

**Secretarial Compliance Report of  
Country Club Hospitality & Holidays Limited  
(CIN: L70102TG1991PLC012714) for the Financial Year ended 31<sup>st</sup> March, 2024.**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED** (Hereinafter referred as 'the Listed Entity' or 'Company'), having its Registered Office situated at Amrutha Castle, 5-9-16, Saifabad, Secretariat, Hyderabad, Telangana-500004, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We R & A Associates, Company Secretaries have examined:

- (a) All the documents and records made available to us, and explanation provided by **Country Club Hospitality & Holidays Limited** ("the listed entity" or "Company")
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



*[Handwritten Signature]*

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; [*Hereinafter to be referred as "SEBI(LODR) Regulations, 2015"*]
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (*Not applicable during the Review Period*)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (*Not applicable during the Review Period*)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (*Not applicable during the Review Period*)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (*Not applicable during the Review Period*)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued there under;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:



I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall pay all such fees or charges, as applicable, to the recognized stock exchange(s), in the manner specified by the Board or the recognized stock exchange(s).	Regulation 14 of SEBI (LODR) Regulations, 2015.	There was delay of 25 days in payment of Annual Listing Fees payable to both the Stock Exchanges i.e. National Stock Exchange (NSE) & Bombay Stock Exchange (BSE)	As per the information provided by the Company, no action was taken by any of the Authorities	NA	Violation of Regulation 14 of SEBI (LODR) Regulations	Nil	Delay in payment of Annual Listing Fees payable to NSE & BSE as required under 14 of SEBI (LODR) Regulations.	The Management of the Company acknowledged the delay and noted to comply the same henceforth.	-
2.	The Board of Directors shall periodically review compliance reports pertaining to all laws applicable to the listed	Regulation 17(3) of SEBI (LODR), Regulations	There were instances where the Board of Directors has	As per the information provided by the Company,	NA	Violation of Regulation 17(3) of SEBI (LODR),	Nil	The Board has not periodically reviewed the compliance	The Management of the Company acknowledged	-



	entity, prepared by the listed entity as well as steps taken by the listed entity to rectify instances of non-compliances.	, 2015	not periodically reviewed the Compliance Reports pertaining to all Laws applicable to the Company and steps taken to rectify instances of non-compliances as required under Regulation 17(3) of the SEBI LODR Regulations.	no action was taken by any of the Authorities.	NA	Regulations, 2015	Reports pertaining to all laws applicable to the listed entity and no steps have been taken to rectify instances of non-compliances as required under Regulation 17(3) of the SEBI LODR Regulations.	d the non-compliance and noted to comply the same henceforth	
3.	The Audit Committee of a listed entity shall define "material modifications" and disclose it as part of the policy on materiality of related party transactions and on dealing with related	Regulation 23(2)(a) of SEBI (LODR) Regulations	Policy on Material Related Party Transactions does not define "Material Modifications"	As per the information provided by the Company, no action was taken by any of the Authorities.	Violation of Regulation 23(2)(a) of SEBI (LODR) Regulation.	Nil	Policy on Material Related Party Transactions does not define "Material Modifications"	Management has acknowledged the non-compliance and confirmed that the said information	-



	party transactions;								n " as required under Regulation 23(2)(a) of SEBI (LODR) Regulation	has been communicated to the Audit Committee and will be taken care in future.	-
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4.	The minutes of the meetings of the board of directors of the unlisted subsidiary shall be placed at the meeting of the board of directors of the listed entity.	Regulation 24(3) SEBI (LODR) Regulations, 2015	The Company is unable to provide the copies of the Minutes of the Board Meeting of its Unlisted Subsidiaries.	As per the information provided by the Company, no action was taken by any of the Authorities.	NA	Violation of Regulation 24(3) SEBI (LODR) Regulations	Nil	The Company is unable to provide the Minutes of the Board Meeting of its Unlisted Subsidiaries up on our verification.	The Management of the Company acknowledged the same and noted to provide the same.	--
5.	The Company shall ensure that the STA	Regulation 40 (9) & (10)	Delay of 1 Day in submission.	As per the information	NA	Violation of Regulation	Nil	Delay in submission	The Management	-



