilities will be realized simultaneously.

A Deferred Tax Asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred Tax Assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.4 Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

3.5 Property, plant and equipment

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

3.6 Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company.

The Company has componentised its PPE and has separately assessed the life of major components. In case of certain classes of PPE, the Company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets.

Such classes of assets and their estimated useful lives are as under:

O` qbt k q	T r det klted
Buildings	30 years
Plant and Machinery	15 years
Electrical Equipment	5 years
Office Equipment	5 years
Computers - Laptops & Desktops	3 years
Computers - Servers	6 Years
Furniture and Fixtures	10 years
Vehicles - Four Wheelers	8 years
Vehicles - Two Wheelers	10 years
Leasehold Improvements	10 years



Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the date of deduction/disposal.

3.7 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

3.8 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated. Bank overdrafts are classified as part of cash and cash equivalent, as they form an integral part of an entity's cash management.

3.9 Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

3.10 Contingent liabilities & contingent assets

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

COUNTRY CONDO'S LIMITED - 2018-19
NOTE NO. 1 : Property, Plant and Equipment

(Amount in ₹)

DESCRIPTION OF ASSET	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Block As At 01/04/2018	Additions during the year	Deletions during the year	Total Block as at 31-03-2019	Upto 31-03-2018	For the year	Adjustments during the year	Total as at 31/03/2019	As at 31-03-2019	As at 31-03-2018
I										
Property										
(a) Land & Site Development	1,91,48,091	-	-	1,91,48,091	-	-	-	-	19,148,091	19,148,091
(b) Buildings	2,44,61,424	-	-	2,44,61,424	53,57,138	7,69,709	-	61,26,847	1,83,34,577	1,91,04,286
Total	4,36,09,515	-	-	4,36,09,515	53,57,138	7,69,709	-	61,26,847	3,74,82,668	3,82,52,377
II										
Plant and Equipment										
(a) Plant & Machinery	57,71,698	-	-	57,71,698	23,19,776	3,86,817	-	27,06,593	30,65,105	34,51,922
(b) Office Equipment	18,86,376	2,22,264	-	21,08,640	13,88,439	1,87,412	-	15,75,851	5,32,789	4,97,937
(c) Furniture & Fixtures	20,97,448	-	-	20,97,448	11,48,015	2,11,299	-	13,59,314	73,8,134	9,49,433
(d) Vehicles	1,20,05,785	34,59,759	16,84,249	1,37,81,295	45,91,143	14,35,936	9,59,748	50,67,331	87,13,964	74,14,642
(e) Computers	21,17,756	1,65,597	-	22,83,353	17,39,911	1,84,375	-	19,24,286	3,59,067	3,77,845
Total	2,38,79,063	38,47,620	16,84,249	2,60,42,434	1,11,87,284	24,05,839	9,59,748	1,26,33,375	1,34,09,059	1,26,91,779
Total (I + II)	6,74,88,578	38,47,620	16,84,249	6,96,51,949	1,65,44,422	31,75,548	9,59,748	1,87,60,222	5,08,91,727	5,09,44,156
Previous Year	6,40,85,890	34,02,688	-	6,74,88,578	1,36,07,670	29,36,752	-	1,65,44,422	5,09,44,156	5,04,78,220

NOTE NO. 2 : INVENTORIES

Sl. No.	Particulars	As at 31-03-2019	As at 31-03-2018
I	Land and Land Development Expenditure	14,31,80,885	13,12,01,885
II	Consumables	-	96,154
	Total Inventories	14,31,80,885	13,12,98,039

NOTE NO. 3 : CASH AND CASH EQUIVALENTS

Sl. No.	Particulars	As at 31-03-2019	As at 31-03-2018
I	Cash on hand	3,44,625	4,09,110
II	Balances with banks	2,85,50,979	2,70,74,974
	Total Cash and Cash Equivalents	2,88,95,604	2,74,84,084

