

***COUNTRYCONDOS***

***COUNTRY CONDO'S LIMITED***

**CIN: L63040TG1987PLC007811**

**2022-2023**

**36<sup>th</sup> 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 P. Krupavaram             | - Director                 |
| 10. Sri K. Sriram Chandra Murthy | - Director                 |
| 11. Sri J. Laxmikanth            | - Company Secretary        |
| 12. Sri Gandhi Upputuri          | - Chief Financial Officer  |

#### **BANKERS:**

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

#### **AUDITORS:**

P. Murali & Co., Chartered Accountants,  
6-3-655/2/3, Somajiguda,  
Hyderabad – 500082, Telangana, India

#### **REGISTERED OFFICE:**

# 7-1-19/3, 1st Floor, I. S. R. Complex,  
Kundanbagh, Begumpet, Hyderabad – 500 016,  
Telangana, India  
Ph: 91-40-66533618  
Email: info@countrycondos.co.in

#### **SHARE TRANSFER AGENTS:**

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

#### **LISTING AT**

BSE Limited  
National Stock Exchange of India Limited

#### **BOOK CLOSURE DATES:**

16<sup>th</sup> September, 2023 to 22<sup>nd</sup> September, 2023 (Both days inclusive)

## NOTICE

NOTICE is hereby given that the 36<sup>th</sup> Annual General Meeting of the Members of M/s. Country Condo's Limited will be held on **Friday, the 22<sup>nd</sup> day of September, 2023** at **02.00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following Business:

### **ORDINARY BUSINESS:**

#### **1. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements (Balance Sheet, Profit & Loss and Cash Flow Statement) of the Company for the Financial Year ended March 31, 2023, together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon.

#### **2. Appointment of Director:**

To appoint a Director in place of Sri Y. Siddharth Reddy (DIN: 00815456), Director who retires by rotation and being eligible offers himself for re-appointment.

To Consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Sri Y. Siddharth Reddy (DIN: 00815456), who retires by rotation at this meeting and being eligible offers himself for re-appointment as a Director liable to retire by rotation."

### **SPECIAL BUSINESS:**

#### **3. To Re-appoint Sri D. Krishna Kumar Raju (DIN: 00115553) as Vice-Chairman & CEO:**

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 196, 197, 198 and 203 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and such other approvals, permissions and sanctions as may be required, the Consent of the Members of the Company be and is hereby accorded for Re-appointment of Sri Datla Krishna Kumar Raju (DIN: 00115553), as the Vice- Chairman & Chief Executive Officer of the Company for a period of 3 (three) years commencing from February 13, 2024, and at such remuneration perquisites and benefits for a period of 3 years from the date of re-appointment upto 12<sup>th</sup> February, 2027 who is not liable to retire by rotation on the following terms and conditions:

- A) Salary of ₹ 3,00,000/- (Rupees Three Lakhs Only) per month. This includes dearness allowance and all other allowances not otherwise specified herein.
- B) In addition, the Vice-Chairman & CEO shall be entitled to the following:
  - I. Perquisites as under not exceeding Rs.30,000/- per month:
    - a) Housing: Rent-free accommodation will be provided to him from whom 10% of his salary shall be recovered. In case no accommodation is provided by the Company, house rent allowance at 60% of the salary shall be paid. In addition, he shall be allowed free use of the Company owned furniture and other consumable durables, if required.



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- b) The expenditure incurred by him for gas, electricity, water and furnishings shall be reimbursed by the Company.
- c) All medical expenses incurred by him shall be reimbursed.
- d) Fees of Club shall be reimbursed subject to the maximum of two clubs; Admission Fees and Life Member Fees shall not be reimbursed.
- e) Personal accident insurance - the premium of which shall not exceed Rs.5000/- per annum.
- f) Contribution to the provident fund, superannuation fund, annuity fund to the extent the same are not taxable under the Income Tax Act, 1961.
- g) Provision of Car with driver for use on Company's business and Mobile phone and Telephone at residence and expenditure incurred on Traveling shall be reimbursed by the Company.

### **OTHER BENEFITS:**

- i) Gratuity is payable at a rate not exceeding Half Month Salary for each completed year of Service.
  - ii) Encashment of earned leave at the rate of 30 days per annum at the end of his tenure.
  - iii) Leave travel concession for him will be allowed once in a year as may be decided by the Board.
- II. Commission:** He shall be paid performance based commission up to 5% (Five Percentage) (including salary and perquisites hereafter stated) of the net profits calculated in accordance with Section 198 of the Companies Act, 2013 for each financial year commencing from 13<sup>th</sup> February, 2024.

Mr. Datla Krishna Kumar Raju will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as in force from time-to-time.

**RESOLVED FURTHER THAT** the aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to the Executive Vice-Chairman & CEO from time-to-time, shall not exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Act read with Schedule V to the said Act, including any amendment(s), statutory modification(s) or re-enactment(s) thereof as may for the time being in force.

**RESOLVED FURTHER THAT** in case of absence or inadequacy of Profits during any financial year during the tenure of office of Sri D. Krishna Kumar Raju, Vice-Chairman & Chief Executive Officer, the above remuneration shall be payable subject to the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable for giving effect to the foregoing resolution, and to settle any question, or doubt that may arise in relation thereto.

**RESOLVED FURTHER THAT** a copy of this resolution be forwarded to the Concerned Department/person or their authorized representative duly signed by any of the Directors or Company Secretary of the Company."

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

**PLACE: HYDERABAD  
DATE: 26-08-2023**

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

**Notes:**

1. Ministry of Corporate Affairs (MCA) vide General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/DDHS\_Div2/P/CIR/2022/079 dated June 03, 2022 and SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Companies Act" or "the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Central Depository Services (India) Limited ('CDSL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at below and is also available on the website of the Company at [www.countrycondos.co.in](http://www.countrycondos.co.in).
2. Pursuant to the Provisions of the Act, 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. Since this AGM is being held pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020, January 13, 2021, May 05, 2022 and December 28, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.countrycondos.co.in](http://www.countrycondos.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).



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7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 39/2020 dated December 31, 2020. In continuation of this Ministry's General Circular No. 20/2020, dated May 05, 2020 and after due examination, it has been decided to allow Companies whose AGMs were due to be held in the year 2023, or become due in the year 2023, to conduct their AGMs on or before 30.09.2023, in accordance with the requirements provided in Paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022.
8. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to Item Nos. 3 of the Notice set out above is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 3 given above as Special Business in the forthcoming AGM, as it is unavoidable in nature and forms part of this Notice.
9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, 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 to the Members electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 22, 2023. Members seeking to inspect such documents can send an email to [info@countrycondos.co.in](mailto:info@countrycondos.co.in).
10. Institutional / Corporate Shareholders (i.e., other than individuals / HUF / NRI, etc.,) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent by email through its registered email address to [info@countrycondos.co.in](mailto:info@countrycondos.co.in) with a copy marked to [info@aarthiconsultants.co.in](mailto:info@aarthiconsultants.co.in).
11. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 16<sup>th</sup> September, 2023 to Friday, 22<sup>nd</sup> September, 2023 (both days inclusive).
12. Shareholders holding shares in physical form may write to the Company/Company's R&T agents for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (Unit: M/s. Aarathi Consultants Private Limited)
14. In consonance with the Company's sustainability initiatives and Regulation 36 of the SEBI (LODR) Regulations, 2015, the Company is sharing all documents with Shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Further The Ministry of Corporate Affairs (vide Circular Nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed Companies to share documents with its shareholders through an electronic mode. Shareholders are requested to support this green initiative by registering / updating their e-mail addresses for receiving electronic communications. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Aarathi Consultants Private Limited, Share Transfer Agents of the Company for their doing the needful.
15. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LADNRO/GN/2018/49 dated November 30, 2018, w.e.f. April 1, 2019 the transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form (Demat) with a depository. Hence, the Members of the Company are requested to dematerialize their shareholding to avail the benefits of dematerialization. Only the requests for transmission and transposition of securities in physical form, will be accepted by the RTA.



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16. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
17. 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.
18. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transmission/transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
19. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
20. The Companies Equity shares are listed at BSE Limited and National Stock Exchange of India Limited and the listing fee for the FY 2023-24 has been paid.
21. 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 35<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> August, 2022.
22. Details of Directors retiring by rotation / seeking re-appointment at the ensuing Annual General Meeting are provided as an Additional Information required to be furnished under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, to this Notice.
23. In terms of the provisions of Section 152 of the Act, Sri Y. Siddharth Reddy, Director of the Company retire by rotation at the ensuing AGM. Nomination and Remuneration Committee and the Board of Directors of the Company recommends his appointment. Further Sri Y. Siddharth Reddy is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Sri Y. Siddharth Reddy, Director being related to Sri Y. Rajeev Reddy, Sri Y. Varun Reddy and Smt. Y. Manjula 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.
24. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Financial Statements including Report of Board of Directors, Auditor's Report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories / Depository Participant(s). The Registered Office of the Company shall be deemed to be the venue for the AGM.
25. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
26. Instructions for e-voting and joining the AGM are as follows:

### **A. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on Tuesday, September 19, 2023 (9:00 A.M. IST) and ends on Thursday, September 21, 2023 (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 15, 2023 i.e. cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their Mobile Number and Email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual Shareholders holding securities in Demat mode CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a Mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a Mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important Note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**



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<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical Shareholders and Shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical Shareholders and other than Individual Shareholders holding shares in Demat.</b>	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company/ RTA</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

(vi) After entering these details appropriately, click on "SUBMIT" tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.



## **COUNTRY CONDO'S LIMITED**

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
  - Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@countrycondos.co.in](mailto:info@countrycondos.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM / EGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The Procedure for attending Meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend Meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM/EGM.



## **COUNTRY CONDO'S LIMITED**

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 (three) days prior to Meeting** mentioning their Name, Demat Account Number/Folio Number, Email Id, Mobile Number at [info@countrycondos.co.in](mailto:info@countrycondos.co.in). The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 (two) days prior to Meeting** mentioning their Name, Demat Account Number / Folio Number, Email Id, Mobile Number at [info@countrycondos.co.in](mailto:info@countrycondos.co.in). These queries will be replied to by the Company suitably by email.
8. Those Shareholders who have registered themselves as a Speaker will only be allowed to express their views/ ask questions during the Meeting.
9. Only those Shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the Shareholders through the e-voting available during the EGM/AGM and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.

### **C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:**

1. For Physical Shareholders - please provide necessary details like Folio No., Name of Shareholder, Scanned Copy of the Share Certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@countrycondos.co.in](mailto:info@countrycondos.co.in) (Company's Email ID) / [info@aarthicconsultants.com](mailto:info@aarthicconsultants.com) (RTA Email ID).
2. For Demat Shareholders - Please update your Email Id & Mobile No. with your respective Depository Participant (DP)
3. For Individual Demat Shareholders – Please update your Email Id & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatall Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

27. The Company has appointed M/s. Gopal Dhanaji & Associates, Company Secretaries represented by Mr. Gopal Biradar Dhanaji (Membership No. FCS 7676 and CP No. 8415), Practicing Company Secretary, to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total



## **COUNTRY CONDO'S LIMITED**

- votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
28. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.countrycondos.co.in](http://www.countrycondos.co.in) and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.
  29. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evotingindia.com](http://www.evotingindia.com) to reset the password.
  30. The results of the electronic voting shall be declared to the Stock Exchanges by September 24, 2023. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at [www.countrycondos.co.in](http://www.countrycondos.co.in) and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
  31. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 22, 2023 through email on [info@countrycondos.co.in](mailto:info@countrycondos.co.in). The same will be replied by the Company suitably.

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

**PLACE: HYDERABAD  
DATE: 26-08-2023**

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



## **COUNTRY CONDO'S LIMITED**

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

#### **Item No. 3:**

Sri D. Krishna Kumar Raju, was appointed as the Vice-Chairman & CEO by the Members of the Company at the 27<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 for a period of 5 years w.e.f August 10, 2014. Subsequently, the Members at the 29<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016 have ratified the resolution and re-appointed Sri D. Krishna Kumar Raju as the Vice-Chairman & CEO for a period of 5 years commencing from February 13, 2016 upto February 12, 2021. Subsequently, the Members at the 34<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2021 have ratified the resolution and re-appointed Sri D. Krishna Kumar Raju as the Vice-Chairman & CEO for a period of 3 years commencing from February 13, 2021 upto February 12, 2024.

He is the Executive Director of the Company and he has been working with complete dedication, hard work and effective leadership.

The Board reviewed the performance achieved by the Company under his leadership and appreciated the same. Further in order to avail his uninterrupted services for the growth of the Company, and upon the recommendations made by the Nomination and Remuneration Committee, the Board has proposed to reappoint him as the Vice-Chairman & CEO of the Company for a further period of 3 years commencing from 13<sup>th</sup> February, 2024 to 12<sup>th</sup> February, 2027 on the such terms and conditions as mentioned in the resolution.

The Board at its meetings held on August 26, 2023, subject to the approval of members, had approved the re-appointment of and remuneration payable to Mr. Datla Krishna Kumar Raju as Whole Time Director designated as Executive Vice-Chairman and Chief Executive Officer respectively of the Company for a period of three years with effect from February 13, 2024 to February 12, 2027.

The Nomination & Remuneration Committee and Board of Directors of the Company at their Meetings held on August 26, 2023 have inter alia recommended above Resolution for approval of the Members by means of Special Resolution.

Pursuant to section 196 of the Companies Act, 2013 re-appointment of the Directors can be made upto a period of one year before expiry of his term.

The re-appointment of Sri D. Krishna Kumar Raju, as Vice-Chairman & CEO of the Company requires the approval of Members in General Meeting pursuant to Section 196 of the Companies Act, 2013.

#### **I. GENERAL INFORMATION:**

1	Nature of industry	Real Estate		
2	Date or expected date of commencement of commercial production	Commercial Operations of the Company have started during the year 2006		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4	Financial performance based on given indicators	2022-23 (in Lakhs)	2021-22 (in Lakhs)	2020-21 (in Lakhs)
	Income from Operations (Gross)	2109.53	2192.80	1244.21
	Profit / Loss Before tax	109.05	298.00	63.11
	Profit / Loss after Tax	80.50	252.76	46.91
5	Foreign investments or collaborations, if any	NIL		



## **COUNTRY CONDO'S LIMITED**

### **II. INFORMATION ABOUT THE WHOLE-TIME DIRECTORS:**

#### **1. Background details:**

Mr. D. Krishna Kumar Raju, 64 years, is the CEO of the Company w.e.f 10<sup>th</sup> August, 2014.

Dynamic, Aggressive and Focused, he has taken the responsibility of CEO of the Company since 2014. A Graduate from Osmania University with the B.Com (Hons), he has been responsible for many ventures / projects at Country Condo's Limited since then - that to this day continue to grow from strength to strength.

#### **2. Past remuneration:**

Presently he is drawing the following remuneration:

<b>Salary (including HRA)</b>	<b>Commission</b>	<b>Other</b>	<b>Total</b>
<b>36,00,000</b>	<b>5% of the Net Profits</b>	<b>6,90,000 (Perquisites + Leave Travel Allowance)</b>	<b>42,90,000</b>

#### **3. Recognition or awards: NIL**

#### **4. Job profile and his suitability:**

Mr. D. Krishna Kumar Raju, as Chief Executive Officer has been responsible for infusing far sweeping changes in the field of Real Estate Projects / Ventures, Operations and Communications within the organization, he has steered the Company with total dedication, hard work and effective leadership into diversified activities.

#### **5. Remuneration proposed:**

It is proposed to pay the existing remuneration as set out in the resolution.

#### **6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

The remuneration payable to the Whole-time Directors has been benchmarked with the remuneration being drawn by similar positions in Real Estate Industry and has been considered by the Nomination & Remuneration Committee of the Company at their meeting held on August 26, 2023.

#### **7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

As on 31<sup>st</sup> March, 2023, Mr. D. Krishna Kumar Raju is holding 410246 Equity Shares of the Company. Except to the extent of shareholding he does not have any other pecuniary relationship with the Company.

### **III. Other information:**

#### **(1) Reasons of loss or inadequate profits:**

As the Company's offering is a discretionary Spend item, appears to be sensitive to economic fluctuations. Company's Customers are middle class, which may more sensitive than relatively affluent customer.

#### **(2) Steps taken or proposed to be taken for improvement:**

In tune with the changing trends the Company has expanded its services to the Customers by introducing different schemes to meet the growing demands in the market and to achieve enhanced revenue and profitability.



## **COUNTRY CONDO'S LIMITED**

### **(3) Expected increase in productivity and profits in measurable terms:**

Company is expected to increase turnover and profitability by 5 to 10%.

The Company has received from Sri Datla Krishna Kumar Raju (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of the members for the appointment of Sri Datla Krishna Kumar Raju as Vice-Chairman and CEO of the Company, who hold office for a term upto three years commencing from February 13, 2024, up to February 12, 2027, not liable to retire by rotation as per the provisions of the Companies Act, 2013 and the Rules made thereunder. The statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Details of Sri Datla Krishna Kumar Raju, 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 as set out in the resolution.

Copy of the draft letter of appointment of Sri Datla Krishna Kumar Raju setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

Sri Datla Krishna Kumar Raju is interested in the resolution set out at Item No. 3 of the Notice with regard to his Re-appointment. Relatives of Sri Datla Krishna Kumar Raju 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.

In view of the above, it is proposed to obtain approval of the Members by way of Special Resolution as mentioned at Item No. 3 of the Notice for Re-appointment of Mr. Datla Krishna Kumar Raju as Whole Time Director designated as Executive Vice-Chairman & Chief Executive Officer for a further period of 3 years from February 13, 2024 to February 12, 2027 and the remuneration payable to him. The Company shall ensure that the position of Chairperson is in compliance with the applicable provisions of the Listing Regulations with effect from February 13, 2024 or such other timeline as specified by SEBI.

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

**PLACE: HYDERABAD  
DATE: 26-08-2023**

**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 are proposed to be appointed/re-appointed are given below:**

**1. Y. SIDDHARTH REDDY:**

<b>Particulars</b>	<b>Details of Directors seeking appointment/re-appointment</b>
Name of the Director	Sri Y. Siddharth Reddy
Director Identification Number (DIN)	00815456
Date of Birth	February 21, 1983
Age	40
Date of Appointment	August 10, 2009
Qualification	Degree in Finance from University of Texas, Austin
Experience	Vast Experience in Financial Planning & Financial Management
Terms and conditions of appointment	Sri Y. Siddharth Reddy who retire by rotation at the 36th Annual General Meeting and being eligible, offer himself for re-appointment.
Number of Meetings of the Board attended during the year	05
Specific Functional areas	Mr. Y. Siddharth Reddy as Vice-Chairman & Non-Executive Director is an advisory to the Company in Financial Planning and Financial Marketing.
Directorships in other Listed / public / private Companies	1 Listed Company, 8 Public Companies* & 1 Private Company.
Membership / chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	9,88,920 Equity Shares of Rs 1/- each consisting of 1.27%
Inter- se Relationship between the Board Members / Manager / KMP	Sri Y. Siddharth Reddy is S/o. Sri Y. Rajeev Reddy, Chairman & Director and Smt. Y. Manjula Reddy, Director and Brother of Sri Y. Varun Reddy, Vice-Chairman & Director of the Company.

**2. DATLA KRISHNA KUMAR RAJU:**

<b>Particulars</b>	<b>Details of Directors seeking appointment/re-appointment</b>
Name of the Director	Sri Datla Krishna Kumar Raju
Director Identification Number (DIN)	00115553
Date of Birth	June 03, 1957
Age	66
Date of Appointment	September 25, 1987
Qualification	B.Com from Osmania University, from Hyderabad, Telangana in the year 1978
Experience	Vast Experience in the field of Infrastructure and Real Estate business and Financial Planning, Financial Management in Real Estate & Construction Industry.

Terms and conditions of appointment	Sri Datla Krishna Kumar Raju has been re-appointed as Executive Vice-Chairman & Chief Executive Officer of the Company for a period of 3 Years commencing from 13.02.2024 upto 12.02.2027, not liable to retire by rotation.
Number of Meetings of the Board attended during the year	05
Specific Functional areas	Sri Datla Krishna Kumar Raju as Executive Vice-Chairman & Chief Executive Officer of the Company plays an important role in handling day to day affairs of the Company and a key decision maker in Financial Planning, Financial Management in Real Estate & Construction Business of the Company.
Directorships in other Listed / public / private Companies	2 LLP.
Membership / chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	410246 Equity Shares of Rs 1/- each consisting of 0.53%
Inter- se Relationship between the Board Members / Manager / KMP	NONE

**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 36<sup>th</sup> Annual Report of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2023.

**1. FINANCIAL RESULTS:**

(₹ in Lakhs)

<b>Particulars</b>	<b>Year ended 31.03.2023 (12 Months)</b>	<b>Year ended 31.03.2022 (12 Months)</b>
Revenue from Operations	<b>2109.53</b>	<b>2192.80</b>
Other Income	<b>15.38</b>	<b>389.90</b>
Total Revenue	<b>2124.91</b>	<b>2582.70</b>
Total Expenses	<b>1997.80</b>	<b>2266.00</b>
Profit / (Loss) before Depreciation, Finance Costs, Exceptional Items and Tax Expense	<b>127.11</b>	<b>316.70</b>
Less: Depreciation / Amortisation / Impairment	<b>14.72</b>	<b>17.15</b>
Profit / (Loss) before Finance Costs, Exceptional Items and Tax Expense	<b>112.39</b>	<b>299.55</b>
Less: Finance Costs	<b>3.34</b>	<b>1.55</b>
Profit / (Loss) before Exceptional Items and Tax Expense	<b>109.05</b>	<b>298.00</b>
Add/(Less): Exceptional Items	<b>-</b>	<b>-</b>
Profit / (Loss) before Tax Expense	<b>109.05</b>	<b>298.00</b>
Less: Tax Expense (Current & Deferred)	<b>28.55</b>	<b>45.24</b>
Profit / (Loss) for the Year	<b>80.50</b>	<b>252.76</b>
Balance brought forward	<b>703.21</b>	<b>450.45</b>
Balance carried forward	<b>783.71</b>	<b>703.21</b>

**2. FINANCIAL PERFORMANCE OF THE COMPANY:**

The Board would like to inform you that the development of the Company's real estate & construction activities Income has improved tremendously post Covid-19 global pandemic and the revenues has not been dipped down and almost similar as compared to previous Financial Year whereby, your Company has achieved a Turnover of ₹2109.53 Lakhs as compared to ₹ 2192.80 Lakhs and has achieved a Profit of ₹ 80.50 Lakhs as compared to ₹ 252.76 Lakhs, a significant fall of more than 3 times compared to previous Financial Year.

During this year the Company had a Net Profit of ₹ 80.50 Lakhs. The Net Profits of ₹ 80.50 has been transferred to General Reserves to strengthen the Reserves of the Company. Currently the accumulated P&L Account Surplus is ₹783.71 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 Real Estate & Construction Development only.

### **3. OUTLOOK FOR INDIAN ECONOMY & INDUSTRIAL STRUCTURE:**

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 5 years, backed by its robust democracy and strong partnerships.

A number of sectors in India – real estate, steel, cement, home building products and consumer durables, among others - reported unprecedented growth. Real estate sector in India is expected to reach US\$ 1 trillion in market size by 2030, up from US\$ 200 billion in 2023 and contribute 13% to the country's GDP by 2025. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

In 2023, we anticipate further downward trends in the global economy. This however, should be an opportunity for the Indian economy to become a world leader. The real estate sector is likely to continue on its journey of long term growth as we see a continuous rise in GDP per capita, larger disposable incomes, growing urbanization and most of all a larger focus of the world on us as the next big economy.

An increase in earning potential, a need for a better standard of living and the growing base of aspirational consumers and their lifestyle changes have led to substantial growth in the sector. With suited economic growth, the premium housing segment will also witness higher demand in the years to come.

India's growth continues to be resilient despite some signs of moderation in growth, although significant challenges remain in the global environment, India was one of the fastest growing economies in the world.

The overall growth remains robust and is estimated to be 6.9% for the full year with real GDP growing 7.7% year on year during the first three quarters of FY 2022-23. There were some signs of moderation in the second half of FY 2022-23. Growth was underpinned by strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners. Inflation remained high, averaging around 6.7% in FY 2022-23 but the current account deficit narrowed in Q3 on the back of strong growth in service exports and easing global commodity prices.