	<p>produces a Certificate from a practicing CS within 1 month of the end of each Half Year, certifying that all the certificates have been issued within 30 days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies.</p> <p>(10) The listed entity shall ensure that certificate mentioned at sub-regulation (9), shall be filed with the stock exchange(s) simultaneously.</p>	<p>of SEBI (LODR)Regulations, 2015</p>	<p>of Certificate from Practicing Company Secretary for the Financial year ended 31<sup>st</sup> March, 2023 to both Stock Exchanges as required under Regulation 40(9) &amp; (10) of SEBI (LODR) Regulations, 2015.</p>	<p>provided by the Company, no action was taken by any of the Authorities</p>	<p>NA</p>	<p>40(9) &amp; (10) of SEBI (LODR)Regulations, 2015</p>		<p>of Certificate from Practicing Company Secretary for the Financial year ended 31<sup>st</sup> March, 2023 to both Stock Exchanges.</p>	<p>of the Company has acknowledged the delay and noted to comply the same henceforth.</p>	<p>-</p>
<p>6.</p>	<p>Disclosure on website as per Regulation 46 of SEBI (LODR) Regulations, 2015</p>	<p>Regulation 46 of SEBI (LODR) Regulations, 2015</p>	<p>None of the disclosures required under this Regulation are found in the website of the</p>	<p>As per the information provided by the Company, no action</p>	<p>NA</p>	<p>Violation of Regulation 46 of SEBI (LODR) Regulations, 2015</p>	<p>Nil</p>	<p>None of the disclosures required under this Regulation are found in</p>	<p>The Management of the Company noted that due to some</p>	<p>-</p>



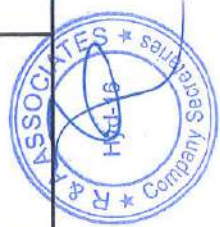


<p>Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.</p> <p>(6) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the</p>									
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<p>event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.</p>	<p><b>BSE Circular:</b> As per BSE Circular No. 20230329-20 dated 29<sup>th</sup> March, 2023 read with Circular No. 20221028-15 and Circular No. 20221028-16 dated 28<sup>th</sup> October, 2022.</p>	<p>The Company has submitted Structural Digital Data base Compliance Certificate to both the Stock Exchanges i.e., NSE and BSE for the quarters ended 31<sup>st</sup> March, 2023, 30<sup>th</sup> June, 2023, 30<sup>th</sup> September,</p>	<p>As per the information provided by the Company, no action was taken by any of the Authorities</p>	<p>NA</p>	<p>Failure to comply with the circulars issued by NSE and BSE</p>	<p>Nil</p>	<p>The Company has not submitted Structural Digital Data base Compliance Certificate to both the Stock Exchanges i.e., NSE and BSE for the quarters ended 31<sup>st</sup></p>	<p>The Management of the Company acknowledged the non-compliance with the circulars and noted to comply the same henceforth.</p>	<p>-</p>
<p>8.</p>	<p><b>BSE Circular:</b> As per BSE Circular No. 20230329-20 dated 29<sup>th</sup> March, 2023 read with Circular No. 20221028-15 and Circular No. 20221028-16 dated 28<sup>th</sup> October, 2022.</p>	<p>The Company has submitted Structural Digital Data base Compliance Certificate to both the Stock Exchanges i.e., NSE and BSE for the quarters ended 31<sup>st</sup> March, 2023, 30<sup>th</sup> June, 2023, 30<sup>th</sup> September,</p>	<p>As per the information provided by the Company, no action was taken by any of the Authorities</p>	<p>NA</p>	<p>Failure to comply with the circulars issued by NSE and BSE</p>	<p>Nil</p>	<p>The Company has not submitted Structural Digital Data base Compliance Certificate to both the Stock Exchanges i.e., NSE and BSE for the quarters ended 31<sup>st</sup></p>	<p>The Management of the Company acknowledged the non-compliance with the circulars and noted to comply the same henceforth.</p>	<p>-</p>