NOTE NO. 4 : OTHER CURRENT ASSETS

Sl. No.	Particulars	As at 31-03-2019	As at 31-03-2018
I	Advances other than Capital advances		
	(a) Security Deposit		
	Unsecured, Considered Good	8,11,103	11,84,532
		8,11,103	11,84,532
	(b) Advances to Related Parties		
	Unsecured, Considered Good		
	(a) Zen Garden Hotels Pvt Ltd	11,10,080	11,10,080
		11,10,080	11,10,080
	(c) Other Advances		
	Unsecured, Considered Good		
	(i) Advance for Land and Land Development	2,39,94,745	4,50,94,749
	(ii) Advance for Site Registrations	62,12,042	50,71,702
	(iii) Advance for Other Expenses	2,11,864	-
	(iv) Advance to Employees	3,08,932	1,88,991
		3,07,27,583	5,03,55,442
II	Others		
	(a) TDS/TCS Receivables	1,02,664	1,53,829
	(b) GST Receivables	20,03,391	3,69,400
	(c) Advance Taxes	19,34,000	17,93,000
	(d) Chit Receivables	85,91,773	56,32,928
		1,26,31,828	79,49,157
	Total Other current assets	4,52,80,594	6,05,99,211

NOTE NO. 5 : EQUITY SHARE CAPITAL

Sl. No.	Particulars	As at 31-03-2019	As at 31-03-2018
I	<u>Share Capital</u>		
	(a) Authorised (No.of Shares 35,00,00000)	35,00,00,000	35,00,00,000
	(b) Issued, Subscribed & Fully Paid Up (No.of Shares 7,75,97,300)	7,75,97,300	7,75,97,300
	(c) Par Value per share Re.1/- Each		
	Total Equity Share capital	7,75,97,300	7,75,97,300
II	<u>A Reconciliation of the number of shares outstanding at the begining and at the end of the reporting period:</u>	Number of Shares	
	Equity Shares of Fully paid up :		
	At the Beginning	7,75,97,300	7,75,97,300
	Add: Issued during the year	-	-
	At the end	7,75,97,300	7,75,97,300
III	<u>Details of Shareholder holding more than 5% sharesof the company:</u>	% of Share Holding	
	Equity Shares of Re. 1/- each Held By		
	Mr.Y. Rajeev Reddy - No.of Shares (C.Y) 39855121, (P.Y) 39855121	51.36	51.36

NOTE NO. 6 : OTHER EQUITY

Sl. No.	Particulars	As at 31-03-2019	As at 31-03-2018
I	Capital reserve		
	As at the commencement of the year	2,29,82,670	2,29,82,670
	Add: Additions during the year	-	-
		2,29,82,670	2,29,82,670
II	Securities Premium Reserve		
	As at the commencement of the year	4,99,35,300	4,99,35,300
	Add: Additions during the year	-	-
		4,99,35,300	4,99,35,300
III	Surplus		
	Opening Balance - Profit and Loss Account	2,89,12,573	2,23,48,155
	Add: Transfer from Profit & Loss Account	52,26,960	65,64,418
		3,41,39,533	2,89,12,573
	Total Other Equity	10,70,57,503	10,18,30,543



COUNTRY CONDO'S LIMITED

NOTE NO. 7 : BORROWINGS

(Amount in ₹)

Sl. No.	Particulars	As at 31-03-2019	As at 31-03-2018
I	Term Loans		
	Secured -Vehicle Loan from Banks		
	(i) AXIS Bank LTD	26,74,461	23,15,053
	(ii) ICICI Bank LTD	4,21,654	5,17,227
		30,96,115	28,32,280
II	Loan from Others		
	Unsecured		
	(i) Others	78,24,247	1,10,74,250
		78,24,247	1,10,74,250
	Total Borrowings	1,09,20,362	1,39,06,530

NOTE NO. 8 : DEFERRED TAX LIABILITY (NET)

Sl. No.	Particulars	As at 31-03-2019	As at 31-03-2018
I	Opening Deferred tax Liability	23,34,545	27,05,633
	Add: Deferred Tax Liability for the year (Due to SLM and WDV Difference)	(7,334)	(3,71,088)
	Deferred Tax Liability/(Asset) - Net	23,27,211	23,34,545