### **4. FUTURE PROSPECTS AND OUTLOOK OF THE COMPANY:**

The Indian economy is projected to grow by more than 6% in FY23 as per various institutional estimates, making it one of the fastest-growing economies. India's growth journey could be the result of a culmination of favourable tailwinds like consistent agricultural performance, flattening of the COVID-19 infection curve, increase in government spending, reforms and an efficient roll-out of the vaccine, among others.

The Company witnessed an uptick in residential real estate demand compared to the year before. Your Company has been actively focusing on improving on-site facilities to create a safe working environment for workforce and reduce the impact of reverse migration. We believe that government reforms will lead to improved governance in the sector, increase transparency and bring about consolidation amongst real estate players. The Company remains positive about the long-term direction of the sector on back of higher consumer confidence and increasing affordability due to declining interest rates, stagnant real estate prices and rising disposable income. We believe that we are in a strong position to benefit from such expected shifts in the sector. With our good track record and excellent sales and marketing capabilities the Company in Southern India and operating currently also in Western India (Maharashtra and Rajasthan) is well poised for a high growth trajectory over the next few years.

Your Company will focus on opportunistic growth avenues in current environment to create a healthy project pipeline across its markets. Fast turnaround deals shall be a specific focus area for new deals in F.Y. 2023-2024. When evaluating new projects, the Company will continue to seek superior long-term growth in shareholder value by maximizing returns through optimal financing and fiscal discipline. The Company shall also enhance agility across its processes to further reduce project launch turnaround times. These shall provide your company with the competitive edge in operational excellence and customer experience respectively.



## **COUNTRY CONDO'S LIMITED**

A consolidation in the residential real estate sector is expected to continue, leading to an increase in the market share of branded organized players such as your Company. Given the pace of urbanization, low interest rates and rising per capita disposable incomes, Country Condo's remains optimistic about the long-term sectorial direction. With a strong brand, South-India presence in Hyderabad, Chennai and Bengaluru and commencing from this FY 2023-24 in West-India presence at Kolad, Mumbai, Jaipur and Sikar demonstrated track record and robust marketing capabilities, your Company is poised for a better growth trajectory comparing to the current year.

### **5. 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 31<sup>st</sup> March, 2023.

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).

### **6. NUMBER OF MEETINGS OF THE BOARD:**

The Board met 5 (Five) times during the Financial Year 2022-23 on May 30, 2022, July 14, 2022, August 12, 2022, November 14, 2022 and February 13, 2023.

### **7. MANAGEMENT DISCUSSION AND ANALYSIS:**

Pursuant to Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on the Management Discussion and Analysis for the F.Y. 2022-23 is appended to this Report.

### **8. 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 31<sup>st</sup> March, 2023.

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



## **COUNTRY CONDO'S LIMITED**

- (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:**

	<b>2022-23</b>	<b>2021-22</b>
Foreign Currency Earnings / Inflow	NIL	NIL
Foreign Currency Expenditure / Outflow	NIL	NIL

### **9. ANNUAL RETURN:**

As required under Section 92 of the Companies Act, 2013 (the 'Companies Act') the Annual Return for the Financial Year ended March 31, 2023 is available on the website of the Company at <https://countrycondos.co.in/annual-return.php>.

### **10. PARTICULARS OF EMPLOYEES:**

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

<b>Name of Director</b>	<b>Designation</b>	<b>Remuneration FY 22-23</b>	<b>Remuneration in FY 21-22</b>	<b>% of remuneration in 2023 as compared to 2022</b>	<b>Ratio of remuneration to MRE</b>
D. Krishna Kumar Raju	Vice-Chairman & CEO	42,90,000	42,90,000	0%	15.21 Times
<b>Key Managerial Personnel other than Directors:</b>					
U. Gandhi	Chief Financial Officer	29,25,000	29,25,000	0%	10.37 Times
J. Laxmikanth	Company Secretary	8,40,000	8,40,000	0%	2.98 Times

- a) The Median Remuneration of the employees of the Company during the financial year was Rs. 2,82,000/- Per Annum.
- b) In the financial year, there was an increase in the median remuneration employees.
- c) There are 77 permanent Employees on the Rolls of the Company as on 31<sup>st</sup> March, 2023.
- d) 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.
- e) 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
- f) It is hereby confirmed that the remuneration is as per the remuneration policy of the Company.



## **COUNTRY CONDO'S LIMITED**

- g) The information required pursuant to Section 197 of the Companies Act read with Rule 5(2)&(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is available for inspection by the Members at registered office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary, whereupon a copy would be sent.

**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.

### **11. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the Articles of Association of the Company and the provisions of the Section 152(6)(e) of the Companies Act, 2013, Sri Y. Siddharth Reddy (DIN: 00815456), Director of the Company will retire by rotation at the 36<sup>th</sup> Annual General Meeting and being eligible, offered himself for re-appointment.

Sri Y. Rajeev Reddy (DIN: 00115430) - Non-Executive Chairman, Sri D. Krishna Kumar Raju (DIN: 00115553) - Executive Vice-Chairman & Chief Executive Officer, Sri U. Gandhi - Chief Financial Officer and Sri J. Laxmikanth - Company Secretary and Compliance Officer are the Key Managerial Personnel of the Company as at the date of this Report.

### **12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The policy of the Company on Directors' Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Companies Act, is appended as Annexure I to this Report.

### **13. ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD:**

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 Company conducted a formal Board Effectiveness Review as part of its efforts to evaluate, identify improvements and thus enhance the effectiveness of the Board of Directors (Board), its Committees and Individual Directors. This was in line with the requirements mentioned in the Companies Act and the SEBI LODR Regulations.

The HR team of Country Condo's Limited worked directly with the Executive Vice-Chairman & CEO and the Nomination and Remuneration Committee of the Board, to design and execute this process which was adopted by the Board. Each Board Member completed a confidential online questionnaire, providing vital feedback on how the Board currently operates and how it might improve its effectiveness.

The survey comprised of four sections and compiled feedback and suggestions on:

- Board processes (including Board composition, strategic orientation and team dynamics);
- Individual committees;
- Individual Board members; and
- Chairman's Feedback Report

## **COUNTRY CONDO'S LIMITED**

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.

As per the amendments issued to the SEBI LODR Regulations in 2018, the performance evaluation criteria for independent directors included a check on their fulfillment of the independence criteria and their independence from the management.

The following reports were created, as part of the evaluation:

- Board Feedback Report
- Individual Board Member Feedback Report
- Chairman's Feedback Report

The overall Board Feedback Report was facilitated by Mr. Balaji Singh with the Independent Directors. The Directors were vocal about the Board functioning effectively, but also identified areas which show scope for improvement. The Individual Committees and Board Members' feedback was shared with the Executive Vice-Chairman & CEO. Following his evaluation, Executive Vice-Chairman's & CEO Feedback Report was also compiled.

### **14. DECLARATION GIVEN BY INDEPENDENT DIRECTORS:**

The Independent Directors of the Company have submitted the Declaration of Independence, as required pursuant to Section 149 (7) of the Companies Act, 2013 confirming that they meet the criteria of independence as provided in Sub-Section (6) of section 149 of Companies Act, 2013 and Regulation 16 of SEBI LODR Regulations.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the field of finance, strategy, auditing, tax, financial services and infrastructure and real estate industry and they hold the highest standards of integrity.

In compliance with the rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have registered themselves with the Indian Institute of Corporate Affairs. Since majority of the Independent Directors of the Company have served as Directors or Key Managerial Personnel in listed companies or in an unlisted public company having a paid-up share capital of ₹ 10 Crores or more for a period not less than 10 years, they are not required to undertake the proficiency test as per rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

### **15. 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 31<sup>st</sup> March, 2023, the applicable accounting standards have been followed;
- (b) that the directors have selected such accounting policies and applied them consistently and made judgements 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 31<sup>st</sup> March, 2023, 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 31<sup>st</sup> March, 2023, 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;



## **COUNTRY CONDO'S LIMITED**

- (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;

### **16. 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.

### **17. 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: **NIL**

#### **Satisfaction of Charge of the Company:**

- a) M/s. Country Club Hospitality & Holidays Limited has repaid the entire Loan for which your Company has given the Corporate Guarantee to Vijaya Bank (Merged with Bank of Baroda), 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.

Up on Satisfaction of Charge, the Company has duly filed the Form CHG-4 with the Registrar of Companies, Telangana.

### **18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY:**

All transactions entered into during the financial year 2022- 2023 with Related Parties as defined under the Companies Act and SEBI LODR Regulations were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any transaction referred to in Section 188 of the Companies Act, with related parties which could be considered material under SEBI LODR Regulations. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act in Form AOC-2 is not applicable. Attention of Members is drawn to the disclosures of transactions with related parties set out in Notes to Accounts forming part of the financial statements. The transactions with person or entity belonging to the promoter/promoter group which holds 10 per cent or more shareholding in the Company as required under Schedule V, Part A (2A) of SEBI LODR is given in Notes to Accounts (on Related Party Transaction) forming part of the financial statements.

As required under Regulation 23 of SEBI LODR Regulations, the Company has formulated a Related Party Transactions Policy which is available on the website of the Company.

### **19. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There have been no other material changes and commitments in the business operations affecting the financial position of the Company which have occurred between March 31, 2023 and the date of signing of this Report, other than those disclosed in this Report.

### **20. 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



## **COUNTRY CONDO'S LIMITED**

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.

The internal controls over financial reporting have been identified by the management and are checked for effectiveness across all locations and functions by the management and tested by the Auditors on sample basis. The controls are reviewed by the management periodically and deviations, if any, are reported to the Audit Committee periodically.

### **21. 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. The Company is presently carrying on only real estate activity.

### **22. 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.

### **23. CORPORATE GOVERNANCE:**

As required by Regulation 27 of SEBI LODR Regulations, (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.

### **24. SUBSIDIARY COMPANIES:**

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

### **25. TYPES OF COMMITTEES:**

The Company has 3 different Committees, they are:

#### **a. AUDIT COMMITTEE**

##### **Composition of the Audit Committee:**

The Audit Committee for the F.Y 2022-2023 was constituted of the following members:

<b>Name of the Member</b>	<b>Category</b>
1. Sri Peethala Krupavaram, Chairman	} <b>Independent, Non- Executive Directors</b>
2. Sri G. Venkateshwar Rao, Member	
3. Sri K Sriram Chandra Murthy, Member	

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

The composition of the Audit Committee is in compliance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI LODR Regulations.



## **COUNTRY CONDO'S LIMITED**

### **b. NOMINATION & REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee for the F.Y 2022-2023 was constituted of the following members:

<b>Name of the Member</b>	<b>Category</b>
1. Sri Peethala Krupavaram, Chairman	} <b>Independent, Non- Executive Directors</b>
2. Sri G. Venkateshwar Rao, Member	
3. Sri K Sriram Chandra Murthy, Member	

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

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. Policy on Directors Appointment & Remuneration is appended as Annexure I to this Report.

### **c. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee for the F.Y 2022-2023 was constituted of the following Directors:

<b>Name of the Member</b>	<b>Category</b>
1. Sri Peethala Krupavaram, Chairman	} <b>Independent, Non- Executive Directors</b>
2. Sri G. Venkateshwar Rao, Member	
3. Sri K Sriram Chandra Murthy, Member	

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

### **d. CODE OF CONDUCT IMPLEMENTATION COMMITTEE**

The Code of Conduct Implementation Committee for the F.Y 2022-2023 was constituted of the following Directors:

<b>Name of the Member</b>	<b>Category</b>
1. Sri Peethala Krupavaram, Chairman	} <b>Independent, Non- Executive Directors</b>
2. Sri G. Venkateshwar Rao, Member	
3. Sri K Sriram Chandra Murthy, Member	

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

## **26. STATEMENT PURSUANT TO 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 2023-24.

## **27. DEPOSITORY SYSTEM:**

Your Company's equity shares are available for dematerialisation through National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2023, 91.27% of the equity shares of the Company were held in dematerialised form. The Company has paid the Annual Custodian Fees to the above Depositories for the year 2023-24.

**28. AUDITORS:**

M/s. P. Murali & Co., Chartered Accountants, were appointed as Statutory Auditor of the Company in 35<sup>th</sup> Annual General Meeting for Five Consecutive years and shall hold the office until the conclusion of this 40<sup>th</sup> Annual General Meeting as per section 139 of Companies Act, 2013.

For the Financial Year 2022-23, your Company has paid ₹ 1,00,000 (Rupees One Lakh Only) plus applicable taxes and out of pocket expenses subject to the ratification of the said fees by the members at the ensuing Annual General Meeting pursuant to the Provisions of the Companies Act, 2013. The detailed breakup of the Auditors Fees is given in Notes to Accounts (on Note No. 19 - Other Expenses) forming part of the financial statements.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualifications, reservations, adverse remarks or disclaimers given by the Auditors in their Report.

**29. SECRETARIAL AUDIT REPORT:**

The Board of Directors of the Company have 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 31<sup>st</sup> March, 2023 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.

There are no qualifications, reservations, adverse remarks or disclaimers made by M/s. Gopal Dhanaji & Associates, Company Secretary in Practice, in the Secretarial Audit Report.

The Board further confirms that the Company has complied with all the provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India.

**30. FRAUD REPORTING:**

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013 and Rules framed thereunder either to the Company or to the Central Government.

**31. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has established a vigil mechanism for directors, employees and other stakeholders to report their genuine concerns, details of which have been given in the Corporate Governance Report forming part of this Annual Report.

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.

**32. RISK MANAGEMENT POLICY AND BUSINESS RISK MANAGEMENT:**

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



## **COUNTRY CONDO'S LIMITED**

The business risks identified are reviewed by the Board of Directors of the Company and a detailed action plan to mitigate identified risks is drawn up and its implementation is monitored. The key risks and mitigation actions are then placed before the Audit Committee of the Company.

However, Your Company does not have a Risk Management Committee as the said Provisions of SEBI LODR Regulations are not applicable to the Company.

### **33. DISCLOSURE PERTAINING TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

During the Financial year ended 31<sup>st</sup> March, 2022 the Company has neither received any complaints nor there are any pending complaints pertaining to Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH).

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited both by law and by the Company. No cases of child labour, forced labour, involuntary labour and discriminatory employment were reported during the period.

The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the POSH Act, and the rules framed thereunder, including constitution of the Internal Complaints Committee. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the POSH Act and the same is available on the Company's website at <https://countrycondos.co.in/policies.php>.

### **34. HUMAN RESOURCE:**

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, organizational 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 77 permanent Employees on the Rolls of the Company as on 31<sup>st</sup> March, 2023.

### **35. 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.

### **36. CHANGE IN THE REGISTERED OFFICE OF THE COMPANY DURING FY 2022-23:**

There was a Change in the Registered office of the Company on dated November 14, 2022 when the Board of Directors of the Company unanimously decided to change the Registered office of the Company from "# 8-2-703, Mahogany Complex, Ground Floor, Amrutha Valley, Road No.12, Banjara Hills, Hyderabad – 500 034, Telangana" to "#7-1-19/3, 1<sup>st</sup> Floor, ISR Complex, Kundanbagh, Begumpet, Hyderabad - 500016, Telangana, India."

### **37. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:**

There are no applications made or any proceeding pending against the Company under Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the Financial Year 2022-23.



## **COUNTRY CONDO'S LIMITED**

### **38. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

There are no instances of one time settlement during the Financial Year 2022-23.

### **39. ACKNOWLEDGEMENTS:**

The Directors wish to place on record their appreciation and sincere thanks to the customers, shareholders, banks, financial institutions, investors, vendors, business associates and other associates, who through their continued support and cooperation, have helped, as partners, in the Company's progress.

The Directors also acknowledge the hard work, dedication and commitment of the employees. 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.

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

**PLACE: HYDERABAD  
DATE : 26-08-2023**

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

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



## **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.

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.

### **ECONOMIC REVIEW:**

#### **GLOBAL ECONOMY:**

The baseline forecast is for growth to fall from 3.4% in 2022 to 2.8% in 2023, before settling at 3.0% in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7% in 2022 to 1.3% in 2023. With further financial sector stress, global growth declines to about 2.5% in 2023 with advanced economy growth falling below 1.0%.

Global headline inflation in the baseline is set to fall from 8.7% in 2022 to 7.0% in 2023 on the back of lower commodity prices but underlying (core) inflation is likely to decline more slowly. Inflation's return to target is unlikely before 2025 in most cases.

A series of severe shocks struck the world economy in 2022. With the impacts of the COVID19 pandemic still reverberating worldwide, the war in Ukraine ignited a new crisis, disrupting food & energy markets, leading to a worldwide surge in inflation causing an erosion of real incomes and economic hardships. Persistently high inflation, prompted a synchronized aggressive monetary tightening across economies. Rising interest rates and diminishing purchasing power have weakened consumer confidence and investor sentiments, further clouding near-term growth prospects for the world economy. Growth momentum has weakened in the United States, the European Union and other developed economies with many European countries projected to experience a mild recession in 2023. Due to elevated energy costs, high inflation and tighter financial conditions, the world output growth is projected to decelerate from an estimated 3 percent in 2022 to only 1.9 percent in 2023, marking one of the lowest growth rates in recent decades.

#### **INDIAN ECONOMY:**

India's growth continues to be resilient despite some signs of moderation in growth, although significant challenges remain in the global environment, India was one of the fastest growing economies in the world.

The overall growth remains robust and is estimated to be 6.9% for the full year with real GDP growing 7.7% year on year during the first three quarters of FY 2022-23. There were some signs of moderation in the second half of FY 2022-23. Growth was underpinned by strong investment activity bolstered by the government's capex push and buoyant private



## **COUNTRY CONDO'S LIMITED**

consumption, particularly among higher income earners. Inflation remained high, averaging around 6.7% in FY 2022-23 but the current account deficit narrowed in Q3 on the back of strong growth in service exports and easing global commodity prices.

The World Bank has revised its FY 2023-24 GDP forecast to 6.3% from 6.6% (December 2022). Growth is expected to be constrained by slower consumption growth and challenging external conditions. Rising borrowing costs and slower income growth will weigh on private consumption growth and government consumption is projected to grow at a slower pace due to the withdrawal of pandemic related fiscal support measures.

Although headline inflation is elevated, it is projected to decline to an average of 5.2% in FY 2023-24, amid easing global commodity prices and some moderation in domestic demand. The Reserve Bank of India has withdrawn accommodative measures to rein in inflation by hiking the policy interest rate. India's financial sector also remains strong, buoyed by improvements in asset quality and robust private sector credit growth.

The central government is likely to meet its fiscal deficit target of 5.9% of GDP in FY 2023-24 and combined with consolidation in state government deficits, the general government deficit is also projected to decline. As a result, the debt to GDP ratio is projected to stabilize. On the external front, the current account deficit is projected to narrow to 2.1% of GDP from an estimated 3.0% in FY 2022-23 on the back of robust service exports and a narrowing merchandise trade deficit.

Spillover from recent developments in financial markets in the US and Europe pose a risk to short-term investment flows to emerging markets, including India.

The current global economic slowdown cuts across both developed and developing countries. The Indian Economy which has undergone transformative new age reforms in recent years absorbed the economic shocks with resilience.

However, the economic performance in 2022 started on a very slow note recovering from the aftermath of global economic shocks and the growth rate moderated at 6.4%. The efforts of Government of India including health and safety measures, financial incentives and a sustained increase in the capital expenditure and incentivized boost to infrastructure development projects underpinned by private players, have placed the country on the path of fast paced recovery, ahead of many nations. The industry showed robust growth, particularly in the second-half of 2022-23, with Index of Industrial Production (IIP) accelerated to 5.6 percent year-on-year in February 2023.

Despite of war in Ukraine and the staggering inflation, the Indian equity market had a comparatively stellar year. The government's focus on infrastructure development with initiatives like the National Infrastructure Pipeline and Atmanirbhar Bharat Abhiyan are expected to create opportunities and the GDP is expected to remain around 6.7% in 2023-24. However, the effects of geo-political tension rising around the world pose a threat to the economic growth of the Country and clouds of uncertainty are still hovering around World economic growth.

Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 Kilometers of new highways network which will be worth ' 20,000 Crore (US\$ 2.67 billion) in FY 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded and measured policy support is anticipated to boost the Indian economy.

India is the third largest unicorn base in the world with over 83 unicorns collectively valued at US\$ 277.77 billion, as per the Economic Survey. By 2025, India is expected to have 100 unicorns, which will create ~1.1 million direct jobs according to the Nasscom-Zinnov report 'Indian Tech Start-up'.

A number of sectors in India – real estate, steel, cement, home building products and consumer durables, among others -reported unprecedented growth. Real estate sector in India is expected to reach US\$ 1 trillion in market size by 2030, up from US\$ 200 billion in 2023 and contribute 13% to the country's GDP by 2025. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

As per IMF's latest World Economic Outlook projections, India's real GDP projected to grow at 7.1 percent in 2023-2024, which would make India the fastest growing major economy in the world for next 3 years.

### **INDUSTRY REVIEW:**

The real estate sector is one of the most globally recognized sectors. The real estate sector comprises four sub sectors - housing, retail, hospitality and commercial. 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 the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

The residential real estate market in India had astounding progress in 2022, setting new sales records of 68% year on year, further demonstrating the industry's prominence as one of India's fastest growing industries. After 2 years of being affected by COVID, Tier 2 and Tier 3 cities have arisen as fresh major real estate trends in 2022, and the real estate market has set unprecedented benchmarks which continued its growth momentum from 2021 amid the global slowdown.

In 2014, the Securities and Exchange Board of India (SEBI) has given its approval for the Real Estate Investment Trust (REIT) platform, which has allowed all kind of investors to invest in the Indian real estate market. It would create an opportunity worth ' 1.25 trillion (US\$ 19.65 billion) in the Indian market in the coming years. Responding to an increasingly well-informed consumer base and bearing in mind the aspect of globalization, Indian real estate developers have shifted gears and accepted fresh challenges. The most marked change has been the shift from family-owned businesses to that of professionally managed ones. Real estate developers, in meeting the growing need for managing multiple projects across cities, are also investing in centralized processes to source material and organise manpower and hiring qualified professionals in areas like project management, architecture and engineering.

The growing flow of FDI in Indian real estate is encouraging increased transparency. Developers, in order to attract funding, have revamped their accounting and management systems to meet due diligence standards. Indian real estate is expected to attract a substantial amount of FDI in the next two years with US\$ 8 billion capital infusion by FY24.

Residential real estate in the country's top seven property markets has staged a comeback with sales exceeding pre-pandemic levels, driven by record-low interest rates, discounts offered by developers, lower prices and stamp duty cuts in key areas.

The improved sales momentum has lifted confidence among realty developers, pushing them to launch more projects as indicated by the rise in new offerings across markets.

Indian real estate sector has witnessed high growth in the recent times with rise in demand for office as well as residential spaces. Government of India along with the governments of respective States has taken several initiatives to encourage development in the sector. The Smart City Project, with a plan to build 100 smart cities, is a prime opportunity for real estate companies.

The residential sector is expected to grow significantly, with the central government aiming to build 20 million affordable houses in urban areas across the country by 2024, under the ambitious Pradhan Mantri Awas Yojana (PMAY) scheme of the Union Ministry of Housing and Urban Affairs. Expected growth in the number of housing units in urban areas will increase the demand for commercial and retail office space.

India's real estate sector is witnessing a healthy increase in demand in 2024 and this momentum is expected to hold for the rest of the year. From commercial spaces to the residential market, the overall market outlook is a bright one for the real estate industry.

### **Real Estate Sector**

The Indian real estate sector was expected to start recovering in 2020 after few lackluster years wherein the sector was impacted by multiple reforms and the changes brought about by Demonetisation, RERA, GST and the NBFC crisis. It has been a tough task for the sector to align itself with these externalities, but the measures have resulted in much needed transparency, accountability and fiscal discipline for the sector. Prior to the pandemic, the real estate sector was expected to contribute around 13% of India's GDP by 2025 (from around 6-7% in 2017), according to ANAROCK Research.