	<p>NSE/CML/25 dated March 29, 2023 read with circular No. NSE/CML/2022/51, circular No. NSE/CML/2022/52 dated November 04, 2022, Circular No. NSE/CML/2023/09 dated January 25, 2023,</p> <p>"The listed entities are advised to take a note that the listed entities to whom the provisions of Regulation 24A of SEBI(LODR)Regulation, 2015 are not applicable, are required to continue to submit SDD Compliance certificate on quarterly basis within 21 days from end of each quarter."</p>	<p>Regulation 9 read with</p>	<p>There was delay in intimation to</p>	<p>As per the information provided</p>	<p>NA</p>	<p>Violation of Regulation 9 read</p>	<p>Nil</p>	<p>Delay in intimation to NSE &amp; (BSE</p>	<p>The Management of the</p>	<p>-</p>
<p>9.</p>	<p>As per Regulation 9 read with Schedule B of SEBI (PIT) Regulations,</p>	<p>Regulation 9 read with</p>	<p>There was delay in intimation to</p>	<p>As per the information provided</p>	<p>NA</p>	<p>Violation of Regulation 9 read</p>	<p>Nil</p>	<p>Delay in intimation to NSE &amp; (BSE</p>	<p>The Management of the</p>	<p>-</p>



2015, "Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results."	Schedule-B of SEBI (PIT), 2015	both the Stock Exchanges i.e. NSE & BSE regarding closure of Trading Window for the quarters ended 31 <sup>st</sup> March, 2023, and 31 <sup>st</sup> December, 2023.	by the Company, no action was taken by any of the Authorities	with Schedule-B of SEBI (PIT), 2015	regarding closure of Trading Window for the quarters ended 31 <sup>st</sup> March, 2023, and 31 <sup>st</sup> December, 2023 as required under Reg 9 Schedule-B of SEBI (PIT), 2015	Company acknowledged the delay and noted to comply the same henceforth
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall pay	Regulation	There were delay	As per	NA	Violation	Nil	Violation	The	-
<b>Previous Financial Year 2022-23</b>										



	all such fees or charges, as applicable, to the stock exchange(s), in the manner specified by the Board or the recognized stock exchange(s).	on 14 of SEBI (LODR) Regulations.	in payment of Annual Listing Fees payable to both the Stock Exchanges i.e. National Stock Exchange (NSE) & Bombay Stock Exchange (BSE)	the information provided by the Company, no action was taken by any of the Authorities.	NA	Violation of Regulation 23(2)(a) of SEBI (LODR) Regulation.	The Company is yet to define "Material Modification" in Policy on Material Related Party Transactions as required under	Management of the Company acknowledged the delay and noted to pay within the due date.	-
2.	The Audit Committee of a listed entity shall define "material modifications" and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions;	Regulation 23(2)(a) of SEBI (LODR) Regulations	Policy on Material Related Party Transactions does not define "Material Modifications"	As per the information provided by the Company, no action was taken by any of the Authorities.	NA	Violation of Regulation 23(2)(a) of SEBI (LODR) Regulation.	The Company is yet to define "Material Modification" in Policy on Material Related Party Transactions as required under	Management has acknowledged the non-compliance and confirmed that the said information has been communicated to the Audit	-