NOTE NO. 9 : TRADE PAYABLES

Sl. No.	Particulars	As at 31-03-2019	As at 31-03-2018
I	Total outstanding dues of Micro, Small and Medium enterprises	-	-
II	Total outstanding dues of Creditors Other than Micro, Small and Medium enterprises	15,53,642	29,91,914
	Total Trade Payables	15,53,642	29,91,914

NOTE NO. 10 : OTHER CURRENT LIABILITES

Sl. No.	Particulars	As at 31-03-2019	As at 31-03-2018
I	Advances Received from Customers	5,56,56,790	5,67,57,150
II	Provision for Income Tax	23,31,050	25,44,405
III	Statutory Dues	12,57,249	12,95,242
IV	Provision for Expenses	95,47,703	1,10,67,861
	Total other current liabilities	6,87,92,792	7,16,64,658

NOTES TO STATEMENT OF PROFIT & LOSS

(Amount in ₹)

NOTE NO. 11 : REVENUE FROM OPERATIONS

Sl. No.	Particulars	For the Period Ended	
		31-03-2019	31-03-2018
I	Income from operations		
	(a) Real Estate Income	19,15,81,773	21,41,91,001
	(b) Hospitality Income	1,17,26,950	2,39,99,912
	Total Revenue from Operations	20,33,08,723	23,81,90,913

NOTE NO. 12 : OTHER INCOME

Sl. No.	Particulars	For the Period Ended	
		31-03-2019	31-03-2018
I	Profit on Chits	5,32,621	-
II	Other Income	1,33,682	-
	Total Revenue from other Income	6,66,303	-

NOTE NO. 13 : COST OF MATERIALS CONSUMED

Sl. No.	Particulars	For the Period Ended	
		31-03-2019	31-03-2018
I	Opening Raw Material	96,154	1,44,275
	Add: Purchases during the year	33,15,558	70,72,023
		34,11,712	72,16,298
	Less: Closing Raw Material	-	96,154
	Total Cost Of Material Consumed	34,11,712	71,20,144

NOTE NO. 14 : PURCHASE OF LAND /LAND DEVELOPMENT

Sl. No.	Particulars	For the Period Ended	
		31-03-2019	31-03-2018
I	Purchase of Land	1,07,50,400	-
II	Land Development Charges	13,10,86,415	17,98,26,775
	Total Trade Expenses	14,18,36,815	17,98,26,775

NOTE NO. 15 : (INCREASE)/DECREASE IN INVENTORIES

Sl. No.	Particulars	For the Period Ended	
		31-03-2019	31-03-2018
I	Work In Progress		
	Beginning of the year	13,12,01,885	10,25,70,894
	Less : End of the year	14,31,80,885	13,12,01,885
	(Increase) / Decrease in Inventories	(1,19,79,000)	(2,86,30,991)

NOTE NO. 16 : EMPLOYEE BENEFIT EXPENSES

(Amount in ₹)

Sl. No.	Particulars	For the Period Ended	
		31-03-2019	31-03-2018
I	Salaries, Wages & Bonus	2,56,92,107	2,78,05,216
II	Contribution to Provident Fund & ESIC	14,63,316	14,65,890
III	Staff Welfare Expenses	11,51,937	14,89,593
	Total Employee Benefit Expenses	2,83,07,360	3,07,60,699

NOTE NO. 17 : OTHER EXPENSES

Sl. No.	Particulars	For the Period Ended	
		31-03-2019	31-03-2018
I	Administrative Expenses		
	(a) Telephone, Postage and Others	10,37,700	11,44,432
	(b) Business Promotion Expenses	1,45,431	3,20,979
	(c) Travelling & Conveyance	21,45,337	44,12,845
	(d) Office Maintenance	26,08,739	42,42,473
	(e) Printing & Stationery Expenses	5,05,764	13,54,505
	(f) Rates & Taxes (excluding Income Tax)	12,77,369	14,20,257
	(g) Consultancy Charges	49,54,106	56,62,885
	(h) Commission Charges	92,13,918	83,99,330
	(i) Advertisement Charges	2,95,936	1,18,070
	(j) Bank Charges	30,50,178	21,04,795
	(k) Interest on late payment of Taxes	44,206	14,647
	(l) Prior Period Taxes	10,82,944	9,64,053
		2,63,61,628	3,01,59,271
II	Other Operating Expenses		
	(a) Power & Fuel	10,99,494	20,27,276
	(b) Upkeep & Service Cost	9,46,725	13,84,408
	(c) Rent	18,40,966	25,66,610
	(d) General Expenditure	1,54,878	6,61,433
	(e) Payment to Auditors:		
	(i) As Auditor	70,000	70,000
	(ii) For Taxation matters	30,000	30,000
		41,42,063	67,39,727
	Total Other Expenses	3,05,03,691	3,68,98,998