## **COUNTRY CONDO'S LIMITED**

The pandemic nearly stalled the markets in H1 2020 and the sector was virtually written off at the early stages of the pandemic on the expectations of a subsequent economic fallout. However, during this unprecedented crisis, the real estate sector exhibited remarkable resilience and recovered ahead of expectations. After grappling with initial labor shortages and demand deferment, both the residential and office markets witnessed signs of revival from Q3 2023 onwards.

While the pandemic outbreak temporarily disrupted the sector, it also led to emergence of certain trends such as preference for larger apartments, increasing inclination for home ownership as against rental housing, de-densification of office spaces and acceleration of the ongoing consolidation in the sector. Also, the current situation has opened up a lot of business development opportunities for well capitalised developers.

### **Residential Real Estate Market**

The Indian residential sector has been under pressure due to tepid demand in the past few years and the pandemic has further worsened the situation for the sector. While the sector was finding its way post the liquidity crisis and earlier disruptions, the COVID-19 pandemic threw upon an unprecedented crisis and nearly stalled the housing market in the first half of the year. However, contrary to everyone's expectations the residential market proved to be resilient and started recovering strongly from Q3 2023 onwards. Larger established players with easy access to funding and technological edge gained market share during the year. Stagnant housing prices coupled with decadal low interest rates helped the residential sector to stage a meaningful recovery. The sales momentum was particularly strong in many parts of the country, led by time bound stamp duty cuts and a 50% reduction in the construction premiums for all ongoing projects and new launches by the Maharashtra Government and many other State Governments.

According to the Knight Frank affordability matrix, affordability for the top eight cities has improved over the last few years with rising income levels and time correction in the housing sector. An EMI/Income ratio of over 50% is considered unaffordable according to the matrix and most cities have witnessed a dramatic increase in affordability due to decadal low interest rates.

### **Office Market**

The office market in India has been vibrant over the past few years, with record supply and leasing transactions hitting the market. The market was expected to continue its positive momentum in CY2023; however the COVID-19 pandemic and the associated lockdowns resulted into a new set of challenges for the office sector. The corporate tenants were forced to adopt work from home practices and major real estate leasing decisions were delayed. Business activities across all markets came to a standstill because of the pandemic and the phased resumption in a weak economic environment heavily impacted the office demand. The transactions gathered momentum towards the last quarter with gradual recovery in the economy and improved sentiments on the news of potential vaccination in the country. Bangalore office market continued to be resilient, recording leasing transactions to the tune of 12.3 Million sq. ft., which was nearly one-third of the total leasing transactions in the top-8 cities in CY2023.

### **Interest deduction benefit on affordable housing**

The Government in its attempt to boost affordable housing demand, proposed to extend additional tax benefit of H 1.5 Lakh on interest paid on affordable housing loans by one year till March 2024.

### **Tax holiday extended for affordable housing developers**

In order to encourage developers to focus on affordable housing projects, the Government extended the date of approval for these projects for availing tax holiday on profits earned by developers by one year till March 2024.

### **Rental housing for migrant workers**

The government has provided a tax exemption for notified rental housing projects for migrant workers which will facilitate supply and demand for affordable housing.

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### **REIT regulation changes**

The government has removed Tax Deduction at Source (TDS) on dividends paid to REITs, which will bring down the administrative burden for REITs. Additionally, the government has proposed to enable debt financing of InVITs/REITs by foreign portfolio investors by making suitable amendments in the relevant legislations which will open up additional avenues of funding at competitive rates.

### **OPPORTUNITIES, THREATS AND CHALLENGES:**

#### **OPPORTUNITIES:**

As India awaits policy reforms to pick up speed, your Company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your Company's well accepted brand, contemporary architecture, well designed projects in strategic locations, strong balance sheet and stable financial performance even in testing times make it a preferred choice for customers and shareholders. Your Company is ideally placed to further strengthen its development potential by acquiring new land parcels.

Real estate sector in India is expected to reach US\$ 1 trillion by 2030. By 2025, it will contribute 13 per cent to country's GDP. Emergence of nuclear families, rapid urbanization and rising household income are likely to remain the key drivers for growth in all spheres of real estate, including residential, commercial and retail. Rapid urbanization in the country is pushing the growth of real estate. Indian real estate developers have shifted gears and accepted fresh challenges.

As India awaits policy reforms to pick up speed, your Company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your Company's well accepted brand, contemporary architecture, well designed projects in strategic locations, strong balance sheet and stable financial performance even in testing times make it a preferred choice for customers and shareholders. Your Company is ideally placed to further strengthen its development potential by acquiring new land parcels.

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. Despite the slowdown in global manufacturing trade growth, COVID-19 Pandemic, followed by lockdown and social distancing norms and further followed by geopolitical tensions due to the Russia-Ukraine War, the economic growth of India was ensured by the government through various financial stimulus packages, announced by the Government of India and the focus on infrastructural development and implementation of new age technology in manufacturing and production sector to make India self-reliant. Also, India's cabinet approved the Production Linked Incentives (PLI) scheme to provide ' 2 trillion over five years to create jobs and boost production in the country. The financial stimulus measures and reforms initiated by the Government of India and liquidity measures by the RBI are expected to support industrial activity and demand. The movement of various high frequency indicators in recent months, points towards broad based resurgence of economic activity.

#### **Consolidation**

The highly fragmented Indian real estate sector has been in a prolonged consolidation phase in the past few years; albeit at a slower pace. The reforms and the disruptions in the real estate sector have ensured that no new player has an easy entry into the sector. Even the existing developers have been under pressure with lackluster sales, high borrowing costs and lack of pricing power. The liquidity crisis worsened the situation for the sector and the pandemic and Russia-Ukraine War has accelerated the process of consolidation. The pandemic has opened up new avenues of growth for well capitalised developers in terms of attractive business development opportunities and online digital sales.

#### **Affordable housing**

Affordable housing continues to remain a significant opportunity for developers and key focus area of the government. In Budget 2023, the government announced several measures to boost affordable housing. In its attempt to boost the affordable housing demand, the government has proposed to extend additional tax benefit of H 1.5 Lakh on interest paid on affordable housing loans by one more year till March 2024. Also, in order to encourage developers to focus on affordable



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housing projects, the Government has extended the date of approval for these projects for availing tax holiday on profit earned by developers by one year till March 2024. The affordable housing segment could see a meaningful uptick in demand with an expected economic recovery, improving wages and affordability. Lastly, Affordable Rental Housing Complexes (ARHCs) have been accorded as a sub-scheme under Pradhan Mantri AWAS Yojana-Urban (PMAY-U) to provide ease of living to urban migrants engaged in the informal sectors of the economy.

### **Digital Real Estate Sales**

Over the past few years, digital marketing has emerged as an important tool for real estate developers to boost their sales and reach out to customers globally. While the earlier marketing activities were limited to building consumer experience and establishing connection through digital means, the pandemic has forced the developers to change their conventional sales models.

Developers who have been able to migrate their sales process from on-boarding of customers to closing the deal online, have recorded healthy sales even during the lockdown. Digital collaboration tools can be leveraged by the developers to interact with potential customers, showcase project brochures, facilitate virtual site tours and focus on NRIs to propel the sales. Going ahead, it will be imperative for the developers to adapt to a tech-savvy future in terms of digital platforms for sales and marketing and also introduce enhanced automation at sites.

### **THREATS & CHALLENGES:**

While the management of your Company is confident of creating and exploiting the opportunities, it also finds the following challenges:

- Unanticipated delays in project approvals;
- Availability of accomplished and trained labour force;
- Increased cost of manpower;
- Rising cost of construction lead by increase in commodity prices;
- Growth in auxiliary infrastructure facilities; and
- Over regulated environment.

Indian real estate sector accounts for 13 per cent of the country's Gross Domestic Product and is one of the biggest and globally recognized sectors. The Indian real estate sector is still dependent on old building techniques and hence they are over-dependent on extensive human labour for construction activities. Whereas, high-quality building materials such as concrete and iron slabs are used in new construction techniques. India is touted to be the most populous country by the year 2050. More than 50 per cent of people are urban center and Tier 1 cities. To accommodate the population, India would require more new cities and urban center on a mass scale in order to provide the required resources to the inhabitants.

The geo-political war in Ukraine, a slowing global economy, tightening fiscal policy mired with badly managed/failure of few major players in banking and finance sectors around the world suggest a possible moderation in business confidence and investment. Uncertainty over the global trade environment and volatility in the financial markets have softened the global trade and protracted war in Ukraine poses further downside risks to this forecast. The short-term economic outlook for many European countries has deteriorated sharply giving headwinds for mild recession.

The growth in Asian economies, though stronger than in other regions, with re-opening of China's economy, is expected to be bumpy and is likely to remain below the pre-pandemic rate. The prospects for Indian economies are far more challenging, as other economies in the region viz. Bangladesh, Pakistan and Sri Lanka have sought financial assistance from the International Monetary Fund (IMF) in 2022-23.

### **Regulatory Hurdles**

The real estate sector is a highly regulated sector and any unfavorable changes in government policies and the regulatory environment can adversely impact the performance of the sector. There are substantial procedural delays with regards to land acquisition, land use, project launches and construction approvals. Retrospective policy changes and regulatory bottlenecks may impact profitability and affect the attractiveness of the sector and companies operating within the sector.



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### **Funding**

The lending to real estate developers by the NBFCs and HFCs was already limited after the IL&FS crisis and the pandemic has further deteriorated the liquidity situation for weaker developers who had to resort to alternative funding in absence of long term loans from banks. However, Grade-I developers with strong balance sheets continue to enjoy ample liquidity access. Going ahead, the funding situation is likely to remain selective towards the reputed developers and majority of developers will have to rely on cash flow generation from project sales.

**Shortage of Manpower & Technology** The real estate sector is heavily dependent on manual labour. During the pandemic, the sector was badly hit due to reverse migration of construction workers which affected the construction activity severely, leading to delayed timelines for project completion. Hence, there is a need for development of technologically less labour intensive alternative methods of construction.

### **COMPANY STRENGTHS:**

Your Company continues to capitalize on the market opportunities by leveraging its key strengths. These include:

1. **Brand Reputation:** Enjoys higher recall and influences the buying decision of the customer. Strong customer connects further results in higher premium realizations.
2. **Execution:** Possesses a successful track record of quality execution of projects with contemporary architecture.
3. **Strong cash flows:** Has built a business model that ensures continuous cash flows from their investment and development properties ensuring a steady cash flow even during the adverse business cycles.
4. **Significant leveraging opportunity:** Follows conservative debt practice coupled with enough cash balance which provides a significant leveraging opportunity for further expansions.
5. **Outsourcing:** Operates an outsourcing model of appointing globally renowned architects/contractors that allows scalability and emphasizes contemporary design and quality construction – a key factor of success.
6. **Transparency:** Follows a strong culture of corporate governance and ensures transparency and high levels of business ethics.
7. **Highly qualified execution team:** Employs experienced, capable and highly qualified design and project management teams who oversee and execute all aspects of project development.

### **HUMAN RESOURCES:**

The timely availability of skilled and technical personnel is one of the key challenges. The Company maintains healthy and motivating work environment through various measures. This has helped the Company to recruit and retain skilled work force which would result in timely completion of the projects. The Company has cordial relation with the employees and contractors of the company. The staff has the depth of experience and skills to handle company's activities. Skilled team of workers and other professionals ensure superior quality standards during every stage of work. The total employee strength as on March 31, 2023 was 77.

### **Performance Management System:**

Your Company has adopted a holistic approach to the performance management process that focuses on three broad categories - Nurture & Engage, Connect & Coach, Capability Building & Development.

The process begins with the Annual Goal Setting exercise that provides clarity to all employees about their targets. Goal setting ensures a commitment from all employees to achieve higher business milestones and alignment to the organization's goals at a macro level. The process is followed by a formal Mid Year Review and the Annual Review and Rating exercise.

The essence of the performance management process is Continuous Performance Management (CPM). CPM is an agile, modern, human centered approach of evaluating and improving employee performance. It fosters a forward looking mindset and has an emphasis on real time, frequent check-ins and documentation. It is an approach that breaks the stereotype of formal later date discussions, rather it lays emphasis on spot feedback. The continuous check-ins help create an environment of trust, strengthen relationships, build communication and provide remedial coaching to the employees thereby assisting them to realize their full potential.



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The Succession Planning helps in identifying the Critical Roles and High Potential employees who can take up these roles in the future. The process ensures business continuity, creates a pipeline for future leaders and provides employees with a defined growth path and an opportunity for a structured and focused learning.

Your Company has a robust Career Development framework that gives employees the power to define aspirations and take charge of their career. They can discuss their development needs and aspirations with their managers and carve a development plan for the future. Your Company extends the required assistance to employees and provide them with opportunities that can facilitate employees to grow both personally and professionally. This enables employees to achieve their career goals and in turn creates a set of motivated, valuable and skilled workforce.

### **Learning & Development:**

The Learning & Development function aims to foster a culture of continuous collaboration and learning. The blended approach to Learning helps in development of Technical, Behavioral, Leadership as well as General Management skills.

### **Mental Wellness:**

Mental wellness is a positive state of mental health. It ensures that individuals think, feel and act in ways that will create positive impact on their personal and professional life. Keeping this in mind, your Company launched 24/7 Employee Assistance Program (EAP).

This program offers professional counseling services to all employees seeking help in managing concerns related to their life. It supports employees who experiences problems that affect their well-being and performance at work. These sessions are conducted privately and ensures complete confidentiality.

For the benefit of all employees, your Company organized the mental wellbeing session facilitated by professional counsellors covering certain real-life issues and topics like managing disagreements, dealing with lockdown situations, parenting, time management, work life balance, stress management and others.

This program has greatly assisted employees during the current unprecedented and challenging times. It has enabled them to manage stress, handle challenges and build stronger relations. This has led to a happier, healthier, focused and more productive workforce.

### **Health and Safety:**

Your Company is always committed to the health and safety of its employees. Your Company provides a clean, hygienic and conducive work environment to all employees. All offices and sites go through regular sanitation, social distancing norms are followed, sanitizers are placed at various locations, visitors' entries are minimized, wearing masks is mandatory. Weekly mailers are sent to educate employees regarding safety measures to be practiced during all the times.

### **Benchmarking:**

It is your Company's constant endeavor to improve its processes and policies. Your Company strives to improve its policies and processes on a continuous basis and benchmarking as a tool assists in achieving the same. It helps to identify actionable insights and stay up to date with Human Capital trends.

### **Fun at work:**

The Fun at Work Committee focuses on innovative initiatives to engage the workforce as enjoying work and ensuring camaraderie is a key element of employee happiness. Celebrations around festivals and cultural activities break the monotony at work and help people to have a more positive mind set, higher levels of wellbeing and better mental health.

### **OUTLOOK:**

The Indian economy is projected to grow by more than 6% in FY24 as per various institutional estimates, making it one of



## **COUNTRY CONDO'S LIMITED**

the fastest-growing economies. India's growth journey could be the result of a culmination of favorable tailwinds like consistent agricultural performance, flattening of the COVID-19 infection curve, increase in government spending, reforms and an efficient roll-out of the vaccine, among others.

In 2023, we anticipate further downward trends in the global economy. This however, should be an opportunity for the Indian economy to become a world leader. The real estate sector is likely to continue on its journey of long term growth as we see a continuous rise in GDP per capita, larger disposable incomes, growing urbanization and most of all a larger focus of the world on us as the next big economy.

An increase in earning potential, a need for a better standard of living and the growing base of aspirational consumers and their lifestyle changes have led to substantial growth in the sector. With suited economic growth, the premium housing segment will also witness higher demand in the years to come.

Mumbai, Delhi-NCR, Hyderabad and Bangalore are expected to remain on investor's radar in 2023.

Unlike the past year, the real estate sector is now picking up with home buyers willing to make the move. With most workers displaced during the lockdown now back, construction activity has resumed and work is moving at a faster pace to fulfill commitments.

The demand for residential property has in fact also been guided by the concept of work from home – as families are now looking out for an upgrade as individual space becomes a crucial factor.

### **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. It ensures timely and accurate financial reporting in accordance with applicable accounting standards, safeguarding of assets against unauthorized use or disposition and compliance with all applicable regulatory laws and Company policies.

The Company has an Internal Auditor who oversees the entire internal audit function. Internal Auditors of the Company review the internal financial control systems on a regular basis for its effectiveness and necessary changes and suggestions are duly incorporated into the system. 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.

The Company has also focused on upgrading the IT infrastructure – both in terms of hardware and software. In addition to the existing ERP platform, the Company is presently reviewing the process documentation to ensure effectiveness of the controls in all the critical functional areas of the Company.

### **SEGMENT WISE PERFORMANCE:**

The Company is primarily engaged only in the business of sale of Plots under Real Estate Segment in India. 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 ₹ 2109.53 Lakhs only. The Total Profit Before Tax for the Company was ₹ 109.05 Lakhs only & Total Profit After Tax for the Company was ₹ 80.50 Lakhs only.

### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE OF THE COMPANY:**

The Company achieved a turnover of ₹ 2109.53 Lakhs only and The Total Profit Before Tax for the Company was ₹ 109.05 Lakhs only & Total Profit After Tax for the Company was ₹ 80.50 Lakhs only.



## COUNTRY CONDO'S LIMITED

### Financial performance overview

Analysis of financial statements for FY 2022-23 is provided below:

#### Key Financial Ratio Analysis:

In accordance with SEBI (Listing Obligations and Disclosure requirements 2018) (Amendment) Regulations 2018, the Company is required to give details of significant changes (Change of 25% or more as compared to the immediately previous financial year) in key sector specific financial ratios.

A comparative table showing synopsis of FY 2022-23 versus FY 2021-22 of Key Financial Ratio is provided below:

(₹ in Lakhs)

Ratios	Numerator	Denominator	Current year	Previous year	Variance (in %)	Explanations / Remarks
Current ratio (in times)	Total current assets	Total current liabilities	3.69	3.34	10.55	Increase in Current Ratio is due to better working capital management
Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities*	Total Equity	0.07	0.05	32.54	Cash and Cash equivalents are more than debt.
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments*	8.41	5.40	55.57	Debt Service Coverage Ratio increase, the company has good earnings in servicing the Debt on time
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	3.91	12.14	-67.78	Return on equity decreased due to decrease in Total Profit
Inventory Turnover Ratio (in times)	Cost of goods sold OR sales	Average Inventory	0.38	0.55	-30.85	Inventory Turnover changes due to decrease of Sales
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	N.A	N.A	-	(No Trade receivables). As the company Selling its products only after receiving the advance from Customers.
Trade payables turnover ratio (in times)	Purchase of Services and other expenses	Average trade payables	2038.31	943.95	115.93	Increase in ratio indicates the company is paying off its suppliers on time effectively
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	0.91	1.05	-13.23	Decrease in ratio due to decrease of sales
Net profit ratio (in %)	Profit for the year	Revenue from operations	3.82%	11.53%	-66.90	Net profit ratio decreased due to decrease in Sales, Other Income and difference in tax provisions



## **COUNTRY CONDO'S LIMITED**

Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Tangible Net worth + Lease liabilities + Deferred tax liabilities	4.58%	13.50%	-66.09	Decrease in ratio due to Decrease of Profit
Return on investment (in %) - Unquoted	Income generated from invested funds	Average invested funds in treasury investments	N.A.	N.A	-	-
Operating Profit ratio	Earnings before Interest, Tax and Amortization	Net Operating Income	0.73	0.54	34.80	Increase in ratio due to Decrease of Operating & Other expenses
Return on Net worth	Net Operating Income	Shareholders' equity	2.72	2.83	-3.80	Decrease in ratio due to Decrease of Sales

### **CAUTIONARY STATEMENT:**

This Management Discussion and Analysis contain forward looking statements within the meaning of applicable security laws and regulations that reflects your Company's current views with respect to future events and financial performance. The actual results may differ materially from those anticipated in the forward-looking statements as a result of many factors. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, regarding fluctuations in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, fiscal deficits, regulation etc. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward looking statements become materially incorrect in future or update any forward looking statements made from time to time on behalf of the Company.

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

**PLACE: HYDERABAD  
DATE : 26-08-2023**

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

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

**ANNEXURES TO DIRECTORS' REPORT****Annexure-I****NOMINATION & REMUNERATION POLICY  
(DIRECTORS, KMP & SENIOR MANAGEMENT)****INTRODUCTION**

In pursuance of the Company's philosophy to consider its employees as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and, in terms of the provisions of the Companies Act, 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination & Remuneration Committee and approved by the Board of Directors.

**OBJECTIVE**

The objective and purpose of the Policy are as given below:

1. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
2. To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
3. To provide them reward linked directly to their effort, performance, dedication and achievement of Organization's goals as entrusted on them.
4. To retain, motivate and promote talent and to ensure long term retention of talented managerial persons and create competitive advantage.

In the context of the aforesaid objectives the following policy has been framed and recommended by the Nomination & Remuneration Committee jointly with the Human Resources Department of the Company and adopted by the Board of Directors at its meeting held on 26<sup>th</sup> March, 2015.

**DEFINITIONS**

1. Board means Board of Directors of the Company.
2. Directors means Directors of the Company.
3. Committee means Nomination & Remuneration Committee of the Company as constituted or reconstituted by the Board.
4. Company means Country Condo's Limited.
5. Independent Director means a Director referred to in Section 149 (6) of the Companies Act, 2013.
6. Key Managerial Personnel (KMP) means:
  - i. Executive Chairman and / or Managing Director;
  - ii. Whole-time Director;
  - iii. Chief Financial Officer;
  - iv. Company Secretary;
  - v. Such other officer as may be prescribed under the applicable statutory provisions / regulations.
  - vi. Senior Management.
  - vii. Senior Management means personnel of the Company occupying the position of Chief Executive Officer, Chief Operating Officer, Executive Vice President or Vice President of any division of the Company. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

This Policy is divided in two parts: Part – A covers the appointment and nomination and Part – B covers remuneration and perquisites etc.

## **PART – A**

### **POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

#### **APPOINTMENT**

1. The candidate for a position at Director, KMP or Senior Management level is met by the Head HR and the Director to whom the position reports into. The interview is targeted at assessing the candidate on his/ her functional & leadership capabilities and cultural fitment to the organization.
2. The MD assesses the shortlisted candidates.
3. The candidate selected through the above rounds is met by the Corporate HR for fitment to the group values and leadership capability requirements.

The selected candidate's details and the proposed compensation is shared with the Nomination & Remuneration Committee for their review and suggestions. The same is shared with the Board at the next board meeting.

#### **TERM/ TENURE**

The tenure for Directors of Company shall be governed by the terms defined in the Companies Act, 2013. However, the tenure for other KMP and Senior Management Personnel will be governed by Company's HR policy.

#### **EVALUATION**

The performance of the whole-time Director, KMP and Senior Management Personnel is evaluated at regular intervals (half yearly/ yearly) by the whole-time Directors/ Managing Director, as applicable.

The performance evaluation of Independent Directors shall be done by the Board, excluding the Director being evaluated, basis the contributions made to the Board deliberations on various matters including business strategy, financial strategy, operations, cost and risk management, etc., and suggestions given in this regard.

#### **REMOVAL**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Managing Director / Chief Executive Officer may recommend, to the Committee and the Board with reasons recorded in writing, removal of a Director, subject to the provisions and compliance of the said Act, rules and regulations.

For other KMP or Senior Management Personnel, the removal will be governed by Company's HR policy and the subsequent approval of the Managing Director / Chief Executive Officer.

#### **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Managing Director / Chief Executive Officer will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**PART – B**

**POLICY RELATING TO EVALUATION AND REMUNERATION OF THE WHOLE-TIME DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL**

**EVALUATION PROCESS:**

A two point rating scale for performance review of Executive Director, KMP and Senior Management is to be followed:

1. **Rating on Basic Job Responsibilities:** Indicating whether the basic job responsibilities have been met during the year.
2. **Rating on Goals:** Annual rating on each goal on a five point scale. Weighted average of the ratings is calculated to arrive at a 'Weighted Goal Score'.

Based on a holistic view of the two point rating, the supervisor provides an overall rating. This rating is reviewed by the Managing Director / Chief Executive Officer who does a Qualitative review of the performance based on the efforts put in by the employee, results achieved and impact of the external and internal factors, to arrive at a 'final annual rating'.

The revision in the total remuneration is directly linked to the 'final annual rating' for all employees.