NOTE NO. 18 : FINANCE COST

Sl. No.	Particulars	For the Period Ended	
		31-03-2019	31-03-2018
I	Interest Charges		
	(a) Interest on Loans from Others	8,96,325	3,30,000
	(b) Interest on Vehicle Finance	2,71,899	2,10,801
	Total Finance Cost	11,68,224	5,40,801



COUNTRY CONDO'S LIMITED

NOTE NO. 19 :

Related Party Transactions:

Particulars of Related Party Transactions as at 31-03-2019:

Name of the Related Party	Nature of the Related Party	Nature of Transaction	Amount (₹)
Country Club Hospitality & Holidays Limited	Common Directors Interested	Lease Rent received	6,00,000
Zen Garden Hotels Private Limited	Common Directors Interested	Advance Receivable	11,10,080

NOTE NO.20:

Earnings per Share:

Particulars	2018-19	2017-18
Net profit after tax (₹)	52,26,960	65,64,418
Weighted Average Numbers of shares	7,75,97,300	7,75,97,300
Basic and Diluted EPS (₹)	0.07	0.08

21. Detailed information regarding quantitative particulars under part II of Schedule III to the Companies Act, 2013. Quantitative details are not furnished as the company is in the activity of Real Estate and Hospitality Services. Closing Inventories of Land and Land Development Expenditure is ₹14,31,80,885/- for current year (previous year ₹13,12,01,885/-) and Closing Inventories of Consumables is nil for current year (Previous year ₹96,154/-).

22. **Segment Reporting:** The company has discontinued the hospitality activity from 1st October 2018 and has leased out the assets of the division. The fixed assets relating to hospitality division are also included in real estate division. The company is presently carrying on only real estate activity and accordingly segment reporting is applicable only up to 30th September 2018.

Business Segments:

(Amount in ₹)

Profit and Loss Statements for the year ended 31 st March, 2019	Real Estate (from 1st April 2018 to 31 st March 2019)	Hospitality (from 1st April 2018 to 30 th September 2018)	Total (from 1st April 2018 to 31 st March 2019)
Revenues	19,15,81,773	1,17,26,950	20,33,08,723
Unallocable Revenue	-	-	6,66,303
Direct Expenses	18,54,49,046	1,09,75,304	19,64,24,350
Gross Income	61,32,727	7,51,646	75,50,676
Net Profit Before Taxes	-	-	75,50,676
Tax Expenses	-	-	23,23,716
Net Profit After Taxes	-	-	52,26,960



COUNTRY CONDO'S LIMITED

23. Contingent Liability:

- a) The Company has given the Corporate Guaranty to Vijaya Bank, Bank of India and Union Bank of India in respect of Term Loan availed by M/s. Country Club Hospitality & Holidays Limited. The details of the Property given as Collateral securities are as follows.
Company's Immovable Property Situated at No.20/1-524, Sy No: 20/1, Geddanahalli, Attibele Hobli, Anekal Taluk, Bangalore District Pin-562107.
- b) The Company has given the Corporate Guaranty to Central Bank Of India in respect of Term Loan availed by M/s. Country Club Hospitality & Holidays Limited. The details of the Property given as Collateral securities are as follows.
Company's Immovable Property Situated at Sy No:101/3, 102/3, 103/1, 103/2 & 103/17, Kumbalgodu, Kengeri Hobli beside Mc.dowell Unit near Mysore Road under BBMP, Bangalore

24. Previous year's numbers have been regrouped, rearranged, recasted, wherever necessary to conform to Current Year Classification.