1. The remuneration/ compensation/ commission etc., to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Managing Director / Chief Executive Officer in accordance with the Company's HR policy, which is based upon the final annual rating, employee potential and market benchmark compensation. The revised remuneration is shared with the Nomination & Remuneration Committee for review.
2. If the stock options are granted to any Employee then, the company stock options granted under the Employee Stock Grant Scheme to the Whole-time Director and Senior Management Personnel will be determined by the Managing Director / Chief Executive Officer as per the ESGS guidelines and recommended to the Committee and the Board for approval in the subsequent board meeting.
3. The remuneration / compensation / commission etc., shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.
4. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
5. Increments to the existing remuneration / compensation structure may be recommended by the Managing Director/ Chief Executive Officer to the Committee and the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director. Increments will be effective from that respective date as the Board determines, in respect of a Whole-time Director and other employees of the Company.
6. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employee for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

**ANNEXURES TO DIRECTORS' REPORT**

**Annexure-II**

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

For the Financial Year Ended on 31<sup>st</sup> March, 2023

(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  
# 7-1-19/3, 1<sup>st</sup> Floor, I. S. R. Complex,  
Kundanbagh, Begumpet,  
Hyderabad – 500 016, Telangana, 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 31<sup>st</sup> March, 2023.

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 us 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**

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<sup>st</sup> March, 2023 ('Audit Period') 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Country Condo's Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2023. Further we report that books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2023 according to the provisions of:



## **COUNTRY CONDO'S LIMITED**

- i) The Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;
- 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) The 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 to the Company during the Financial Year under Audit Period)**;
- 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008 which were substituted on 08/08/2021 by The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 effective from 09/08/2021 **(Not Applicable to the Company during the Audit Period)**;
  - f) 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 **(Not Applicable to the Company during the Audit Period)**;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit Period)**;
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period)**; and
  - i) The Securities and Exchange Board of India (Share Base Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable to the Company during the Audit Period)**;
- vi) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following other Acts, Laws and Regulations applicable specifically 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. Goods & Service Tax Act, 2016



## **COUNTRY CONDO'S LIMITED**

- J. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996
- K. Real Estate (Regulation and Development) Act, 2016
- L. Karnataka Real Estate (Regulation and Development) Rules, 2017
- M. Telangana State Real Estate (Regulation and Development) Rules, 2017
- N. Registration Act, 1908
- O. Transfer of Property Act, 1882

We have examined the registers, records and documents of the Company for the period commencing from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 for compliances of provisions.

We have also examined compliance with the applicable clauses of (i) the Secretarial Standards issued by The Institute of Company Secretaries of India under the Provisions of the Companies Act, 2013 and (ii) the Listing Agreements entered into by the Company with BSE Limited and The National Stock Exchange of India Limited.

During the Financial Year under Report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc., mentioned above.

### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No change occurred during the Financial Year under Report in the composition of the Board of Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

None of the members have communicated dissenting views, in the matters/agenda proposed from time to time for consideration of the Board and its Committees thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and Committees of the Board, as the case may be.

### **We further report that**

There are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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 35<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> August, 2022;
- (h) Minutes of 35<sup>th</sup> Annual General Meetings held on 10<sup>th</sup> August, 2022;
- (i) Approvals of the Members, the Board of Directors, the Committees of Directors and government authorities, wherever required;



## **COUNTRY CONDO'S LIMITED**

- (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 Dematerialization / Rematerialisation of securities and reconciliation of records of dematerialised securities with the securities issued by the Company.

**Place: Hyderabad**  
**Date: 21-08-2023**

**For and Behalf of**  
**Gopal Dhanaji & Associates, Company Secretaries**

**Signature** \_\_\_\_\_  
**CS. Gopal Biradar Dhanaji**  
**Proprietor**  
**CP No. 8415**  
**M No. F7676**  
**UDIN No. F007676E000836669**  
**PEER REVIEW REGISTRATION NO. 27472022**

**Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.**



## **COUNTRY CONDO'S LIMITED**

### **ANNEXURE A**

To,  
The Member's  
**M/S. COUNTRY CONDO'S LIMITED**  
CIN: L63040TG1987PLC007811  
# 7-1-19/3, 1<sup>st</sup> Floor, I. S. R. Complex,  
Kundanbagh, Begumpet,  
Hyderabad – 500 016, Telangana, India

Our report of even date is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of the laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Hyderabad**  
**Date: 21-08-2023**

**For and Behalf of**  
**Gopal Dhanaji & Associates, Company Secretaries**

Signature \_\_\_\_\_  
CS. Gopal Biradar Dhanaji  
Proprietor  
CP No. 8415  
M No. F7676  
UDIN No. F007676E000836669  
PEER REVIEW REGISTRATION NO. 27472022



## **COUNTRY CONDO'S LIMITED**

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

#### **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).*

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by conducting business with a firm commitment to values, while at the same time, meeting stakeholders' expectations.

Strong leadership and effective corporate governance practices have been the Company's hallmark inheritance from the Company's culture and ethos. At Country Condo's Limited, it is imperative that business is conducted in a fair and transparent manner. The corporate governance framework ensures effective engagement with various stakeholders and helps the Company evolve with changing times. It oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising of regulators, employees, customers, vendors, investors and the society at large.

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.

#### **THE GOVERNANCE STRUCTURE**

##### **1. BOARD OF DIRECTORS:**

###### **a) Board Structure**

The Company has an optimal combination of executive, non-executive and independent directors to maintain the independence of the Board from the management, which is in conformity with the requirement of Section 149(4) of the Companies Act, 2013 (the Act) and Regulation 17 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

As of March 31, 2023, the Board of Directors of the Company consisted of 10 (Ten) Directors drawn from diverse fields/professions, the Company has 10 Directors with a Non-Executive Chairman. Out of 10 Directors, 9 are Non-Executive of which 5 are Independent Directors. Non-Executive Directors bring independent views and judgment in the decision making process of the Board.



## **COUNTRY CONDO'S LIMITED**

As required under Regulation 17A & 26(1) of Listing Regulations and confirmed by directors, none of the Directors on the Board of Company is a Director (including any alternate director) in more than 10 public limited companies (as specified in section 165 of the Act) and Director in more than 7 equity listed entities or acts as an Independent Director in more than 7 equity listed entities or 3 equity listed entities in case he/she serves as a Whole-time Director/ Managing Director in any listed entity. Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees, across all the Indian public limited companies in which he/she is a Director. The Directors have made necessary disclosures regarding Committee positions in other public companies as on 31<sup>st</sup> March, 2023.

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.

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 Stakeholders' Relationship Committee in all Public Limited Companies (excluding Country Condo's Limited) have been considered.

### **b) Board Meeting held and Directors' attendance record**

The Board looks at strategic planning and policy formulation. The Board meets at least once in every quarter to review the Company's operations and to consider, among other business, the quarterly performance and financial results of the Company. The maximum time gap between any two meetings of the Board is not more than 120 days. Further, the Company has adopted and adhered to the Secretarial Standards prescribed by the Institute of Company Secretaries of India and approved by the Central Government.

The meetings and agenda items taken up during the meetings complied with the Act and Listing Regulations read with various circulars issued by Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India ("SEBI").

The agenda of Board Meetings containing all necessary information / documents are made available to the Board / Committees in advance to enable the Board / Committees to discharge its responsibilities effectively and take informed decisions. Where it is not practicable to send the relevant information as a part of agenda papers, the same are tabled at the meeting or / and the presentations are made by the concerned managers to the Board, subject to compliance with legal requirements. Considerable time is spent by the Directors on discussions and deliberations at the Board / Committee Meetings. The Board periodically reviews the compliance reports of all laws applicable to the Company.

The information as specified in Schedule II to the Listing Regulations, is regularly made available to the Board, whenever applicable, for discussion and consideration. The details of Board meetings held during the Financial Year 2022-23 and Directors' attendance record are given in below Table 1 & 2.

5 Board Meetings were held during the year and the gap between two meetings did not exceed 120 days. The dates on which the Board Meetings were held are as follows:

30<sup>th</sup> May, 2022, 14<sup>th</sup> July, 2022, 12<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022 and 13<sup>th</sup> February, 2023.



## **COUNTRY CONDO'S LIMITED**

**Table 1: The details of meetings of the Board held during the financial year 2021-22 are as under:**

<b>Sr. No.</b>	<b>Date on which Board Meeting was held</b>	<b>Total strength of the Board on the date of Meeting</b>	<b>No. of Directors present at the Board Meeting</b>
1	30.05.2022	10	10
2	14.07.2022	10	9
3	12.08.2022	10	10
4	14.11.2022	10	9
5	13.02.2023	10	8

The recommendations of the Committee on the proposals requiring Board approval were duly accepted by the Board.

**Table 2: Details about the Company's Directors and meetings attended by the Directors during the Financial Year 2022-23**

<b>Name of the Director</b>	<b>Category</b>	<b>No. of Board Meeting held during the FY 2022-23</b>	<b>No. of Board Meetings attended during the FY 2022-23</b>	<b>No. of Other Directorships held in Companies incorporated in India as at 31.03.2023 (Including this Company)</b>	<b>No. of Memberships / Chairmanships in Board Committees as at 31.03.2023 (Including this Company)</b>		<b>Whether attended last AGM (held on 10.08.2022)</b>
					<b>Chairman-ships</b>	<b>Memberships</b>	
Y. Rajeev Reddy	Non-Executive Chairman & Director	5	5	10 Public Companies & 1 Private Companies	Nil	Nil	Yes
Y. Siddharth Reddy	Non-Executive Vice-Chairman & Director	5	5	10 Public Companies & 1 Private Companies	Nil	1	Yes
Y. Varun Reddy	Non-Executive Vice-Chairman & Director	5	5	10 Public Companies & 1 Private Company	Nil	Nil	Yes
D. Krishna Kumar Raju	Executive Vice-Chairman & CEO	5	5	1 Public Company	Nil	Nil	Yes
Y. Manjula Reddy	Non-Executive Director	5	4	9 Public Companies & 1 Private Companies	Nil	Nil	No
G. Venkateshwar Rao	Independent Non-Executive Director	5	5	1 Public Company	Nil	4	Yes
Sam Reddy Bal Reddy	Independent Non-Executive Director	5	4	1 Public Company	Nil	Nil	No



## COUNTRY CONDO'S LIMITED

K. Subramanyam Raju	Independent Non-Executive Director	5	3	1 Public Company & 1 Private Company	Nil	Nil	Yes
Peethala Krupavaram	Independent Non-Executive Director	5	5	5 Public Companies & 1 Private Company	4	Nil	Yes
Korlepara Sriram Chandra Murthy	Independent Non-Executive Director	5	5	4 Public Companies & 1 Private Company	Nil	4	Yes

### c) Relationship between Directors inter-se:

S. No	Name of the Director	Relationship
1	Y. Siddharth Reddy	Son of Y. Rajeev Reddy (Chairman & Director) Son of Y. Manjula Reddy (Director) Brother of Y. Varun Reddy (Vice-Chairman & Director)
2	Y. Varun Reddy	Son of Y. Rajeev Reddy (Chairman & Director) Son of Y. Manjula Reddy (Director) Brother of Y. Siddharth Reddy (Vice-Chairman & Director)
3	Y. Manjula Reddy	Wife of Y. Rajeev Reddy (Chairman & Director) Mother of Y. Siddharth Reddy (Vice-Chairman & Director) Mother of Y. Varun Reddy (Vice-Chairman & Director)
4	Y. Rajeev Reddy	Husband of Y. Manjula Reddy (Director) Father of Y. Siddharth Reddy (Vice-Chairman & Director) Father of Y. Varun Reddy (Vice-Chairman & Director)

Except as disclosed above, no Director of the Company is related to any other Director on the Board.

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

As required under Regulation 26(1) of Listing Regulations and confirmed by directors, none of the Directors are: (i) member of more than 10 (ten) committees; and (ii) chairman of more than 5 (five) committees.

A separate meeting of Independent Directors was held on February 13, 2023 to, inter alia, review the performance of Non Independent Directors, Chairman of the Company and the Board as a whole.

**Table 3: Number of Equity Shares held by each of the Directors of the Company:**

Sl. No.	Name	Equity Shares held as on 31-03-2023	
		No. of shares	% of total shares of the company
1	Shri Y. Rajeev Reddy	39706635	51.17
2	Shri Y. Siddharth Reddy	988920	1.27
3	Shri Y. Varun Reddy	1087681	1.40
4	Shri D. Krishna Kumar Raju	410246	0.53
5	Smt Y. Manjula Reddy	8700	0.01
6	Shri. K. Subramanyam Raju	0	0.00
7	Shri Samreddy Bal Reddy	0	0.00



## **COUNTRY CONDO'S LIMITED**

8	Shri Godha Venkateshwar Rao	0	0.00
9	Shri Peethala Krupavaram	0	0.00
10	Shri Korlepara Sriram Chandra Murthy	0	0.00

**d) Certificate from Company Secretary in practice:**

A certificate from M/s. Gopal Dhanaji & Associates, Company Secretaries represented by Mr. Gopal Biradar Dhanaji (Membership No. FCS 7676), Practicing Company Secretary, stating that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any other statutory authority is annexed to this report.

**e) Independent Directors:**

In the 32<sup>nd</sup> Annual General Meeting held on September 30, 2019, the Members of the Company has Approved the Re-Appointment of the 2 (Two) Independent Directors namely, Shri Godha Venkateshwar Rao and Shri Samreddy Bal Reddy for a further period of 5 Years commencing from September 30, 2020 to September 29, 2024, whose office is not liable to retire by rotation.

Further in the 33<sup>rd</sup> Annual General Meeting held on September 28, 2020, the Members of the Company has Approved the Appointment of the 2 (Two) Independent Directors namely, Shri Peethala Krupavaram and Shri Korlepara Sriram Chandra Murthy, for a further period of 5 Years commencing from September 28, 2020 up to September 27, 2025, whose office is not liable to retire by rotation.

Further in the 34<sup>th</sup> Annual General Meeting held on September 27, 2021, the Members of the Company has Approved the Re-Appointment of Shri K. Subramanyam Raju, as Independent Director of the Company for a further period of 5 Years commencing from September 27, 2021 up to September 26, 2026, whose office is not liable to retire by rotation.

The Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1) (b) of the Listing Regulations read with Section 149(6) of the Companies, Act 2013. Basis the declarations received from the Independent Directors, the Board of Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

The Company has issued a formal letter of appointment to the Independent Directors in the manner as provided in the Act and Listing Regulations. The terms and conditions of appointment have also been displayed on the website of the Company at [https://countrycondos.co.in/independent\\_director\\_appointment\\_letters.php](https://countrycondos.co.in/independent_director_appointment_letters.php).

None of the existing Independent Directors serve as "Independent Directors" in more than seven listed companies in line with the requirements of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

**f) Familiarization Program for Independent Directors:**

The Company has conducted the Familiarization Program for Independent Directors during the year. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatize them with the processes, businesses and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarization Program has been disclosed on the website of the Company at [https://countrycondos.co.in/familiarization\\_program.php](https://countrycondos.co.in/familiarization_program.php).

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### **g) 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 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.

### **h) 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, <https://countrycondos.co.in/codeofconduct.php>. 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.

### **i) Board Skills, Capabilities and Experiences:**

The Company recognize the importance of having a board comprising of directors who have a range of experiences, capabilities and diverse points of view. This helps the Company to create an effective and well-rounded board. The capabilities and experiences sought in the Company's directors are outlined here:

- **Strategy & Business** – Is or has been the Chief Executive Officer or held any other leadership position in an organization leading to significant experience in strategy or business management. Brings the ability to identify and assess strategic opportunities and threats in the context of the business.
- **Industry Expertise** – Has expertise with respect to the sector the organization operates in. Has an understanding of the 'big picture' in the given industry and recognizes the development of industry segments, trends, emerging issues and opportunities.
- **Market Expertise** – Has expertise with respect to the geography the organization operates in. Understands the macro-economic environment, the nuances of the business, consumers and trade in the geography, and has the knowledge of the regulations & legislations of the market/(s) the business operates in.
- **Technology Perspective** – Has expertise with respect to business specific technologies such as in the field of R&D, Manufacturing etc., has experience and adds perspective on the future ready skills required by the organization such as E-Commerce, Digital, and Sustainability etc.,



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- **People & Talent Understanding** – Has experience in human resource management such that they bring in a considered approach to the effective management of people in an organization.
- **Governance, Finance & Risk** – Has an understanding of the law and application of corporate governance principles in a commercial enterprise of similar scale. Capability to provide inputs for strategic financial planning, assess financial statements and oversee budgets for the efficient use of resources. Ability to identify key risks for the business in a wide range of areas including legal and regulatory.
- **Diversity of Perspective** – Provides a diversity of views to the board that is valuable to manage our customer, consumer, employee, key stakeholder or shareholders.

### Board Membership Criteria and list of core skills / expertise / competencies identified in the context of the business:

The Board of Directors are collectively responsible for selection of a Member on the Board. In terms of requirement of Listing Regulations, the Board has identified the following core skills / expertise /competencies of the Directors in the context of the Company's business for effective functioning as given below:

Directors Name / Skills	Gender	Strategy & Business	Industry Expertise	Market Expertise	Tech & Future Perspective	Governance, Finance & Risk	People & Talent Understanding	Diversity of Perspective
Y. Rajeev Reddy	M	✓	✓	✓	✓	✓	✓	✓
Y. Siddharth Reddy	M	✓	✓	✓	✓	✓	✓	✓
Y. Varun Reddy	M	✓	✓	✓	✓	✓	✓	✓
D. Krishna Kumar Raju	M	✓	✓	✓	✓	✓	✓	✓
Y. Manjula Reddy	F	✓	✓	✓	-	✓	✓	-
Samreddy Bal Reddy	M	✓	-	✓	✓	✓	-	✓
Godha Venkateshwar Rao	M	✓	✓	✓	-	✓	✓	✓
K. Subramanyam Raju	M	✓	-	✓	-	✓	-	✓
Peethala Krupavaram	M	✓	✓	✓	-	✓	✓	-
Korlepara Sriram Chandra Murthy	M	✓	✓	✓	-	✓	-	✓

## 2. COMMITTEES OF THE BOARD:

The Company has over the years maintained the highest standards of corporate governance processes and has had the foresight to set up corporate governance practices in line with the requirement of Listing Agreement/Listing Regulation.

The constitution, terms of reference and the functioning of the existing committees of the Board is explained hereunder. Each committee demonstrates the highest levels of governance standards and has the requisite expertise to handle issues relevant to their fields. These committees spend considerable time and provide focused attention to various issues placed before them and the guidance provided by these committees lend immense value and support, enhancing the qualitiveness of the decision-making process of the Board. The Board reviews the functioning of these committees from time to time.

The meetings of each of these committees are convened by the respective Chairpersons and the minutes of these meeting are placed before the Board for noting. The minutes of the committee meetings are sent to respective members for their approval/comments as per the prescribed Secretarial Standards-1 and after the minutes are duly approved, these are circulated to the Board of Directors and presented at the Board meetings.

**A. 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 an interface between the Statutory and Internal Auditors, the Management and the 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:

The composition of the Audit Committee of the Company is in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Regulations. The Company's Audit Committee comprises 3 (Three) Independent Directors.

Name of the Member	Category
1. Sri Peethala Krupavaram, Chairman	} <b>Independent, Non-Executive Directors</b>
2. Sri G. Venkateshwar Rao, Chairman	
3. Sri K. Sriram Chandra Murthy, Member	

Mr. Laxmikanth Jakhotia, Company Secretary & Compliance Officer of the Company acts as the Secretary of the Audit Committee.

**b) Attendance of Members at the Audit Committee Meetings:**

The Committee met 4 (four) times during the Financial Year ended March 31, 2023, i.e. on May 30, 2022, August 12, 2022, November 14, 2022 and February 13, 2023. Following are the attendance of each member in the Audit Committee Meetings:

Name of the Director	No. of Meetings	
	Held	Attended
Sri Peethala Krupavaram	4	4
Sri Godha Venkateshwar Rao	4	4
Sri Korlepara Sriram Chandra Murthy	4	4

All the members of the Audit Committee are eminent professionals and draw upon their experience and expertise across a wide spectrum of functional areas such as finance and corporate strategy. The Chairman of the Audit Committee was present at the 35<sup>th</sup> Annual General Meeting of the Company held on August 10, 2022 to answer Members' queries. Minutes of each of the meeting of the Audit Committee are placed before the Board in its meetings. The Audit Committee invites the executives of the Company viz., Managing Director & Chief Executive Officer, Executive Directors, Head of Finance, as it considers appropriate and the representatives of the Statutory Auditors and Internal Auditors at its meetings.

Mr. Laxmikanth Jakhotia, Company Secretary & Compliance Officer of the Company acts as the Secretary to the Audit Committee. He was also appointed as the Compliance Officer by the Board to ensure compliance and effective implementation of the Insider Trading Code.

**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.

**i) Performance of Audit Committee**

The Audit Committee of the Company performs the following functions:

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing with the Management the annual financial statements and Auditors report before submission to the Board, focusing primarily on:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
  - Any changes in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on exercise of judgment by Management.
  - Qualifications in the draft audit report, if any.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - The going concern assumption.
  - Compliance with Accounting Standards.
  - Compliance with the requirements of the stock exchanges, if applicable, and legal requirements concerning financial statements.
  - Any related party transactions as per Indian Accounting Standard 24.
  - Reviewing the Company's financial and risk management policies.
  - Scrutiny of inter-corporate loans and investments.

**ii) Internal Control**

- Reviewing with the Management, External and Internal Auditors, the adequacy of internal control systems.
- Evaluation of internal financial controls.

**iii) External and Internal Audit**

- Reviewing of the Internal Audit Report and action taken thereon.
- Reviewing the adequacy of internal audit function, including the Audit Charter, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor.
- Discussing with the Internal Auditors any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

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- Recommending the appointment / re-appointment and removal/ replacement of External Auditors and approve of audit fee and payment for any other services.
- Discussing with External Auditors before the audit commences, the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;

### **iv) Related Party Transactions**

- A statement of all transactions with related parties or any subsequent modification of transactions of the Company with related parties including their basis shall be placed before the Audit Committee for formal approval or omnibus approval.
- Lay down criteria for granting omnibus approval to related party transactions.
- Satisfy itself of the need for omnibus approval of related party transaction and that the approval is in the interest of the Company.
- Grant omnibus approval for related party transactions not exceeding '5 Lakhs per transaction.
- Review, on quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given.
- Recommend the revision in Policy on material related party transactions and also on dealing with Related Party Transactions, to align it with the extant applicable provisions.

### **v) Compliance**

- Reviewing the effectiveness of the system for monitoring compliance with laws and regulations and the results of Management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
- Reviewing the findings of any examinations by regulatory agencies, and any auditor observations.
- Reviewing the process for communicating the Code of Conduct to Company personnel, and for monitoring compliance therewith.
- Obtaining regular updates from the Management regarding compliance matters.
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends), and creditors;

### **vi) Reporting Responsibilities**

- The Audit Committee will update the Board, periodically.
- The Chairman of the Audit Committee shall be present at the Annual General Meetings to answer shareholder queries and clarification on matters relating to audit.
- The Annual Report of the Company shall disclose the composition of the Audit Committee, brief description of the scope of the Audit Committee Charter, names of members, Chairperson, meetings and attendance.
- The recommendations of the Audit Committee on any matter relating to financial management including the audit report, shall be binding on the Board.
- If the Board does not accept the recommendations of the Audit Committee, it shall record the reasons thereof and communicate such reasons to the shareholders.

### **vii) Other Responsibilities**

- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Performing other activities related to this Charter as requested by the Board of Directors.
- Carry out all such additional functions as may be required under the Listing Regulations or other regulatory requirements applicable from time to time.
- Reviewing the functioning and compliances as regards the Company's Whistle Blower Policy.
- Instituting and overseeing special investigations as needed.
- Confirming annually that all responsibilities outlined in this Charter have been carried out.
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc., of the candidate;

**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.

**B. NOMINATION AND REMUNERATION COMMITTEE:**

The constitution, scope and powers of the Nomination & Remuneration Committee of the Board of Directors are in accordance with the provisions of Section 178 of the Companies Act and Regulation 19 of the Listing Regulations. The Nomination & Remuneration Committee looks at all matters pertaining to the appointment and remuneration of the Managing Director / Whole-time Directors / Chief Executive Officer, the Executive 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:**

The Nomination & Remuneration Committee consists of 3 (Three) Independent Directors. During the Financial Year ended March 31, 2023, the Committee met 1 (One) time, i.e. on July 14, 2022. All the Members have attended the Nomination & Remuneration Committee Meeting duly held on July 14, 2022. The composition details of the Nomination & Remuneration Committee are given in the table below:

Name of the Member	Category
1. Sri Peethala Krupavaram, Chairman	} <b>Independent, Non-Executive Directors</b>
2. Sri G. Venkateshwar Rao, Member	
3. Sri K Sriram Chandra Murthy, Member	

Mr. Laxmikanth Jakhotia, Company Secretary & Compliance Officer of the Company acts as the Secretary of the Nomination & Remuneration Committee.

**b) Role of the Nomination and Remuneration Committee:**

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:

- (i) Review of proposals for appointment of Directors and Senior Management (employees in Core Management Team - one level below Managing/Executive Directors) and their recommendation to the Board;
- (ii) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director;
- (iii) Formulation of a performance evaluation methodology for evaluation of the Board, its committees and individual directors and reviewing the process from time to time;
- (iv) Periodically overseeing evaluation of the Board, its committees and individual directors and recommending desirable changes in the Board size, composition, committee structure and processes, and other aspects of the Board's functioning;
- (v) Recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and senior management;
- (vi) Recommend to the Board on the appointment and the terms & conditions of appointment of Managing Director(s) and the Whole-time Director(s);



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- (vii) Reviewing and recommending the remuneration structure of Managing Director(s) and the Whole-time Director(s), to the Board;
- (viii) To approve and recommend the Employee Stock Option Scheme (if any) for the approval of the shareholders;
- (ix) To supervise the implementation of Employee Stock Option Scheme, (if any).
- (x) Recommend to the Board of Directors, the remuneration payable to the Senior Management as defined under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 or any other law for the time being in force.

Please refer to the Director's report for Performance Evaluation Criteria for the Independent Directors.

### **REMUNERATION OF DIRECTORS:**

**Details of remuneration to the Directors for the year are given in table below:**

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 ending March 31, 2023			
				Sitting Fee	Salary	Commission	Total
Sri D. Krishna Kumar Raju	None	Executive Director Vice-Chairman and CEO	Nil	NA	42,90,000	0	42,90,000

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 2022-2023.

### **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 <https://countrycondos.co.in/policies.php>

### **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.

### **C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

#### **i) Brief Description of the terms of reference:**

The terms of reference of the Stakeholders' 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.,



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### **ii) The Stakeholders' Relationship Committee for the year was constituted of the following members:**

The Stakeholders' Relationship Committee consists of 3 (Three) Independent Directors. During the Financial Year ended March 31, 2023, the Committee met 2 (Two) times, i.e. on July 26, 2022 and February 13, 2023. All the Members have attended the Stakeholders' Relationship Committee Meeting duly held on July 26, 2022 and February 13, 2023 respectively. The composition details of the Stakeholders' Relationship Committee are given in the table below:

<b>Name of the Member</b>	<b>Category</b>
1. Sri Peethala Krupavaram, Chairman	} <b>Independent, Non-Executive Directors</b>
2. Sri G. Venkateshwar Rao, Member	
3. Sri K Sriram Chandra Murthy, Member	

Mr. Laxmikanth Jakhotia, Company Secretary & Compliance Officer of the Company acts as the Secretary of the Stakeholders Relationship Committee.

### **iii) Role of the Stakeholders' Relationship Committee:**

The Stakeholders' Relationship Committee looks into Redressal of the Grievances of Security holders viz., shareholders' and fixed deposit holders including investors' complaints relating to transfer of shares, issue of duplicate/consolidated share certificates, review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of dividends declared (if any) and all other securities holders related matters. It is also responsible for reviewing the process and mechanism of Redressal of Investor Complaints and suggesting measures of improving the existing system of Redressal of Investor Grievances. This Committee is also responsible for approval of transfer and transmission of securities, including power to delegate the same to the Registrar and Transfer Agents.

The Company did not received any Investor Grievances during the financial year 2022 – 2023. Hence, No complaints were outstanding as on March 31, 2023.

During the year under review the Company did not receive any complaints through SCORES.

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. Aarathi Consultants Private Limited.

There are no pending share transfers as on March 31, 2023.

#### **Name and Designation of Compliance Officer:**

Mr. Laxmikanth Jakhotia, Company Secretary is the Compliance Officer of the Company.

### **D. CODE OF CONDUCT IMPLEMENTATION COMMITTEE:**

#### **i) Brief Description of the terms of reference:**

The Code of Conduct Implementation Committee has been constituted pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") and the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

#### **ii) The Code of Conduct Implementation Committee for the year was constituted of the following members:**

The Code of Conduct Implementation Committee consists of 3 (Three) Independent Directors. During the Financial Year ended March 31, 2023, the Committee met 1 (One) time, i.e. on May 30, 2022. All the Members have attended the Code of Conduct Implementation Committee Meeting duly held on May 30, 2022. The composition details of the Code of Conduct Implementation Committee are given in the table below:



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<b>Name of the Member</b>	<b>Category</b>
1. Sri Peethala Krupavaram, Chairman	} <b>Independent, Non-Executive Directors</b>
2. Sri G. Venkateshwar Rao, Member	
3. Sri K Sriram Chandra Murthy, Member	

Mr. Laxmikanth Jakhotia, Company Secretary & Compliance Officer of the Company acts as the Secretary of the Code of Conduct Implementation Committee.

### **iii) Role of the Code of Conduct Implementation Committee:**

1. Identify / review the list of persons to be included in the list of designated persons under the Code of Conduct, at regular intervals, on the basis of their role, function and access to Unpublished Price Sensitive Information ("UPSI") in the Company.
2. Review the functioning of the mechanism adopted for monitoring trade in the securities of the Company by the Designated persons as identified under the Code of Conduct.
3. Ensure maintenance of adequate and effective internal controls including maintaining a structured digital data base of 'Designated Persons', containing names of persons or entities, with whom information is shared under the PIT Regulations along with PAN, with adequate internal controls and checks, such as time stamping and audit trails to ensure non-tampering of the database and compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations").
4. Consider and approve the inclusion of additional transactions, as 'Legitimate purpose' for sharing of information by the Company, in furtherance of the Company's and stakeholders' interest other than as provided under the Code for Fair Disclosure.
5. Review the adequacy and effectiveness of the internal controls in place for restrictions on communication or procurement of UPSI.
6. Carry out inquiry in relation to leak of UPSI / potential breach of the Code of Conduct by the suspected Designated Person(s).
7. Review and report to the Audit Committee and the Board of Directors of the Company, at the beginning of each financial year, the compliance of the Code of Conduct and PIT Regulations.
8. Carry out such other ancillary responsibilities as required pursuant to the PIT Regulations, SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003 and SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) (Amendment) Regulations, 2022 ("PFUTP Regulations and the Codes").



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### **3. DETAILS OF GENERAL BODY MEETINGS:**

**Location and time of the last 3 Years AGM's (Annual General Meetings) and EGM's (Extra-Ordinary General Meetings):**

<b>GM &amp; YEAR</b>	<b>VENUE</b>	<b>DATE &amp; TIME</b>	<b>SPECIAL RESOLUTIONS PASSED</b>
35 <sup>th</sup> AGM 2021-2022	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	10-08-2022 02.00 P.M	No Special Resolutions were passed
34 <sup>th</sup> AGM 2020-2021	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	27-09-2021 02.00 P.M	<ol style="list-style-type: none"> <li>1. To Re-appoint Sri D. Krishna Kumar Raju (DIN: 00115553) as Vice-Chairman &amp; CEO of the Company;</li> <li>2. To Re-appoint Sri K. Subramanyam Raju (DIN: 00094663) as an Independent Director of the Company;</li> </ol>
33 <sup>rd</sup> AGM 2019-2020	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	28-09-2020 02.00 P.M	<ol style="list-style-type: none"> <li>1. To Appoint Sri Peethala Krupavaram (DIN: 08197063) as an Independent Director of the Company;</li> <li>2. To Appoint Sri Korlepara Sriram Chandra Murthy (DIN: 08197054) as an Independent Director of the Company;</li> </ol>
EGM held in 2020-21	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	03-02-2021 02.00 P.M	<ol style="list-style-type: none"> <li>1. To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for Sale / Transfer of the assets, properties or undertaking(s) of the Company;</li> <li>2. To seek approval under Section 185 of the Companies Act, 2013 for giving loans to Companies in which the Directors of the Company are interested;</li> <li>3. To seek approval under Section 186 of the Companies Act, 2013 to give Loan or to provide Guarantee / Security in connection with the loan made to any Person or Other Body Corporate or to make Investment;</li> </ol>
EGM held in 2021-22	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	02-06-2021 02.00 P.M	<ol style="list-style-type: none"> <li>1. To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for Sale / Transfer of the assets, properties or undertaking(s) of the Company;</li> </ol>

**No Resolutions were passed through Postal Ballot during the financial year 2022-23**

### **4. DISCLOSURES:**

#### **A. MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTION**

All transactions entered into during the financial year 2022-23 with Related Parties as defined under the Act and the Listing Regulations were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant related party transactions, i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. Attention of Members is drawn to the disclosures of transactions with related parties set out in Notes to Accounts – Note No. 22 forming part of the Financial Statements for the year ended March 31, 2023.



## **COUNTRY CONDO'S LIMITED**

Pursuant to the Regulation 23 of the Listing Regulations, the Company has adopted a Policy on materiality of the Related Party Transactions and on dealing with Related Party Transactions, which has been suitably amended during the year in line with the recent amendments in the Companies Act, 2013.

### **B. DETAILS OF NON-COMPLIANCE**

There has not been any non-compliance by the Company and no penalties or strictures were imposed on the Company by BSE Limited, the National Stock Exchange of India Limited, the Securities and Exchange Board of India or any other statutory authority, in relation to any matter related to capital markets, during **last three years except** that which are mentioned below:

- i) The Company has delayed in filing the Notice of Board Meeting to be held on November 12, 2021 for Adoption of Half yearly Unaudited Financial Results for the Quarter ended September 2021 by 1 day pursuant to Regulation 29(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, accordingly the BSE & NSE has levied the Fine of ₹ 11,800/- on December 14, 2021 and the said fine has been paid by the Company successfully on December 17, 2021.
- ii) The Company has delayed in filing the Corporate Governance Report for the Quarter ended March 2021 by 12 days pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, accordingly the BSE & NSE has levied the Fine of ₹ 28,320/- on June 02, 2021 and the said fine has been paid by the Company successfully on June 05, 2021.
- iii) The Company has delayed in filing the Shareholding Pattern for the Quarter ended March 2021 by 6 days pursuant to Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, accordingly the BSE & NSE has levied the Fine of ₹ 14,160/- on June 02, 2021 and the said fine has been paid by the Company successfully on June 05, 2021.
- iv) The Company has delayed in filing the Statement on Investors Grievance Report for the Quarter ended March 2021 by 5 days pursuant to Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, accordingly the BSE & NSE has levied the Fine of ₹ 5,900/- on June 02, 2021 and the said fine has been paid by the Company successfully on June 05, 2021.

### **C. WHISTLE BLOWER POLICY – VIGIL MECHANISM**

The Company's Whistle Blower Policy is in line with the provisions of the sub section 9 and 10 of Section 177 of the Companies Act, 2013 and as per Regulation 22 of the Listing Regulations. This Policy establishes a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We confirm that during the financial year 2022-23, no employee of the Company was denied access to the Audit Committee.

- D. 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.
- E. 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.



## **COUNTRY CONDO'S LIMITED**

### **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.

### **G. POLICY TO PREVENT SEXUAL HARASSMENT AT THE WORK-PLACE**

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and by the Company. Any Employee can directly report regarding sexual harassment to Mr. Datla Krishna Kumar Raju, Vice-Chairman & CEO of the Company and Company is following the Provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. During the financial year 2022-23, No complaints were received by the Company. There were no complaints pending as on the end of the financial year 2022-23. No cases of child labour, forced labour, involuntary labour and discriminatory employment were reported during the period.

The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the POSH Act, and the rules framed thereunder, including constitution of the Internal Complaints Committee. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the POSH Act.

The Country Condo's Limited Policy (CCL) on Prevention, Prohibition & Redressal of Sexual Harassment at the Workplace (POSH) Policy of the Company can be accessed at the Company's website at the link <https://countrycondos.co.in/policies.php>

### **5. 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.

### **6. MEANS OF COMMUNICATIONS:**

All vital information relating to the Company and its performance, including annual reports, quarterly results, shareholding pattern, report on Corporate Governance and official press releases are posted on the website of the Company [https://countrycondos.co.in/news\\_publications.php](https://countrycondos.co.in/news_publications.php) and the copies of the same are sent to the BSE Limited and the National Stock Exchange of India Limited. The quarterly and annual results of the Company's financial performance are published in leading English dailies like the Business Standard and in Telugu leading dailies like the Nava Telangana. Further, the annual reports containing audited financial statements of the Company together with Directors' Report, Auditors' Report and other important information are circulated to the members and others entitled thereto.

However, this year in view of the outbreak of COVID-19 pandemic and owing to the difficulties involved in dispatching of physical copies of Annual Report, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20/2020 dated 5 May, 2020 read with Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 11/2022 dated December 28, 2022 directed the Companies to send the Annual Report only by e-mail to all the Members of the Company. Therefore, the Annual Report for FY 2022-23 and Notice of Thirty-Sixth Annual General Meeting of the Company is being sent to the Members at their registered e-mail addresses in accordance with said circular.

### **7. MANAGEMENT DISCUSSIONS AND ANALYSIS:**

The Management Discussion and Analysis (M D & A) is being form part of the Directors Report.



## **COUNTRY CONDO'S LIMITED**

### **8. 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 2023-2024.

### **9. GENERAL SHARE HOLDER INFORMATION:**

<b>(I) Annual General Meeting</b>	
Day & Date	Friday, September 22, 2023
Time	02.00 PM
Venue	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 read with Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 11/2022 dated December 28, 2022 as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

<b>(II) Financial Calendar</b>	The Company's accounting year comprises 12 months period from April 1 to March 31
--------------------------------	---

<b>(III) Date of Book Closure</b>	16 <sup>th</sup> September, 2023 to 22 <sup>nd</sup> September, 2023 (both days inclusive)
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<b>(IV) Dividend Payment date</b>	NIL
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<b>(V) Listing on Stock Exchanges</b>	1. BSE Limited (BSE) 2. National Stock Exchange of India Limited (NSE)
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<b>(VI) Stock Details</b>	<b>Scrip Code</b>	<b>Scrip ID</b>
BSE Limited	531624	COUNCODOS
National Stock Exchange of India Limited	COUNCODOS	
<b>Dematerialization of Securities</b>	ISIN: INE 695 B01025	
<b>CIN of the Company</b>	L63040TG1987PLC007811	

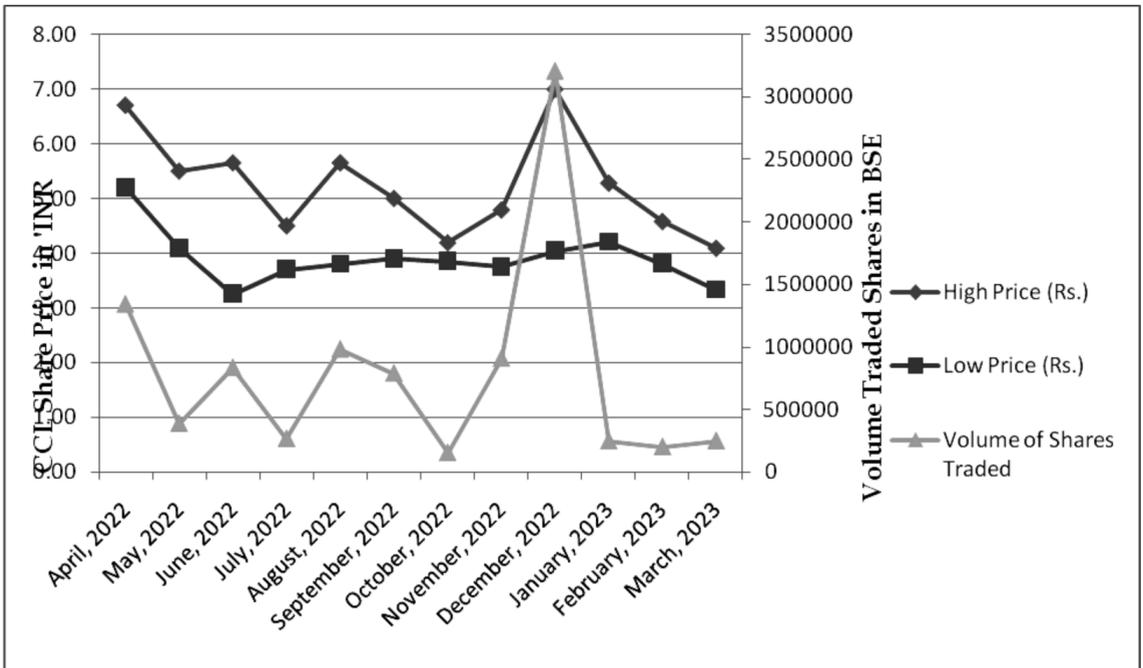


## COUNTRY CONDO'S LIMITED

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

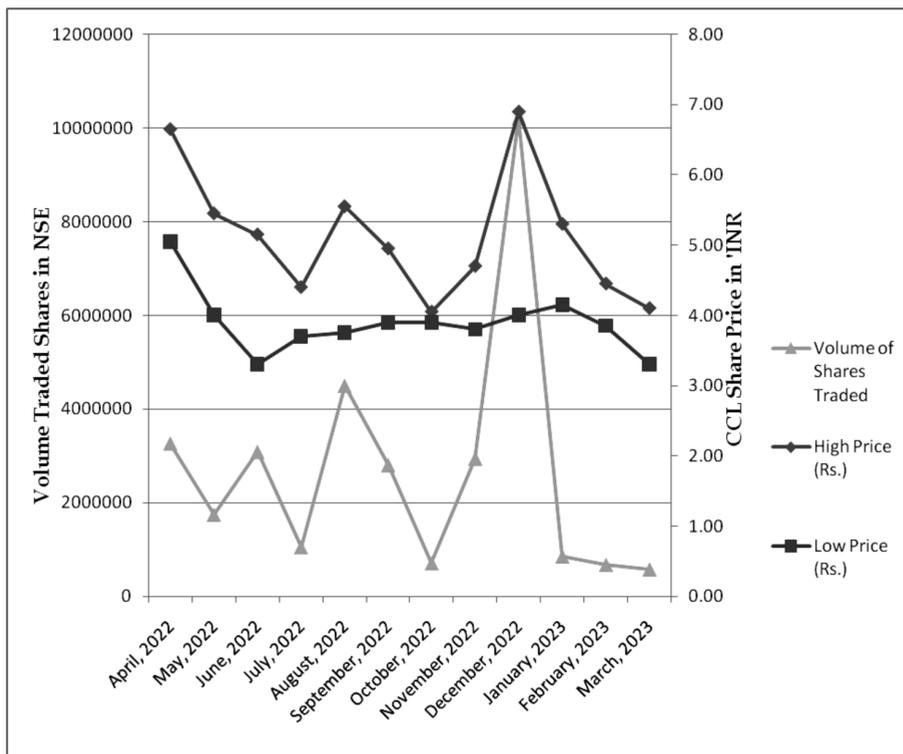
a) Company's shares are being traded on BSE the high and low prices during each month are given below:

Month	BSE Limited		
	High Price (₹)	Low Price (₹)	Volumes Traded (No. of Equity Shares)
April, 2022	6.70	5.20	1344766
May, 2022	5.50	4.09	388290
June, 2022	5.65	3.25	836109
July, 2022	4.50	3.70	267038
August, 2022	5.65	3.80	982805
September, 2022	5.00	3.90	792131
October, 2022	4.19	3.85	154360
November, 2022	4.79	3.75	908650
December, 2022	6.99	4.04	3212411
January, 2023	5.28	4.20	246925
February, 2023	4.58	3.81	201682
March, 2023	4.09	3.33	249878



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 (₹)	Low Price (₹)	Volume of Shares Traded
April, 2022	6.65	5.05	3265000
May, 2022	5.45	4.00	1749000
June, 2022	5.15	3.30	3088000
July, 2022	4.40	3.70	1052000
August, 2022	5.55	3.75	4497000
September, 2022	4.95	3.90	2806000
October, 2022	4.05	3.90	712000
November, 2022	4.70	3.80	2946000
December, 2022	6.90	4.00	10209000
January, 2023	5.30	4.15	859000
February, 2023	4.45	3.85	679000
March, 2023	4.10	3.30	581000

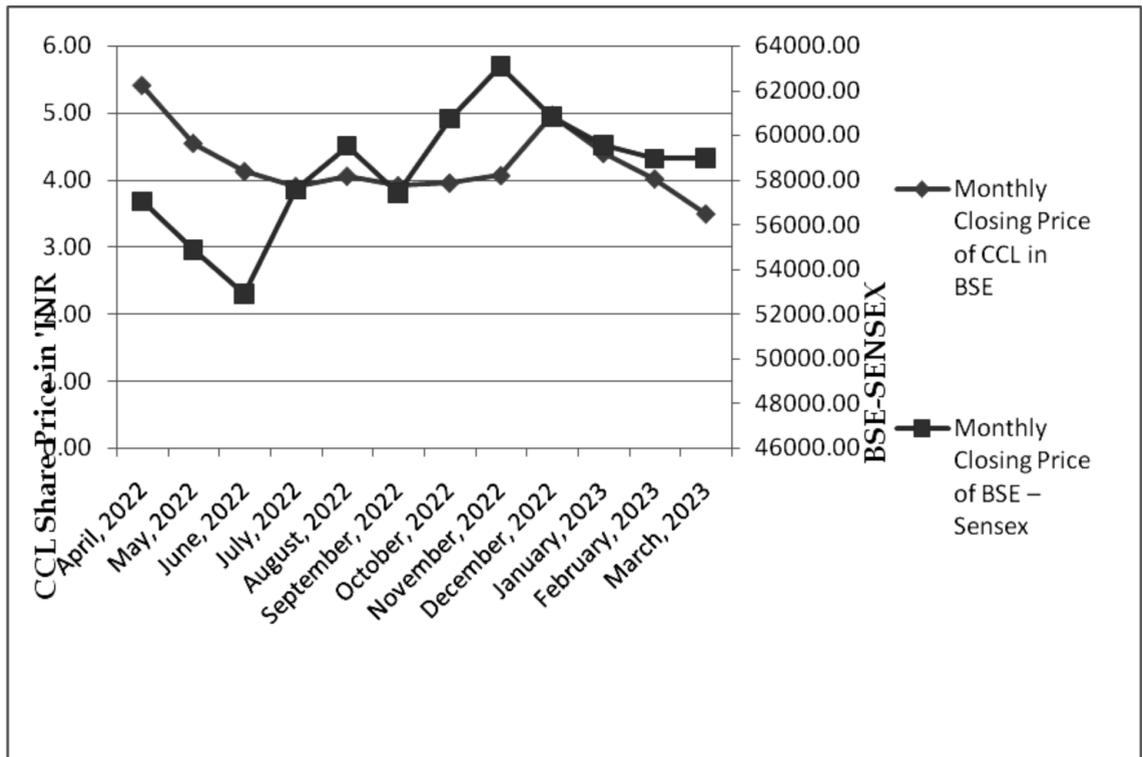




## COUNTRY CONDO'S LIMITED

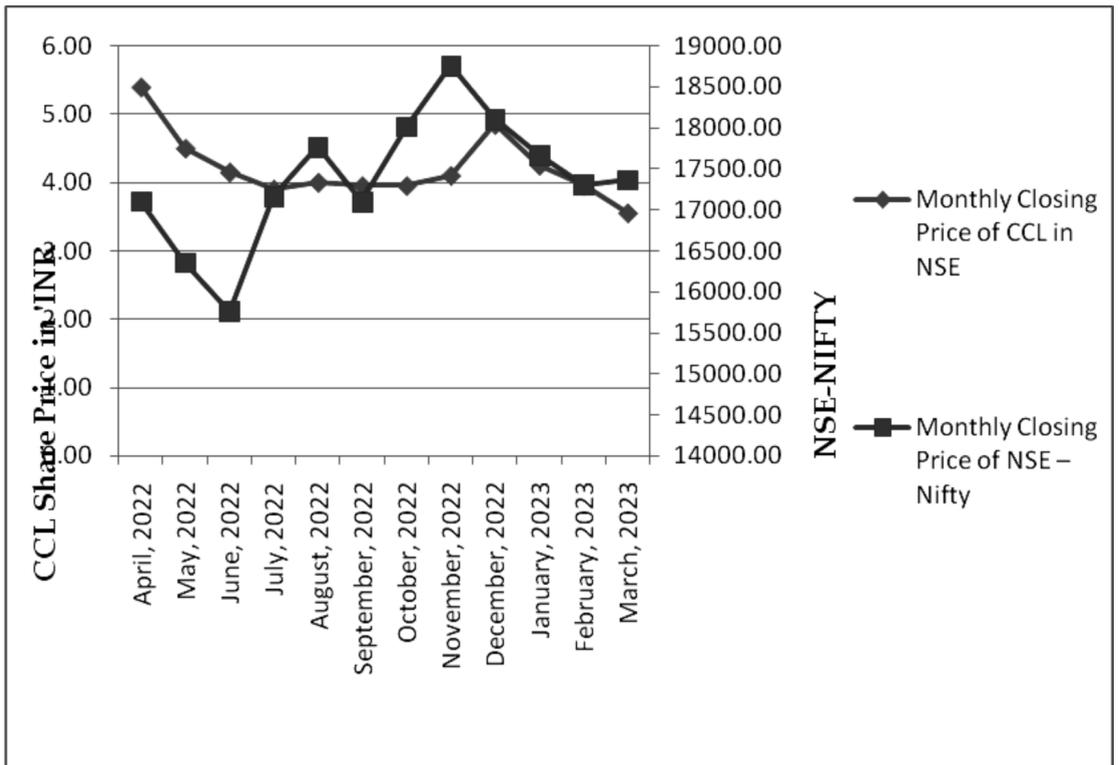
### c) Stock Performance in comparison to broad based indices such as BSE Senses:

Month	Monthly Closing Price of CCL in BSE	Monthly Closing Price of BSE – Sensex
April, 2022	5.40	57060.87
May, 2022	4.54	54884.66
June, 2022	4.12	52907.93
July, 2022	3.90	57570.25
August, 2022	4.05	59537.07
September, 2022	3.91	57426.92
October, 2022	3.95	60746.59
November, 2022	4.06	63099.65
December, 2022	4.96	60840.74
January, 2023	4.39	59549.90
February, 2023	4.01	58962.12
March, 2023	3.49	58991.52



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, 2022	5.40	17102.55
May, 2022	4.50	16352.45
June, 2022	4.15	15752.05
July, 2022	3.90	17158.25
August, 2022	4.00	17759.30
September, 2022	3.95	17094.35
October, 2022	3.95	18012.20
November, 2022	4.10	18758.35
December, 2022	4.85	18105.30
January, 2023	4.25	17662.15
February, 2023	3.95	17303.95
March, 2023	3.55	17359.75





## **COUNTRY CONDO'S LIMITED**

The Equity Shares of the Company have not been suspended from trading by the SEBI and/or Stock Exchanges. The Company does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended March 31, 2023.