25. The numbers have been rounded off to the nearest rupee.

AS PER OUR REPORT OF EVEN DATE

for P C N & Associates
Chartered Accountants
FRN:016016S

For and on behalf of the Board
For COUNTRY CONDO'S LIMITED

Chandra Babu. M
Partner
M.No.227849

Y. Rajeev Reddy
Chairman & Director
DIN. 00115430

D. Krishna Kumar Raju
Vice Chairman & CEO
DIN. 00115553

U. Gandhi
Chief Financial Officer

Laxmikanth Jakhotia
Company Secretary

Place: Hyderabad
Date :30-05-2019

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32nd Annual General Meeting

Country Condo's Limited

CIN: L63040TG1987PLC007811

8-2-703, Mahogany Complex, Ground Floor, Amrutha Valley, Road No.12, Banjara Hills, Hyderabad – 500 034

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):		E-mail Id:	
Registered address:		Folio No/ Client Id& DP Id:	

I/We, being the Member/Members of _____ Shares of Country Condo's Limited, hereby appoint

- 1) _____ of _____ having e-mail id _____ or failing him
 1) _____ of _____ having e-mail id _____ or failing him
 1) _____ of _____ having e-mail id _____ and whose

signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 11:30 A.M at Crown Villa Gardens, 150, Brigadier Sayeed Road, Opp. Gymkhana

*** I wish my above Proxy to vote in the manner as indicated in the box below:**

Res. No	DESCRIPTION	FOR	AGAINST
1	Adoption of Financial Statements and Reports thereon for the financial year ended 31st March, 2019		
2	Re-appointment of Sri Y. Varun Reddy (DIN: 01905757), who retires by rotation and being eligible offers himself for re-appointment.		
3	Re-appointment of Sri Y. Rajeev Reddy (DIN: 00115430) as Non- Executive Chairman of the Company for a period of 5 Years commencing from 30.09.2019 up to 30.09.2024		
4	Re-Appointment of Sri G. Venkateshwar Rao (DIN: 02712599) as an Independent Director of the Company for a second term for a period of 5 Years up to 30.09.2024		
5	Re-Appointment of Sri S. Bal Reddy (DIN: 02712623) as an Independent Director of the Company for a second term for a period of 5 Years up to 30.09.2024		
6	Re-Appointment of Sri A. VSB Laxmipathi Rao (DIN: 02733596) as an Independent Director of the Company for a second term for a period of 5 Years up to 30.09.2024		
7	Re-Appointment of Sri V K Ramudu (DIN: 02712577) as an Independent Director of the Company for a second term for a period of 5 Years up to 30.09.2024		

Signed this _____ day of _____ 2019

Signature of the Shareholder

Signature of first Proxy holder

Signature of Second Proxy holder

Signature of third Proxy holder

Affix a 1 Rupee Revenue Stamp and Sign Across

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company at Country Club Kool, #6-3-1219, 4th& 5th Floor, Begumpet, Hyderabad- 500016, not less than 48 hours before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- This is only optional. Please put a ' ' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

32nd Annual General Meeting

Country Condo's Limited

CIN: L63040TG1987PLC007811

8-2-703, Mahogany Complex, Ground Floor, Amrutha Valley, Road No.12, Banjara Hills, Hyderabad – 500 034

ATTENDANCE SLIP

Date :

30th September, 2019

Venue :

Crown Villa Gardens, 150, Brigadier Sayeed Road,
Opp. Gymkhana Grounds, Secunderabad - 500 003

Time :

11.30 AM

Name of the Shareholder	Folio No.	DPID and Client ID No.*	No. of Shares

I certify that I am a registered shareholder of the Company, hold above-mentioned shares in the Company, and hereby record my present at the 32nd Annual General Meeting of the Company held on 30th September, 2019 at Crown Villa Gardens, 150, Brigadier Sayeed Road, Opp. Gymkhana Grounds, Secunderabad - 500 003.

Member's/Proxy signature

Note: Shareholder/Proxy holder wishing to attend the meeting must bring the Admission Slip and hand over at the entrance duly signed.

* Applicable for investors holding shares in electronic form.

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