**(VIII) Stock Performance in Comparison to Broad-based indices such as BSE Sensex, CRISIL Index, BZX 200, Nifty etc..**

The Share Price of the Company has been moving with the trend of the indices

**(IX) Registrar & Transfer Agent:**

**M/s. Aarthi Consultants Private Limited**  
1-2-285, Domalguda, Hyderabad – 500 029  
Ph: 040-2763 8111; 040-2763 4445  
Fax: 040-2763 2184  
Website: [www.aarthiconsultants.com](http://www.aarthiconsultants.com)  
Email: [info@arthiconsultants.com](mailto:info@arthiconsultants.com)

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

**M/s. Aarthi Consultants Private Limited**  
1-2-285, Domalguda, Hyderabad – 500 029  
Ph: 040-2763 8111; 040-2763 4445  
Fax: 040-2763 2184  
Website: [www.aarthiconsultants.com](http://www.aarthiconsultants.com)  
Email: [info@arthiconsultants.com](mailto:info@arthiconsultants.com)

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. Aarthi 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. Aarthi 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 within 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.

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019, except in case of request received for transmission or transposition of securities. However, Members are not barred from holding shares in physical form. Members who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized.

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.

## COUNTRY CONDO'S LIMITED

### (XI) Distribution of Shareholding as on 31-03-2023

No. of Shares Slab	No. of Shareholders		Total No. of Shares & Amount		
	Total No. of Holders	Holders %	Total No. of Shares	Total No. of Amount	Amount %
1 - 5000	21690	95.01	13615668	13615668	17.55
5001 - 10000	697	3.05	5100747	5100747	6.57
10001 - 20000	251	1.10	3664630	3664630	4.72
20001 - 30000	80	0.35	2001340	2001340	2.58
30001 - 40000	23	0.10	786716	786716	1.01
40001 - 50000	28	0.12	1279952	1279952	1.65
50001 - 100000	37	0.16	2696071	2696071	3.47
100001 & Above	24	0.11	48452176	48452176	62.44
<b>Total:</b>	<b>22830</b>	<b>100.00</b>	<b>77597300</b>	<b>77597300</b>	<b>100.00</b>

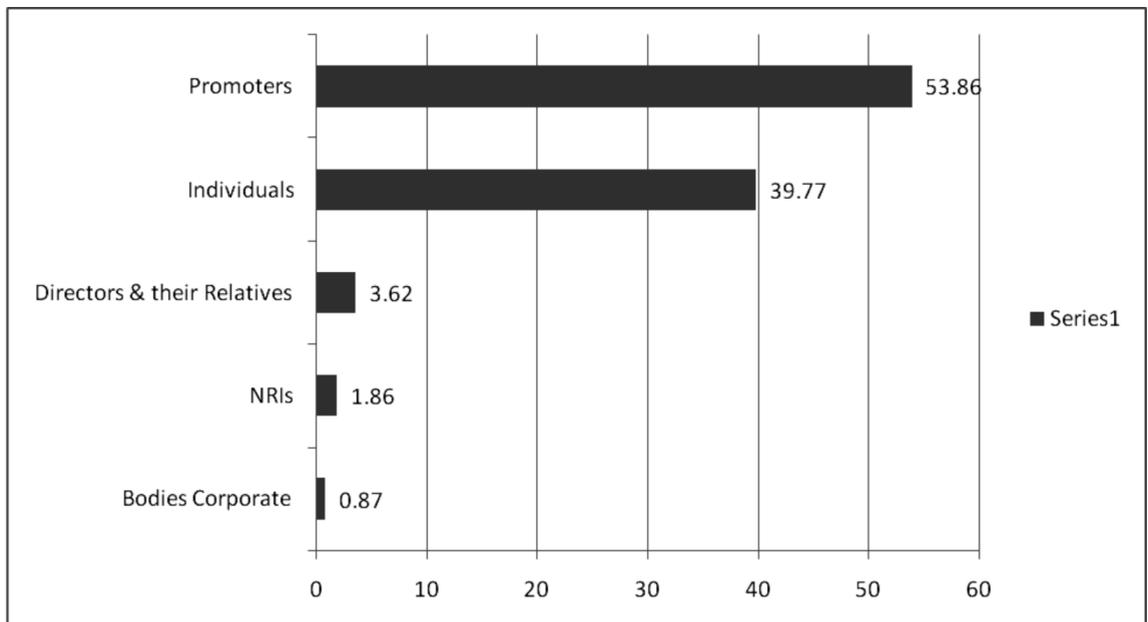
### (XII) According to the categories of Shareholding as on 31-03-2023

	CATEGORY	No. of Shares held	% of shareholding
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group:</b>		
(1)	Indian		
a.	Individuals/Hindu Undivided Family	41797736	53.86
b.	Central Government/State Government	---	---
c.	Bodies Corporate	---	---
d.	Financial Institutions / Banks	---	---
	Others:	---	---
e.	Mutual funds	---	---
f.	Trusts	---	---
	<b>Sub-Total (A)(1)</b>	<b>41797736</b>	<b>53.86</b>
(2)	Foreign		
a.	Individuals (Non-Residents Individuals / Foreign Individuals)	---	---
b.	Bodies Corporate	---	---
c.	Institutions	---	---
	Others:	---	---
d.	Overseas Corporate Bodies	---	---
	<b>Sub-Total (A)(2)</b>	<b>000</b>	<b>000</b>
	<b>Total Shareholding of Promoter and Promoter Group A = (A)(1) + (A)(2)</b>	<b>41797736</b>	<b>53.86</b>
<b>(B)</b>	<b>Public Shareholding</b>		
(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	---	---

## COUNTRY CONDO'S LIMITED

	Others:		
h.	Foreign Companies	---	---
	<b>Sub-Total (B)(1)</b>	<b>000</b>	<b>000</b>
(2)	Non-Institutions		
a.	Bodies Corporate	671829	0.87
b.	Individuals		
	i). Individual Shareholders holding Nominal Share Capital upto ₹ 2 Lakh	28839991	37.17
	ii). Individual Shareholders holding Nominal Share Capital in excess of ₹ 2 Lakh	2017675	2.60
	Others:		
c.	Directors & their Relatives (Non-Promoters)	2810246	3.62
d.	Non-Residents Individuals	1446426	1.86
e.	Overseas Corporate Bodies	---	---
f.	Trusts	---	---
g.	Employees	---	---
h.	Clearing Members	13397	0.02
	<b>Sub-Total (B)(2)</b>	<b>35799564</b>	<b>46.14</b>
	<b>Total Public Shareholding B = (B)(1) + (B)(2)</b>	<b>35799564</b>	<b>46.14</b>
	<b>TOTAL (A+B)</b>	<b>77597300</b>	<b>100.00</b>
(C)	Shares held by Custodians and against Depositories Receipts have been issued	---	---
	<b>GRAND TOTAL (A+B+C)</b>	<b>77597300</b>	<b>100.00</b>

Graph representing the Shareholding Pattern as on March 31, 2023:



**COUNTRY CONDO'S LIMITED**

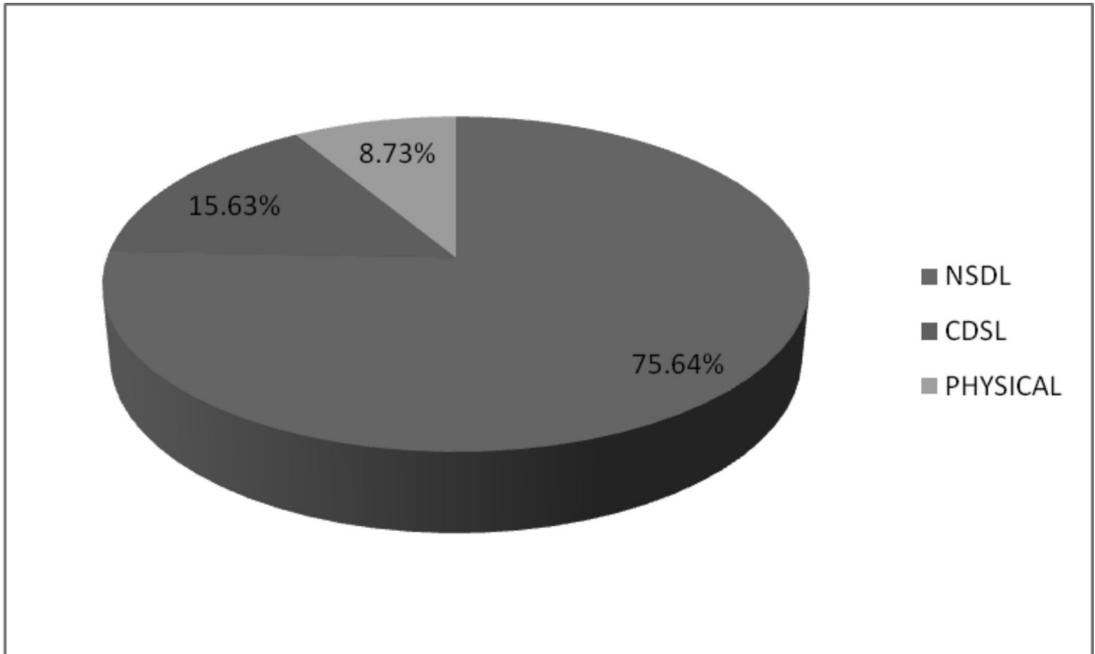
**(XIII) Dematerialization of shares & liquidity**

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).

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019, except in case of request received for transmission or transposition of securities. However, Members are not barred from holding shares in physical form. Members who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized.

**(XIV) Share Dematerialization Records:**

**70823646** Shares representing **91.27%** of the Company's total equity share capital were held in dematerialized form of which **75.64%** was held in National Securities Depository Limited (NSDL) and **15.63%** was held in Central Depository Services (India) Limited (CDSL) and only **6773654** Shares representing **8.73%** of the Company's total equity share capital were held in Physical form as on March 31, 2023.



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 under review, the Company has not issued any GDR's / ADR's / Warrants / FCCB's or any other Convertible Instruments.



## **COUNTRY CONDO'S LIMITED**

### **(XVI) Reconciliation of Share Capital Audit:**

Pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, a Company Secretary in Practice carries out Reconciliation of Share Capital Audit to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit confirms that the total listed and paid up/ issued share capital is in agreement with the aggregate of the total number of shares in demat form (held by NSDL and CDSL) and in physical form.

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:**

**Investor correspondence should be addressed to:**

**M/s. Aarthi Consultants Private Limited**

(Unit: Country Condo's Limited)  
1-2-285, Domalguda, Hyderabad – 500 029  
Ph: 040-2763 8111; 040-2763 4445  
Fax: 040-2763 2184  
Website: [www.aarthiconsultants.com](http://www.aarthiconsultants.com)  
Email: [info@arthiconsultants.com](mailto:info@arthiconsultants.com)  
Contact Person: Mr. Bhaskar

**Compliance Officer: Mr. Laxmikanth Jakhotia**

Company Secretary & Compliance Officer  
# 7-1-19/3, 1st Floor, I. S. R. Complex,  
Kundanbagh, Begumpet,  
Hyderabad – 500 016, Telangana, India  
Ph: 040-66533618  
Website: [www.countrycondos.co.in](http://www.countrycondos.co.in)  
Email: [info@countrycondos.co.in](mailto:info@countrycondos.co.in) ; [countrycondos@gmail.com](mailto:countrycondos@gmail.com)

### **(XIX) Depository Services:**

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

M/s. National Securities Depository Limited Trade World, 4 <sup>th</sup> Floor, Kamala Mills Compound Senapati Bapat Marg, Lower Parel Mumbai – 400 013 Tel : 091-022-24972964-70 Fax : 091-022-24972993-24976351 Email : <a href="mailto:info@nsdl.co.in">info@nsdl.co.in</a>	M/s. Central Depository Services (India) Limited Phiroze Jeejeebhoy Towers 28 <sup>th</sup> Floor, Dalal Street Mumbai – 400 023 Tel : 091-022-22723333 Fax : 091-022-22723199 Email : <a href="mailto:investors@cdslindia.com">investors@cdslindia.com</a>
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## **COUNTRY CONDO'S LIMITED**

### **(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.

### **(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.

## **10. OTHER DISCLOSURES:**

### **A. POLICY ON DETERMINATION OF MATERIALITY OF EVENTS:**

The Company has also adopted Policy on Determination of Materiality of Events and Policy on Archival of Documents which has been put up on the website of the Company. The Policy on Determination of Materiality of Events and Policy on Archival of Documents can be accessed at the Company's website at the link <https://countrycondos.co.in/policies.php>

### **B. AUDIT FEES:**

For the Financial Year 2022-23, your Company has paid to the Statutory Auditors M/s. P. Murali & Co., Chartered Accountants, 6-3-655/2/3, Somajiguda, Hyderabad- 500082, Telangana, ₹ 1,00,000 (Rupees One Lakh Only) plus applicable taxes and out of pocket expenses subject to the ratification of the said fees by the members at the ensuing Annual General Meeting pursuant to the Provisions of the Companies Act, 2013. The detailed breakup of the Auditors Fees is given in Notes to Accounts (on Note No. 19 - Other Expenses) forming part of the financial statements.

### **C) CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE:**

A certificate from M/s. Gopal Dhanaji & Associates, Company Secretaries represented by Mr. Gopal Biradar Dhanaji (Membership No. FCS 7676), Practicing Company Secretary, stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any other statutory authority is annexed to this report.

### **D) NON ACCEPTANCE OF ANY RECOMMENDATION OF ANY COMMITTEE OF THE BOARD WHICH WAS MANDATORILY REQUIRED:**

During the year, the Board has accepted all recommendation received from all its Committees.



## **COUNTRY CONDO'S LIMITED**

- E) 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:**

<b>I. Disclosure on website in terms of listing regulations</b>	
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Compositions of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Disclosed in Annual Report
Policy for dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Not Applicable
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
Schedule of analyst or institutional investor meet and presentation made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable
New name and the old name of the listed entity	Not Applicable
Advertisements as per Regulation 47(1)	Yes
Credit rating or revision in credit rating obtained	Not Applicable
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Not Applicable
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution Policy as per Regulation 43A (as applicable)	Not Applicable
It is certified that these contents on the website of the listed entity are correct	Yes

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes



## **COUNTRY CONDO'S LIMITED**

Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration Committee Meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Not Applicable
Meeting of Risk Management Committee	21(3A)	Not Applicable
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2),(3)	Yes
Approval for Material Related Party Transactions	23(4)	Not Applicable
Disclosure of Related Party Transactions on Consolidated basis	23(9)	Yes
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to Subsidiary of Listed Entity	24(2),(3),(4),(5)&(6)	Not Applicable
Annual Secretarial Compliance Report	24A	Yes
Alternate Director to Independent Director	25(1)	Not Applicable
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Not Applicable
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from Members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

Pursuant to Regulation 7(2) of the Listing Regulations, certificates on yearly basis have been issued by a qualified practicing Company Secretary confirming the compliance of share transfer formalities by the Company.



## **COUNTRY CONDO'S LIMITED**

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### **11. DISCRETIONARY DISCLOSURES:**

The status of compliance with non-mandatory recommendations of the Listing Regulations is as follows:

- a) Shareholders' Rights: As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to the shareholders.
- b) Audit Qualifications: The Company's financial statements for the year 2022-23 do not contain any audit qualification.
- c) Reporting of Internal Auditor: The Internal Auditors of the Company directly report to the Audit Committee.

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

**PLACE: HYDERABAD  
DATE : 26-08-2023**

**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, D. Krishna Kumar Raju, Vice-Chairman & Chief Executive Officer of Country Condo's Limited hereby confirm pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') that:

The Board of Country Condo's Limited has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The said code of conduct has also been posted on the Company's website viz. [www.countrycondos.co.in](http://www.countrycondos.co.in). All the Board members and Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2023.

**D. Krishna Kumar Raju**  
**Vice-Chairman & CEO**  
**DIN: 00115553**

**Place : Hyderabad**  
**Date : 26-08-2023**

**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 31<sup>st</sup> March, 2023 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 violative 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) Instances of significant fraud of which we have become aware and the involvement of an employee having a significant role in the Company's internal control system.

Place : Hyderabad  
Date : 30.05.2023

**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 of conditions of Corporate Governance of **M/s. Country Condo's Limited** (hereinafter referred as "the Company") for the Financial Year ended March 31, 2023 as prescribed under Regulations 17 to 27, Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 and Paras C, D & E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (hereinafter referred as '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.

We state that compliance of conditions of the Corporate Governance is the responsibility of the Management of the Company and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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.

In our opinion, and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as prescribed under 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.

This certificate is issued solely for the purposes of complying with Listing Regulations and may not be suitable for any other purpose.

**Place: Hyderabad**  
**Date: 21-08-2023**

**For and Behalf of**  
**Gopal Dhanaji & Associates, Company Secretaries**

**Gopal Biradar Dhanaji**  
**Proprietor**  
**CP No. 8415**  
**Membership No. F7676**  
**UDIN No. F007676E000836790**  
**PEER REVIEW REGISTRATION NO. 27472022**



## **COUNTRY CONDO'S LIMITED**

### **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
**Country Condo's Limited**  
CIN: L63040TG1987PLC007811  
# 7-1-19/3, 1<sup>st</sup> Floor, I. S. R. Complex, Kundanbagh,  
Begumpet, Hyderabad – 500 016, Telangana, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Country Condo's Limited (CIN: L63040TG1987PLC007811) and having registered office at # 7-1-19/3, 1<sup>st</sup> Floor, I. S. R. Complex, Kundanbagh, Begumpet, Hyderabad – 500 016, Telangana State, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Date of Appointment</b>
1	Mr. Rajeev Reddy Yedaguri	00115430	August 10, 2009
2	Mr. Siddharth Reddy Yedaguri	00815456	August 10, 2009
3	Mr. Varun Reddy Yedaguri	01905757	August 10, 2009
4	Mr. Krishna Kumar Raju Datla	00115553	September 25, 1987
5	Mrs. Manjula Reddy Yedaguri	00115485	May 29, 2014
6	Mr. Godha Venkateshwar Rao	02712599	July 06, 2009
7	Mr. Sam Reddy Bal Reddy	02712623	July 06, 2009
8	Mr. Kaladindi Subramanyam Raju	00094663	June 28, 2017
9	Mr. Peethala Krupavaram	08197063	June 30, 2020
10	Mr. Korlepara Sriram Chandra Murthy	08197054	June 30, 2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Place: Hyderabad**  
**Date: 08-07-2022**

**For and Behalf of**  
**Gopal Dhanaji & Associates, Company Secretaries**

**Gopal Biradar Dhanaji**  
**Proprietor**  
**CP No. 8415**  
**Membership No. F7676**  
**UDIN No. F007676E000836702**  
**PEER REVIEW REGISTRATION NO. 27472022**

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**INDEPENDENT AUDITOR'S REPORT****To the Members of  
M/S COUNTRY CONDO'S LIMITED****Report on the Audit of Ind AS Financial Statements****Opinion**

We have audited the accompanying Ind AS Financial Statements of **M/S COUNTRY CONDO'S LIMITED** ("the company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in equity for the year then ended, and notes to financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with 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, 2023, 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 in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 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 opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Depending on the facts and circumstances of the entity and the Audit, there are no key audit matters to communicate in the Audit Report.

**In connection with our audit of the 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.

## **COUNTRY CONDO'S LIMITED**

In connection with our audit of 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 are 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 IndAS 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 are also 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 is 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.
- 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 the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A, a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. 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.



## **COUNTRY CONDO'S LIMITED**

- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 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 B". 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 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 does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - v. The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - vi. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations as above in (iv) and (v) under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
  - vii. The company has not declared or paid any dividend during the year.

**For P. Murali & Co.**  
**Chartered Accountants**  
**FRN: 007257S**

**M V Joshi**  
**Partner**  
**M.No. 024784**  
**UDIN:23024784BGVPMN9458**

**Place: Hyderabad**  
**Date: 30.05.2023.**

**ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT**

**Annexure-A referred to in Independent Auditors Report to the Members of M/s. COUNTRY CONDO'S LIMITED on the Ind AS Financial Statements for the year ended 31<sup>st</sup> March 2023, we report that:**

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant & Equipment.  
  
(B) The company doesn't have any intangible assets.
- (b) As explained to us and in our opinion, PPE have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of the immovable properties are held in the name of the company.
- (d) According to the information and explanations given to us and on the basis of our examination of records, the company has not revalued the Property Plant and Equipment or intangible assets during the period under review.
- (e) As per information provided, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.
- ii. According to the information and explanations given to us and on the basis of our examination of the records of the company, inventories have been physically verified at reasonable intervals of time and no material discrepancies have been found.
- 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.
- iv. The company has not made any investments or granted any loans or Advances in the nature of 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 186 of the Companies Act, 2013.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.
- vi. According to information and explanations given to us and as per our opinion, the central government does not prescribe maintenance of cost records under section 148(1) of the companies Act.
- vii. (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 of Provident Fund, Employees' State Insurance, Income-tax, 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 Services Tax and other material statutory dues in arrears as at 31<sup>st</sup> March 2023 for a period of more than 6 months from the date they became payable.

- (c) According to the information and explanations given to us and based on the records of the company examined by us, there are no statutory dues which have not been deposited on account of any disputes.
- viii. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the company does not have any transactions which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company is not declared as wilful defaulter by any bank or financial Institution or other lenders.
- (c) The Term loans were applied for the purpose for which the loans were obtained.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xi. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our Audit.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting standard (Ind AS) 24, related party disclosures specified under section 133 of the Act, read with relevant rules issued there under.
- xiv. (a) In our opinion the company has an adequate internal audit system which commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. The Company has not entered into non-cash transactions with its directors or persons connected with him.
- xvi. The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934.
- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii. There is resignation of P C N & Associates ("statutory auditors") of "the Company" during the year and we did not receive any issues/objections/ concerns from the outgoing auditors.



## ***COUNTRY CONDO'S LIMITED***

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- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, based on our knowledge of the Board of Directors' and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet.
- xx. The company is not covered under the provisions of Sec 135 of the Companies act, 2013.

**For P. Murali & Co.**  
**Chartered Accountants**  
**FRN: 007257S**

**M V Joshi**  
**Partner**  
**M.No. 024784**  
**UDIN:23024784BGVPMN9458**

**Place: Hyderabad**  
**Date: 30.05.2023.**



**ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT**

**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 **COUNTRY CONDO'S LIMITED** ("the Company") as of March 31, 2023 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 Company's management 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 (ICAI). 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 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 Act.

**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 Ind AS 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 detailed, 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 Ind AS Financial Statements in accordance with generally accepted principles, and that receipts and expenditures are being made



## **COUNTRY CONDO'S LIMITED**

only in accordance with authorization 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 Ind AS Financial Statements.

### **Inherent Limitation of Internal Financial Controls over Financial Reporting**

Because of the inherent limitation 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, 2023, 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. Murali & Co.**  
**Chartered Accountants**  
**FRN: 007257S**

**M V Joshi**  
**Partner**  
**M.No. 024784**  
**UDIN:23024784BGVPMN9458**

**Place: Hyderabad**  
**Date: 30.05.2023.**

**COUNTRY CONDO'S LIMITED**  
**Balance Sheet as at 31st March, 2023**

(Amount in INR lakhs, Except no. of shares & EPS)

	Particulars	Note No	As at 31-03-2023	As at 31-03-2022
	<b>ASSETS</b>			
1	<b>Non-current assets</b>			
	(a) Property, Plant and Equipment	1	134.96	125.58
	(b) Capital work-in-progress		-	-
	(c) Investment Property		-	-
	(d) Goodwill		-	-
	(e) Other Intangible assets		-	-
	(f) Intangible assets under development		-	-
	(g) Biological Assets other than bearer plants		-	-
	(h) Financial Assets		-	-
	(i) Investments		-	-
	(ii) Trade receivables		-	-
	(iii) Loans		-	-
	(iv) Others (to be specified)		-	-
	(i) Deferred tax Assets (Net)	2	4.16	4.45
	(j) Other non-current assets		-	-
2	<b>Current assets</b>			
	(a) Inventories	3	2,525.53	2,298.18
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade receivables		-	-
	(iii) Cash and Cash equivalents	4	151.82	190.14
	(iv) Bank balances other than (iii) above	5	256.15	253.90
	(v) Loans		-	-
	(vi) Other financial assets	6	37.47	56.86
	(c) Current Tax Assets (Net)		-	-
	(d) Other current assets	7	206.88	184.27
	<b>Total</b>		<b>3,316.97</b>	<b>3,113.38</b>
	<b>EQUITY AND LIABILITIES</b>			
1	<b>Equity</b>			
	(a) Equity Share Capital	8	775.97	775.97
	(b) Other Equity	9	1,512.89	1,432.39
2	<b>LIABILITIES</b>			
	<b>Non-Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	10	13.90	5.58
	(ii) Trade payables		-	-
	(iii) Other financial liabilities		-	-
	(b) Provisions		-	-
	(c) Deferred tax Liability (Net)		-	-
	(d) Other non-current liabilities		-	-
3	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	11	152.52	5.16
	(ii) Trade Payables	12	0.16	0.96
	Outstanding dues of Micro, Small and Medium enterprises		-	-
	Outstanding dues of Creditors other than Micro, Small and Medium enterprises		-	-
	(iii) Other financial liabilities		-	-
	(b) Other current liabilities	13	861.53	893.32
	(c) Provisions		-	-
	(d) Current tax liabilities (Net)		-	-
	<b>Total</b>		<b>3,316.97</b>	<b>3,113.38</b>

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.Murali & Co.,**  
 Chartered Accountants  
 FRN: 007257S

**For COUNTRY CONDO'S LIMITED**

**M V Joshi**  
 Partner  
 M.No. 024784  
 UDIN: 23024784BGVPMN9458

**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 : 30-05-2023

**COUNTRY CONDO'S LIMITED**

**Statement of Profit and Loss for the Period Ended 31st March, 2023**

(Amount in INR lakhs, Except no. of shares & EPS)

Particulars		Note No	For the Year Ended	
			31-03-2023	31-03-2022
I	(a) Revenue From Operations	14	2,109.53	2,192.80
	(b) Other Income	15	15.38	389.90
	<b>Total Revenue (a+b)</b>		<b>2,124.91</b>	<b>2,582.70</b>
II	<b>Expenses</b>			
	(a) Cost of materials consumed		-	-
	(b) Purchase of Land / Development	16	1,147.49	1,506.77
	(c) (Increase)/ Decrease in inventories	17	(227.35)	(326.54)
	(d) Employee benefit expense	18	464.76	401.25
	(e) Other Expenses	19	612.90	684.52
	(f) Finance Cost	20	3.34	1.55
	(g) Depreciation	1	14.72	17.15
	<b>Total Expenses</b>		<b>2,015.86</b>	<b>2,284.70</b>
III	<b>Profit/(Loss) before Exceptional Items and Tax (I-II)</b>		109.05	298.00
IV	Exceptional Items		-	-
V	<b>Profit/ (Loss) before tax (III-IV)</b>		<b>109.05</b>	<b>298.00</b>
VI	Tax expense:			
	(1) Current Tax		28.26	69.75
	(2) Deferred tax		0.29	(24.51)
VII	<b>Profit/(Loss) for the period from continuing operations (V-VI)</b>		<b>80.50</b>	<b>252.76</b>
VIII	Profit/(Loss) for the period from dis-continuing operations		-	-
IX	Other Comprehensive Income (net of tax)			
	A. Items that will not be reclassified to Profit or Loss			
	(i) Exchange (gain)/Loss on foreign currency transactions		-	-
	(ii) Actuarial loss on defined benefit plans recognised in accordance with Ind AS 19.		-	-
B. Items that will be reclassified to Profit or Loss		-	-	
X	<b>Total Comprehensive Income for the period</b>		<b>80.50</b>	<b>252.76</b>
XI	Earning per equity share:			
	(1) Basic		0.10	0.33
	(2) Diluted		0.10	0.33

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.Murali & Co.,**  
Chartered Accountants  
FRN: 007257S

**For COUNTRY CONDO'S LIMITED**

**M V Joshi**  
Partner  
M.No. 024784  
UDIN: 23024784BGVPMN9458

**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 : 30-05-2023

**COUNTRY CONDO'S LIMITED**  
**Cash Flow Statement for the Year Ended on 31st March, 2023**

(Amount in INR lakhs, Except no. of shares & EPS)

Particulars	For the Year Ended	
	31-03-2023	31-03-2022
<b>A Cash Flow from Operating activities :</b>		
<b>Net Profit after Interest &amp; Depreciation but before Tax</b>	109.05	298.00
Depreciation	14.72	17.15
Interest paid	3.34	1.55
<b>Operating Profit before working capital changes</b>	<b>127.11</b>	<b>316.70</b>
<b>Adjustments for :</b>		
Inventories	(227.35)	(326.54)
Other financial and Other Current Assets	(3.22)	113.10
Trade and Other Payables	(60.85)	(250.38)
<b>Cash generated from operations</b>	<b>(164.32)</b>	<b>(147.12)</b>
<b>Net Cash flow from Operating activities (before &amp; after extraordinary items) " A "</b>	<b>(164.32)</b>	<b>(147.12)</b>
<b>B Net Cash from Investing activities :</b>		
Purchase of Property, Plant and Equipment	(24.10)	(2.70)
Sale of Land /written off Fixed Assets	-	318.74
<b>Net cash flow from Investing activities " B "</b>	<b>(24.10)</b>	<b>316.04</b>
<b>C Cash Flow from Financing activities</b>		
Borrowings	155.69	(20.02)
Interest paid	(3.34)	(1.55)
<b>Net Cash flow from Financing activities " C "</b>	<b>152.35</b>	<b>(21.57)</b>
<b>D Net ( Decrease ) / Increase in Cash and Cash Equivalents ( A + B + C )</b>	<b>(36.07)</b>	<b>147.35</b>
Cash and Cash Equivalents at the beginning	444.04	296.69
Cash and Cash Equivalents at the end	<b>407.97</b>	<b>444.04</b>

AS PER OUR REPORT OF EVEN DATE

**For P.Murali & Co.,**  
Chartered Accountants  
FRN: 007257S

**For COUNTRY CONDO'S LIMITED**

**M V Joshi**  
Partner  
M.No. 024784  
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**Y. Rajeev Reddy**  
Chairman & Director  
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**D. Krishna Kumar Raju**  
Vice Chairman & CEO  
DIN. 00115553

**U. Gandhi**  
Chief Financial Officer

**Laxmikanth Jakhotia**  
Company Secretary

Place: Hyderabad  
Date : 30-05-2023



## **COUNTRY CONDO'S LIMITED**

**Notes and other explanatory information to financial statements for the year ended March 31, 2023**

### **1. Description of the Company and Significant Accounting Policies**

#### **1.1 Corporate Information**

Country Condo's Limited ('the Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its equity shares are listed on BSE Limited.

The Country Condo's Limited was incorporated on 25/09/1987 under companies Act 1956 in the name and style as Country Condo's Limited as a Public Limited Company having Registered Office situated at 7-1-19/3, 1st Floor, I.S.R. Complex, Kundanbagh, Begumpet, Hyderabad, Hyderabad, Telanagna – 500016.

The company's main activity broadly consists of Real estate operations. 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 financial statements of the Company for the year ended March 31, 2023 were approved for issue in accordance with the resolution of the Board of Directors on May 30, 2023.

### **2. Basis of preparation of financial statements**

#### **(i) Statement of Compliance**

These Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and presentation requirements of Division II of Schedule III to the Companies Act, 2013, and as amended from time to time together with the comparative period data as at and for the year ended 31 March 2022.

These financial statements have been prepared by the Company as a going concern on the basis of relevant Ind AS that are effective or elected for early adoption at the Company's annual reporting date, 31 March 2023. These financial statements were authorised for issuance by the Company's Board of Directors on May 30, 2023

#### **(ii) 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 balance sheet:

- derivative financial instruments are measured at fair value;
- financial assets are measured either at fair value or at amortised cost depending on the classification;
- employee defined benefit assets/(liabilities) are recognised as the net total of the fair value of plan assets, adjusted for actuarial gains/(losses) and the present value of the defined benefit obligation;
- long-term borrowings are measured at amortised cost using the effective interest rate method;
- share-based payments are measured at fair value;
- assets held for sale are measured at fair value;
- assets acquired and liabilities assumed as part of business combinations are measured at fair value;
- Contingent consideration arising out of business combination are measured at fair value; and
- right-of-use the assets are recognised at the present value of lease payments that are not paid at that date. This amount is adjusted for any lease payments made at or before the commencement date, lease incentives received and initial direct costs, incurred, if any.

**(iii) Use of Estimates and Judgements**

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

- Note 1.3 (a) — Financial instruments;
- Note 1.3 (b) — Business combinations and goodwill;
- Notes 1.3 (c) and 1.3 (d) — Useful lives of property, plant and equipment and intangible assets;
- Notes 1.3(e) – Determination of cost for right-of-use assets and lease term;
- Note 1.3 (f) — Valuation of inventories;
- Note 1.3 (g) — Measurement of recoverable amounts of cash-generating units;
- Note 1.3 (h) — Assets and obligations relating to employee benefits;
- Note 1.3 (i) — Share-based payments;
- Note 1.3 (j) — Provisions and other accruals;
- Note 1.3 (k) — Measurement of transaction price in a revenue transaction
- Note 1.3 (l) — Evaluation of recoverability of deferred tax assets, and estimation of income tax payable and income tax expense in relation to uncertain tax positions; and
- Note 1.3 (m) — Contingencies

**(iv) Current and non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

All 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 and Ind AS 1, Presentation of Financial Statements.

**Assets:**

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

- a) it is expected to be realised 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 realised within twelve months after the reporting date; or
- d) it is cash or a 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 counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

## **COUNTRY CONDO'S LIMITED**

Current assets and liabilities include the current portion of non-current assets and liabilities respectively. All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle

### **(v) Prior Period Comparatives**

Prior period amounts have been reclassified to conform to the current year classification.

### **(vi) Functional and Presentation Currency**

These financial statements are presented in Indian rupees, which is the functional currency of the company. All financial information presented in Indian rupees has been rounded to the nearest Lakhs.

## **2.1 Summary of Significant Accounting Policies**

### **a) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### **Financial assets**

##### **Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (e.g., regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognised at fair value. The Company's trade receivables do not contain any significant financing component and hence are measured at the transaction price measured under Ind AS 115 "Revenue from Contracts with Customers".

##### **Subsequent Measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost;
- Debt instruments at FVTOCI;
- Debt instruments, derivatives and equity instruments at FVTPL; and
- Equity instruments measured at FVTOCI.

##### **Debt instruments at amortised cost**

A "debt instrument" is measured at the amortised cost if both the following conditions are met:

- a) the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- b) contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method and are subject to impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in statement of profit and loss and presented in other income. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

**Debt instrument at FVTOCI**

A “debt instrument” is classified as at the FVTOCI if both of the following criteria are met:

- a) the objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- b) the asset’s contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the OCI. However, the Company recognises interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to the statement of profit and loss. Interest earned while holding a FVTOCI debt instrument is reported as interest income using the effective interest rate method.

**Debt instrument at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as an “accounting mismatch”).

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

**Equity investments**

All equity investments within the scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made upon initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment.

However, on sale the Company may transfer the cumulative gain or loss within equity. Equity investments designated as FVTOCI are not subject to impairment assessment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

**Investments in subsidiaries and joint venture:**

Investments in subsidiaries and joint venture are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- the rights to receive cash flows from the asset have expired; or
- Both (1) the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangements and (2) either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

**Impairment of trade receivables and other financial assets**

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on trade receivables or any contractual right to receive cash or another financial asset. For this purpose, the Company follows a "simplified approach" for recognition of impairment loss allowance on the trade receivable balances. The application of this simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

**Financial liabilities****Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

**Subsequent Measurement**

The measurement of financial liabilities depends on their classification, as described below:

**Financial liabilities at FVTPL**

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at FVTPL are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains or losses attributable to changes in own credit risk are recognised in OCI. These gains or losses are not subsequently transferred to the statement of profit and loss.

However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as FVTPL.

**Loans and Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the statement of profit and loss over the period of the borrowings using the effective interest method. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the effective interest rate amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included as finance costs in the statement of profit and loss.

**Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

**Derivative financial instruments**

The Company uses derivative financial instruments such as foreign exchange forward contracts, option contracts and swap contracts to mitigate its risk of changes in foreign currency exchange rates. The Company also uses non-derivative financial instruments as part of its foreign currency exposure risk mitigation strategy. Derivatives are classified as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

**Hedges of highly probable forecasted transactions**

The Company classifies its derivative financial instruments that hedge foreign currency risk associated with highly probable forecasted transactions as cash flow hedges and measures them at fair value. The effective portion of such cash flow hedges is recorded in the Company's hedging reserve as a component of equity

and re-classified to the statement of profit and loss as part of the hedged item in the period corresponding to the occurrence of the forecasted transactions. The ineffective portion of such cash flow hedges is recorded in the statement of profit and loss as finance costs immediately. The Company also designates certain non-derivative financial liabilities, such as foreign currency borrowings from banks, as hedging instruments for hedge of foreign currency risk associated with highly probable forecasted transactions. Accordingly, the Company applies cash flow hedge accounting to such relationships. Remeasurement gain or loss on such non-derivative financial liabilities is recorded in the Company's hedging reserve as a component of equity and reclassified to the statement of profit and loss as part of the hedged item in the period corresponding to the occurrence of the forecasted transactions.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognised in OCI, remains there until the forecasted transaction occurs. If the forecasted transaction is no longer expected to occur, then the balance in OCI is recognised immediately in the statement of profit and loss.

### **Hedges of recognised Assets and Liabilities**

Changes in the fair value of derivative contracts that economically hedge monetary assets and liabilities in foreign currencies, and for which no hedge accounting is applied, are recognised in the statement of profit and loss. The changes in fair value of such derivative contracts, as well as the foreign exchange gains and losses relating to the monetary items, are recognised in the statement of profit and loss. If the hedged item is derecognised, the unamortised fair value is recognised immediately in the statement of profit and loss.

### **Hedges of changes in the interest rates**

Consistent with its risk management policy, the Company uses interest rate swaps to mitigate the risk of changes in interest rates. The Company does not use them for trading or speculative purposes.

### **Cash and Cash equivalents**

Cash and cash equivalents consist of cash on hand, demand deposits and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. For this purpose, "short-term" means investments having original maturities of three months or less from the date of investment. Bank overdrafts that are repayable on demand form an integral part of the Company's cash management and are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

## **b) Business combinations and goodwill**

Business combinations are accounted for using the acquisition method regardless of whether equity instruments or other assets are acquired. The acquisition date is the date on which control is transferred to the acquirer. Judgement is applied in determining the acquisition date and determining whether control is transferred from one party to another. Control exists when the Company is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive.

The Company determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organized workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

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The consideration transferred for the acquisition of a subsidiary is comprised of:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Company;
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

At the acquisition date, the identifiable assets acquired and liabilities and contingent liabilities assumed are, with limited exceptions, measured initially at their fair values. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred. If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date. Any gains or losses arising from such re-measurement are recognised in the statement of profit and loss.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Contingent consideration classified as equity is not re-measured and its subsequent settlement is accounted for within equity. Amounts classified as a financial liability are subsequently re-measured to fair value, with changes in fair value recognised in the statement of profit and loss.

Goodwill is initially measured at cost, being the excess of the aggregate of:

- the consideration transferred;
- the amount of any non-controlling interest in the acquired entity; and
- the acquisition-date fair value of any previous equity interest in the acquired entity.

over the fair value of the net identifiable assets acquired. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

### **c) Property, plant and equipment**

#### **Recognition and Measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Capital work in progress is stated at cost, net of accumulated impairment loss, if any. An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised net within "Other income/ Selling and other expense" in the statement of profit and loss.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognised in the statement of profit and loss as incurred.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the asset exchanged is recorded at the carrying amount of the asset given up.

### Depreciation

Depreciation is recognised in the statement of profit and loss on a straight line basis over the estimated useful lives of property, plant and equipment. Land is not depreciated but subject to impairment. Depreciation methods, useful lives and residual values are reviewed at each reporting date and any changes are considered prospectively.

The Estimated useful lives are as follows:

<b>Particulars</b>	<b>Useful life</b>
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

Schedule II to the Companies Act, 2013 ("Schedule") prescribes the useful lives for various classes of tangible assets. For certain class of assets, based on the technical evaluation and assessment, the Company believes that the useful lives adopted by it best represent the period over which an asset is expected to be available for

use. Accordingly, for these assets, the useful lives estimated by the Company are different from those prescribed in the Schedule.

**d) Intangible Assets**

Intangible assets other than acquired in a business combination are measured at cost at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Research costs are expensed as incurred. Internally generated intangible asset arising from development activity is recognized at cost on demonstration of its technical feasibility, the intention and ability of the company to complete, use or sell it, only if, it is probable that the asset would generate future economic benefit and the expenditure attributable to the said assets during its development can be measured reliably.

An item of Intangible assets is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Intangible assets are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

**e) Leases****Company as a lessee**

The Company assesses at contract inception whether a contract is or contains a lease, which applies if the contract conveys the right to control the use of the identified asset for a period of time in exchange for consideration. The Company recognises a right-of-use asset at the commencement date of the lease, i.e. the date the underlying asset is available for use. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments to be made over the lease term:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, then the lessee's incremental borrowing rate is used. Such borrowing rate is calculated as the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. The Company's lease liabilities are included in borrowings.

Lease payments are allocated between principal and interest cost. The interest cost is charged to statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost less accumulated depreciation and accumulated impairment comprised of the following:

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- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in the statement of profit and loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

The right-of-use assets are initially recognised on the balance sheet at cost, which is calculated as the amount of the initial measurement of the corresponding lease liability, adjusted for any lease payments made at or prior to the commencement date of the lease, any lease incentive received and any initial direct costs incurred by the Company.

### **Company as a lessor:**

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 "Revenue from Contracts with Customers" to allocate the consideration in the contract.

### **f) Inventories**

Inventories are valued at the lower of cost and net realisable value. Inventories consist of work-in-progress and finished goods and are measured at the lower of cost and net realisable value.

The cost of all categories of inventories is based on the weighted average method. Cost includes expenditures incurred in acquiring the inventories, conversion costs and other costs incurred in bringing them to their existing location and condition.

In the case of finished goods and work-in-progress, cost includes an appropriate share of overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The factors that the Company considers in determining the provision for slow moving and other non-saleable inventory include estimated shelf life, planned product discontinuances, price changes and introduction of competitive new products, to the extent each of these factors impact the Company's business and markets. The Company considers all these factors and adjusts the inventory provision to reflect its actual experience on a periodic basis.

**g) Impairment****Non-financial assets**

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, an impairment test is performed each year at 31 March.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

The goodwill acquired in a business combination is, for the purpose of impairment testing, allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised in the statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Goodwill that forms part of the carrying amount of an investment in joint venture is not recognised separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in joint venture is tested for impairment as a single asset when there is objective evidence that the investment in joint venture may be impaired.

**h) Employee Benefits****Short-term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**Defined contribution plans**

The Company's contributions to defined contribution plans are charged to the statement of profit and loss as and when the services are received from the employees.

**Defined benefit plans**

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined

benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market interest rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the statement of profit and loss in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the statement of profit and loss.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions for defined benefit obligation and plan assets are recognized in OCI in the period in which they arise.

When the benefits under a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. The Company recognises gains or losses on the settlement of a defined benefit plan obligation when the settlement occurs.

#### **Termination benefits**

Termination benefits are recognised as an expense in the statement of profit and loss when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense in the statement of profit and loss if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

#### **Other long-term employee benefits**

The Company's net obligation in respect of other long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognised in the statement of profit and loss in the period in which they arise.

#### **Compensated absences**

The Company's current policies permit certain categories of its employees to accumulate and carry forward a portion of their unutilised compensated absences and utilise them in future periods or receive cash in lieu thereof in accordance with the terms of such policies. The Company measures the expected cost of accumulating compensated absences as the additional amount that the Company incurs as a result of the unused entitlement that has accumulated at the reporting date. Such measurement is based on actuarial valuation as at the reporting date carried out by a qualified actuary.

### **i) Share Based Payments**

#### **Equity settled share-based payment transactions**

The grant date fair value of options granted to employees is recognised as an employee benefit expense, in the statement of profit and loss, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and performance conditions are expected to be met, such

that the amount ultimately recognised is based on the number of awards that meet the related service and performance conditions at the vesting date. The expense is recorded for each separately vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognised in connection with share-based payment transaction is presented as a separate component in equity under "share-based payment reserve". The amount recognised as an expense is adjusted to reflect the actual number of stock options that vest.

#### **Cash settled share-based payment transactions**

The fair value of the amount payable to employees in respect of share-based payment transactions which are settled in cash is recognised as an expense, with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is re-measured at each reporting date and at the settlement date based on the fair value of the share-based payment transaction. Any changes in the liability are recognised in the statement of profit and loss.

#### **j) Provisions**

A provision is recognised in the statement of profit and loss 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 recognised as a finance cost.

#### **Restructuring**

A provision for restructuring is recognised in the statement of profit and loss when the Company has approved a detailed and formal restructuring plan, and the restructuring either has commenced or has been announced publicly. Future operating costs are not provided.

#### **Onerous contracts**

A provision for onerous contracts is recognised in the statement of profit and loss when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

#### **Reimbursement rights**

Expected reimbursements for expenditures required to settle a provision are recognised in the statement of profit and loss only when receipt of such reimbursements is virtually certain. Such reimbursements are recognised as a separate asset in the balance sheet, with a corresponding credit to the specific expense for which the provision has been made.

#### **Contingent liabilities and 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. A contingent asset is disclosed where an inflow of economic benefits is probable. 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.

**k) Revenue Recognition**

The Company's revenue is derived from sales of plots and rendering of services. Most of such revenue is generated from the sale of plots. The Company has generally concluded that it is the principal in its revenue arrangements.

**Sale of plots**

Revenue is recognised when the control of the plots has been transferred to a third party. This is usually when the title passes to the customer upon registration of plots. At that point, the customer has full discretion over the channel and price to sell the products, and there are no unfulfilled obligations that could affect the customer's acceptance of the product.

Revenue from the sale of plots is measured at the transaction price which is the consideration received or receivable, net of returns and applicable trade discounts and allowances.

**Services**

Revenue from services rendered, which primarily relate to contract research, is recognised in the statement of profit and loss as the underlying services are performed. Upfront non-refundable payments received under these arrangements are deferred and recognised as revenue over the expected period over which the related services are expected to be performed.

Revenue from services rendered is recognized in the statement of Profit and loss only when the rendering of services is fully 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.

**Other Income**

Other income consists of interest income on funds invested and gains on the disposal of assets. Interest income is recognised in the statement of profit and loss as it accrues, using the effective interest method. The associated cash flows are classified as investing activities in the statement of cash flows. Finance cost consist of interest expense on loans and borrowings.

**l) Borrowing Costs**

Borrowing costs are recognised in the statement of profit and loss using the effective interest method. The associated cash flows are classified as financing activities in the statement of cash flows.

**m) Income tax**

Income tax expense consists of current and deferred tax. Income tax expense is recognised in the statement of profit and loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised 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 approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Company offsets deferred tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred Tax includes MAT credit, if any and it is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 for a specified period. Credit on account of MAT is recognized as an asset based on the management's estimate of its recoverability in the future.

**n) Earnings per Share**

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which includes all stock options granted to employees.

**o) Rounding Off**

All amounts in Indian Rupees disclosed in the financial statements and notes have been rounded off to the nearest Lakhs unless otherwise stated.

**p) Fair Value Measurement**

The Company's accounting policies and disclosures require the determination of fair value, for certain financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made

in determining fair values is disclosed in the notes specific to that asset or liability. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as assets acquired in a business combination and significant liabilities, such as contingent consideration. Involvement of external valuers is determined by the Management, based on market knowledge, reputation, independence and whether professional standards are maintained.

**COUNTRY CONDO'S LIMITED - 2022-23**  
**NOTE NO. 1 : Property, Plant and Equipment**

**Tangible Assets**

Property, Plant and Equipment	(Amount in INR lakhs, Except no. of shares & EPS)								Total
	Land & Site Development	Buildings	Plant & Machinery	Office Equipment	Furniture and Fixtures	Vehicles	Computers		
<b>Cost</b>									
As at March 31st, 2021	191.48	244.61	57.72	22.45	21.17	143.00	27.25	707.69	
Additions	-	-	-	0.21	-	-	2.49	2.70	
Disposals	126.96	244.61	57.72	0.87	6.30	-	2.18	438.64	
As at March 31st, 2022	64.52	-	-	21.79	14.88	143.00	27.55	271.75	
Additions	-	-	-	1.89	0.11	21.24	0.86	24.10	
Disposals	-	-	-	-	-	-	-	-	
As at March 31st, 2023	64.52	-	-	23.68	14.99	164.24	28.41	295.85	
<b>Depreciation</b>									
As at March 31st, 2021	-	76.68	34.81	18.92	17.74	77.08	23.68	248.91	
Charge for the period	-	-	-	1.02	1.15	13.09	1.89	17.15	
Disposals	-	76.68	34.81	0.83	5.50	-	2.08	119.90	
As at March 31st, 2022	-	-	-	19.11	13.39	90.16	23.50	146.17	
Charge for the period	-	-	-	0.84	0.50	12.06	1.32	14.72	
Disposals	-	-	-	-	-	-	-	-	
As at March 31st, 2023	-	-	-	19.95	13.90	102.22	24.82	160.89	
<b>Net Block</b>									
As at March 31st, 2023	64.52	-	-	3.73	1.09	62.02	3.59	134.96	
As at March 31st, 2022	64.52	-	-	2.68	1.48	52.84	4.05	125.58	

**COUNTRY CONDO'S LIMITED**  
**NOTES TO BALANCE SHEET**

(Amount in INR lakhs, Except no. of shares & EPS)

**NOTE NO. 2 : DEFERRED TAX ASSET / (LIABILITY)**

Sl. No.	Particulars	As at 31-03-2023	As at 31-03-2022
I	Opening Deferred tax Asset	4.45	(20.06)
	Less: Deferred Tax Asset for the year (Due to SLM and WDV Difference)	0.29	24.51
	<b>Total Deferred Tax Asset / (Liability)</b>	<b>4.16</b>	<b>4.45</b>

**NOTE NO. 3 : INVENTORIES**

Sl. No.	Particulars	As at 31-03-2023	As at 31-03-2022
I	Land and Land Development Expenditure	2,525.53	2,298.18
	<b>Total Inventories</b>	<b>2,525.53</b>	<b>2,298.18</b>

**NOTE NO. 4 : CASH AND CASH EQUIVALENTS**

Sl. No.	Particulars	As at 31-03-2023	As at 31-03-2022
I	Cash on hand	2.41	2.98
II	Balances with Banks	149.41	187.16
	<b>Total Cash and Cash Equivalents</b>	<b>151.82</b>	<b>190.14</b>

**NOTE NO. 5 : BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

Sl. No.	Particulars	As at 31-03-2023	As at 31-03-2022
I	Deposits with Banks (Bank balances other than above Note No. 4)	256.15	253.90
	<b>Total</b>	<b>256.15</b>	<b>253.90</b>

(Amount in INR lakhs, Except no. of shares & EPS)

**NOTE NO. 6 : OTHER FINANCIAL ASSETS**

Sl. No.	Particulars	As at 31-03-2023	As at 31-03-2022
I	Security Deposits Unsecured, Considered Good	18.42	12.71
II	Chit Receivables	19.05	44.15
	<b>Total Other Financial Assets</b>	<b>37.47</b>	<b>56.86</b>

**NOTE NO. 7 : OTHER CURRENT ASSETS**

Sl. No.	Particulars	As at 31-03-2023	As at 31-03-2022
I	Advances other than Capital advances (a) Other Advances Unsecured, Considered Good (i) Advance for Land and Land Development (ii) Advance for Site Registrations (iii) Advance for Other Expenses (iv) Advances to Employees	90.84 31.87 43.13 8.74	69.44 27.34 10.55 16.53
	<b>Total Advances other than Capital advances</b>	<b>174.58</b>	<b>123.86</b>
II	Balance with Government Authorities (a) TDS/TCS Receivables (b) GST Receivables (c) Advance Taxes	8.81 1.99 21.50	19.31 1.99 39.11
	<b>Total Balance with Government Authorities</b>	<b>32.30</b>	<b>60.41</b>
	<b>Total Other current assets</b>	<b>206.88</b>	<b>184.27</b>

**NOTE NO. 8 : EQUITY SHARE CAPITAL**

(1) Current reporting period As at 31-03-2023

Sl. No.	Particulars	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the ending of the current reporting period
I	Share Capital (a) Authorised (No. of Shares 35,00,00,000)	3,500.00	-	-	-	3,500.00
	(b) Issued, Subscribed & Fully Paid Up (No. of Shares 7,75,97,300 Par Value per share Re. 1/- Each)	775.97	-	-	-	775.97
II	Equity Shares of Fully paid up :	775.97	-	-	-	775.97

(2) Previous reporting period As at 31-03-2022

Sl. No.	Particulars	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the ending of the current reporting period
I	Share Capital (a) Authorised (No. of Shares 35,00,00,000)	3,500.00	-	-	-	3,500.00
	(b) Issued, Subscribed & Fully Paid Up (No. of Shares 7,75,97,300 Par Value per share Re. 1/- Each)	775.97	-	-	-	775.97
II	Equity Shares of Fully paid up :	775.97	-	-	-	775.97

Shareholding of promoter As at 31-03-2023:

Sl. No.	Promoter's Name	No. of Shares	% of Total Shares	% of Change during the year
1	Yedaguri Rajeev Reddy	39706635	51.17	NIL
2	Yedaguri Manjula Reddy	8700	0.01	NIL
3	Yedaguri Siddharth Reddy	988920	1.27	NIL
4	Yedaguri Nikhila Reddy	5800	0.01	NIL
5	Yedaguri Varun Reddy	1087681	1.40	NIL

**NOTE NO. 9 : OTHER EQUITY**

(Amount in INR lakhs, Except no. of shares & EPS)

(1) Current reporting period As at 31-03-2023

Sl. No.	Particulars	Capital reserve	General reserve	Securities premium reserve	Other reserves	Total
I	Balance at the March 31, 2022	229.83	703.21	499.35	-	1,432.39
II	Changes in accounting policy or prior period errors	-	-	-	-	-
III	Restated balance at the beginning of the current reporting period	-	-	-	-	-
IV	Total Comprehensive Income for the period	-	80.50	-	-	80.50
V	Dividends	-	-	-	-	-
VI	Transfer to retained earnings	-	-	-	-	-
VII	Any other change (to be specified)	-	-	-	-	-
VIII	Balance at the March 31, 2023	<b>229.83</b>	<b>783.71</b>	<b>499.35</b>	-	<b>1,512.89</b>

(2) Previous reporting period As at 31-03-2022

Sl. No.	Particulars	Capital reserve	General reserve	Securities premium reserve	Other reserves	Total
I	Balance at the March 31, 2021	229.83	450.45	499.35	-	1,179.63
II	Changes in accounting policy or prior period errors	-	-	-	-	-
III	Restated balance at the beginning of the current reporting period	-	-	-	-	-
IV	Total Comprehensive Income for the period	-	252.76	-	-	252.76
V	Dividends	-	-	-	-	-
VI	Transfer to retained earnings	-	-	-	-	-
VII	Any other change (to be specified)	-	-	-	-	-
VIII	Balance at the March 31, 2022	<b>229.83</b>	<b>703.21</b>	<b>499.35</b>	-	<b>1,432.39</b>



## COUNTRY CONDO'S LIMITED

### NOTE NO. 10 : LONG TERM BORROWINGS

(Amount in INR lakhs, Except no. of shares & EPS)

Sl. No.	Particulars	As at 31-03-2023		As at 31-03-2022	
		Non-Current	Current	Non-Current	Current
I	Term Loans Secured Vehicle Loan from Banks & Financial Institutions				
	(i) ICICI Bank LTD	-	-	-	0.78
	(ii) HDFC Bank LTD	11.04	5.96	-	1.81
	(iii) Mahindra & Mahindra Fin Services Limited	2.86	2.86	5.58	2.57
	<b>Total Long Term Borrowings</b>	<b>13.90</b>	<b>8.82</b>	<b>5.58</b>	<b>5.16</b>

### NOTE NO. 11 : SHORT TERM BORROWINGS

Sl. No.	Particulars	As at 31-03-2023	As at 31-03-2022
I	Term Loans Secured (i) Current Maturities of Short-Term Loans (Ref., Note No.10)	8.82	5.16
II	Overdraft Facility (i) HDFC Bank LTD	143.70	-
	<b>Total Short Term Borrowings</b>	<b>152.52</b>	<b>5.16</b>

### NOTE NO. 12 : TRADE PAYABLES

Sl. No.	Particulars	As at 31-03-2023	As at 31-03-2022
	<b>Trade Payables</b>	<b>0.16</b>	<b>0.96</b>
I	Outstanding dues of Micro, Small and Medium enterprises*	-	-
II	Outstanding dues of creditors other than Micro, Small and Medium enterprises*	-	-
	<b>Total Trade Payables</b>	<b>0.16</b>	<b>0.96</b>

\*23) The Company has not received any intimation from "Suppliers" regarding their status under Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosure relating to the outstanding amount due to MSME & other than MSME has not been furnished.

(Amount in INR lakhs, Except no. of shares & EPS)

Trade payables ageing schedule for the year ended as on March 31, 2023 :

Sl. No.	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Others	0.16	-	-	-	0.16
(ii)	Disputed dues – MSME	-	-	-	-	-
(iii)	Disputed dues – Others	-	-	-	-	-

Trade payables ageing schedule for the year ended as on March 31, 2022 :

Sl. No.	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Others	0.96	-	-	-	0.96
(ii)	Disputed dues – MSME	-	-	-	-	-
(iii)	Disputed dues – Others	-	-	-	-	-

**NOTE NO. 13 : OTHER CURRENT LIABILITES**

Sl. No.	Particulars	As at 31-03-2023	As at 31-03-2022
I	Advances Received from Customers	764.37	761.77
II	Provision for Income Tax	28.26	69.75
III	Statutory Dues	14.75	10.82
IV	Provision for Expenses	54.15	50.98
	<b>Total other current liabilities</b>	<b>861.53</b>	<b>893.32</b>

**COUNTRY CONDO'S LIMITED**  
**NOTES TO STATEMENT OF PROFIT & LOSS**

(Amount in INR lakhs, Except no. of shares & EPS)

**NOTE NO. 14 : REVENUE FROM OPERATIONS**

SI. No.	Particulars	For the Period Ended	
		31-03-2023	31-03-2022
I	Income from operations (a) Sale of Plots / Land	2,109.53	2,192.80
	<b>Total Revenue from Operations</b>	<b>2,109.53</b>	<b>2,192.80</b>

**NOTE NO. 15 : OTHER INCOME**

SI. No.	Particulars	For the Period Ended	
		31-03-2023	31-03-2022
I	Profit on sale of assets	-	378.04
II	Profit On Chits	2.97	-
III	Other Income	12.41	11.86
	<b>Total Other Income</b>	<b>15.38</b>	<b>389.90</b>

**NOTE NO. 16 : PURCHASE OF LAND / LAND DEVELOPMENT**

SI. No.	Particulars	For the Period Ended	
		31-03-2023	31-03-2022
I	Operating Expenditure (a) Purchase of Land (b) Land Development Charges	2.30 1,145.19	17.50 1,489.27
	<b>Total Trade Expenses</b>	<b>1,147.49</b>	<b>1,506.77</b>

**NOTE NO. 17 : (INCREASE) / DECREASE IN INVENTORIES**

SI. No.	Particulars	For the Period Ended	
		31-03-2023	31-03-2022
I	Work In Progress Beginning of the year Less : End of the year	2,298.18 2,525.53	1,971.64 2,298.18
	<b>(Increase) / Decrease in Inventories</b>	<b>(227.35)</b>	<b>(326.54)</b>

**NOTE NO. 18 : EMPLOYEE BENEFIT EXPENSES**

SI. No.	Particulars	For the Period Ended	
		31-03-2023	31-03-2022
I	Salaries & Wages	434.11	371.78
II	Contribution to Provident Fund & ESIC	20.83	19.05
III	Staff Welfare Expenses	9.82	10.42
	<b>Total Employee Benefit Expenses</b>	<b>464.76</b>	<b>401.25</b>

(Amount in INR lakhs, Except no. of shares &amp; EPS)

**NOTE NO. 19 : OTHER EXPENSES**

Sl. No.	Particulars	For the Period Ended	
		31-03-2023	31-03-2022
I	Administrative Expenses		
	(a) Telephone, Postage and Others	7.51	7.74
	(b) Business Promotion Expenses	7.21	2.98
	(c) Travelling & Conveyance	31.23	20.32
	(d) Office Maintenance	47.26	42.44
	(e) Printing & Stationery Expenses	5.62	6.35
	(f) Rates & Taxes (excluding Income Tax)	8.83	10.29
	(g) Consultancy Charges	68.99	51.45
	(h) Commission Charges	357.75	253.06
	(i) Advertisement Charges	4.23	0.92
	(j) Bank Charges	21.64	20.56
	(k) Interest on late payment of Taxes	1.19	1.10
	(l) Loss on Written off Assets	-	191.78
	(m) Prior Period Taxes	0.33	31.35
		<b>561.79</b>	<b>640.34</b>
II	Other Operating Expenses		
	(a) Rent	46.98	40.83
	(b) General Expenditure	3.13	2.35
	(c) Payment to Auditors:		
	(i) As Auditor	0.70	0.70
	(ii) For Taxation matters	0.30	0.30
		51.11	44.18
	<b>Total Other Expenses</b>	<b>612.90</b>	<b>684.52</b>

**NOTE NO. 20 : FINANCE COST**

Sl. No.	Particulars	For the Period Ended	
		31-03-2023	31-03-2022
I	Interest Charges		
	(a) Interest on Loans from Others	-	0.07
	(b) Interest on Vehicle Finance	1.73	1.48
	(c) Interest on Overdraft	1.61	-
	<b>Total Finance Cost</b>	<b>3.34</b>	<b>1.55</b>



## COUNTRY CONDO'S LIMITED

### M/s COUNTRY CONDO'S LIMITED

#### Notes to Financial Statements:

(All amounts in INR lakhs, Except No. of shares & EPS)

#### 21. Earnings per Share:

Particulars	2022-23	2021-22
Net profit after tax	80.50	252.76
Weighted Average Numbers of shares	7,75,97,300	7,75,97,300
Basic and Diluted EPS	0.10	0.33

#### 22. (a) Related Parties

##### A) Directors

Sri Y. Rajeev Reddy  
 Sri Y. Siddharth Reddy  
 Sri Y. Varun Reddy  
 Smt. Y. Manjula Reddy  
 Sri K. Subramanyam Raju  
 Sri G. Venkateshwar Rao  
 Sri S. Bal Reddy  
 Sri P. Krupavaram  
 Sri K. Srirama Chandra Murthy

##### (b) Key managerial personnel

Name	Designation
Sri D. Krishna Kumar Raju	Vice chairman & CEO
Sri Gandhi Upputuri	CFO
Sri J. Laxmikanth	Company Secretary

Particulars of Related Party Transactions as at 31-03-2023:

Particulars	31-03-2023	31-03-2022
<b>Operating and administrative costs</b>		
Rent	-	-
Reimbursement of Expenses to directors	-	-
<b>Directors Remuneration</b>	42.90	42.90
Sitting Fee	-	-
KMP Salary	37.65	37.65
Capital contribution	-	-
Loan from Directors	-	-
Loan repaid to Directors	-	-



## **COUNTRY CONDO'S LIMITED**

23. The Company has not received any intimation from "Suppliers" regarding their status under Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosure relating to the outstanding amount more than 45 days cannot be ascertained.
24. 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. Closing Inventories of Land and Land Development Expenditure Amounting to 2,525.53 for current year (previous year Amount 2,298.18).
25. In accordance with Accounting Standard 22(AS 22) issued by the ICAI, the Company has accounted for deferred income tax during the year. The deferred income tax provision for the current year amount (0.29) towards deferred tax Asset and amount 24.51 towards deferred tax Asset in the previous year.
26. The Company has only one segment i.e "Real Estate". As such there is no requirement of segment reporting.

### **27. Capital Management:**

For the purpose of Company's capital management, Capital includes issued equity capital and other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

<b>Particulars</b>	<b>31-Mar-23</b>	<b>31-Mar-22</b>
Borrowings	166.42	10.74
Trade and other payables	861.69	894.28
Less: Cash and cash equivalents	(407.97)	(444.04)
<b>Net Debt</b>	<b>620.17</b>	<b>460.98</b>
Equity	2,288.87	2,208.37
<b>Capital and Net Debt</b>	<b>2,909.04</b>	<b>2,669.35</b>
<b>Gearing Ratio</b>	<b>21.32%</b>	<b>17.27%</b>

### **28. Contingent Liability:**

- a) The Company has given the Corporate Guarantee to Bank of Baroda, 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.

### **29. Additional Regulatory information**

- The Company is in possession of immovable property and title deeds are held in the Name of the company.
- The Company has not revalued any of its Property, Plant and Equipment during the year.

- iii. The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and other related parties.
- iv. There are no proceedings initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
- v. The Company has no borrowings from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
- vi. The Company has overdraft facility from banks on the basis of security against fixed deposits and the bank statements are in agreement with the books of accounts of the company.
- vii. The Company is not declared as wilful defaulter by any bank or financial Institution or other lenders.
- viii. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.

**30. (i) Financial risk management objectives and policies**

The Company's principal financial liabilities comprise of trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents that derive directly from its operations and FVTPL investments.

The Company is exposed to market risk and liquidity risk. The Company's senior management oversees management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures so that **financial risks** are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

**(ii) Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk, interest rate risk and other price risk. Financial instruments affected by market risk include FVTPL financial instruments.

The sensitivity analysis in the following sections relate to the position as at 31 March 2023 and 31 March 2022.

**(iii) Equity price risk**

The Company's listed equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification. The Company's Board of Directors reviews and approves all equity investment decisions.

**(iv) Liquidity Risk:**

The Company's objective is to maintain a balance between continuity of funding and flexibility. The Company has sufficient working capital funds available to honour the debt maturing within 12 months.

31. The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.
32. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

## COUNTRY CONDO'S LIMITED

33. There are no significant events that occurred after the balance sheet date.
34. The company has not advanced/loans/invested or received funds (either borrowed funds or share premium or any other sources or kind of funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
35. The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
36. The Company is not covered under the provisions of section 135 of the Companies Act, 2013.
37. The Company has not declared any dividend during the year.
38. In the opinion of the management, the assets As shown in the financial Statements, have a value on realization in the ordinary course of business of at least equal to the amount at which they are stated in the balance sheet.

### 39. Ratios:

(₹ in Lakhs)

Ratios	Numerator	Denominator	Current year	Previous year	Variance (in %)	Explanations / Remarks
Current ratio (in times)	Total current assets	Total current liabilities	3.69	3.34	10.55	Increase in Current Ratio is due to better working capital management
Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities*	Total Equity	0.07	0.05	32.54	Cash and Cash equivalents are more than debt.
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments*	8.41	5.40	55.57	Debt Service Coverage Ratio increase, the company has good earnings in servicing the Debt on time
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	3.91	12.14	-67.78	Return on equity decreased due to decrease in Total Profit
Inventory Turnover Ratio (in times)	Cost of goods sold OR sales	Average Inventory	0.38	0.55	-30.85	Inventory Turnover changes due to decrease of Sales
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	N.A	N.A	-	(No Trade receivables). As the company Selling its products only after receiving the advance from Customers.



## **COUNTRY CONDO'S LIMITED**

Trade payables turnover ratio (in times)	Purchase of Services and other expenses	Average trade payables	2038.31	943.95	115.93	Increase in ratio indicates the company is paying off its suppliers on time effectively
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	0.91	1.05	-13.23	Decrease in ratio due to decrease of sales
Net profit ratio (in %)	Profit for the year	Revenue from operations	3.82%	11.53%	-66.90	Net profit ratio decreased due to decrease in Sales, Other Income and difference in tax provisions
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Tangible Net worth + Lease liabilities + Deferred tax liabilities	4.58%	13.50%	-66.09	Decrease in ratio due to Decrease of Profit
Return on investment (in %) - Unquoted	Income generated from invested funds	Average invested funds in treasury investments	N.A.	N.A	-	-

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

41. The numbers have been rounded off to the nearest rupees in Lakhs.

### **SIGNATURE TO NOTES 1 To 41**

**For P. Murali & co.,**  
Chartered Accountants  
FRN: 007257S

For and on behalf of the Board  
**For Country Condo's Limited**

**M V Joshi**  
Partner  
M.No: 024784  
UDIN: 23024784BGVPMN9458

**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 : 30-05-2023

# **COUNTRY CONDO'S LIMITED**

# 7-1-19/3, 1st Floor,  
I. S. R. Complex, Kundanbagh,  
Begumpet, Hyderabad – 500 016  
Telangana, India  
Ph: 91-40-66533618  
Email: [info@countrycondos.co.in](mailto:info@countrycondos.co.in)  
Website: [www.countrycondos.co.in](http://www.countrycondos.co.in)