	3.	The Annual Secretarial Compliance Report in the prescribed format shall be submitted by the listed entity to the stock exchanges within 60 days of the end of the financial year.	There was delay of 14 days and 9 days in the submission of Annual Secretarial Compliance Report for the Financial Year ended 31 <sup>st</sup> March, 2022 to NSE & BSE respectively.	National Stock Exchange (NSE) & Bombay Stock Exchange (BSE)	Fine	Violation of Regulation 24A of SEBI (LODR), 2015 read with SEBI circular CIRR/CF D/CMD1 /27/2019 dated 08 <sup>th</sup> February, 2019	Rs. 35,400 (inclusive of GST) by NSE and Rs. 23,600 (inclusive of GST) by BSE	Violation being delay in submission to the exchanges and the same being submitted subsequently, further action is not contemplated	Regulation 23(2)(a) of SEBI (LODR) Regulation.	The Management of the Company acknowledged the delay and noted to comply the same henceforth.	Committee and will be taken care in future.	-
	4.	Content of Corporate Governance Report as per Schedule V of SEBI (LODR) Regulations, 2015 which is required to be attached to the Annual Report in terms	Corporate Governance Report does not contain the following:	As per the information provided by the Company,	NA	Violation of Regulation 34 read with Schedule	Nil	Violation being omission of information in the Corporate	Regulation 34 read with Schedule	The Management of the Company has acknowledged the non-	-	-

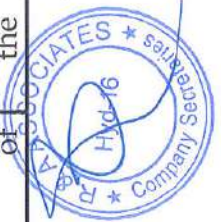




	<p>application of the guidelines for materiality, as specified in sub-regulation (4).</p> <p><b>Schedule III PART A sub para B:</b></p> <p>Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:</p> <p>a) .....</p> <p>h) financial results;</p>		<p>submission of Financial Results approved in the Board Meeting held on 30<sup>th</sup> May, 2022 to the Bombay Stock Exchange of India for the Quarter and Year ended 31<sup>st</sup> March, 2022.</p>	Bombay Stock Exchange	Notice	Violation of Second proviso to Regulation 33(3)(d) SEBI (LODR) Regulations, 2015	Nil	Violation being omission of information in the Financial Results already submitted to Stock	The Management explained that the same has been left while scanning the documents and when the same has been notified by	
6.	<p>The annual audited financial results shall be submitted along with the annual audit report and Statement on Impact of Audit Qualifications (applicable only for audit report with modified opinion</p>	Second proviso to Regulation 33(3)(d) SEBI (LODR) Regulations, 2015	<p>The Unmodified opinion for Consolidated Financial Statements for the Financial year ended 31<sup>st</sup> March, 2022 was not given under intimation given</p>	Bombay Stock Exchange	Notice	Violation of Second proviso to Regulation 33(3)(d) SEBI (LODR) Regulations, 2015	Nil	Violation being omission of information in the Financial Results already submitted to Stock	The Management explained that the same has been left while scanning the documents and when the same has been notified by	



	Provided that, in case of audit reports with unmodified opinion, the listed entity shall furnish a declaration to that effect to the Stock Exchange(s) while publishing the annual audited financial results.			for outcome of the Board Meeting given on 30 <sup>th</sup> May, 2022.				Exchanges further action by the Company is not contemplated	BSE, the Company has re-submitted the same.	
7.	The Annual Report shall contain any other disclosures specified in Companies Act, 2013 along with other requirements as specified in Schedule V of these regulations.	Regulation 34 read with Schedule V of the SEBI (LODR) Regulations, 2015	Management and Analysis Report does not include the following ratios: • Details of change in Net return on Net worth • Operating Profit Ratio	As per the information provided by the Company, no action was taken by any of the Authorities.	NA	Violation of Regulation 34 read with Schedule V of the SEBI (LODR) Regulations, 2015	Nil	Violation being omission of information in the Management Discussion and Analysis Report which was already circulated to Members further action by the Company is not contemplated	The Management of the Company acknowledged the non-compliance and noted to include the same in future.	-
8.	Disclosure on website as per Regulation 46 of SEBI	Regulation 46 of	The financial Statement	As per the	NA	Violation of	Nil	The Company is	The Management	-





(LODR) Regulations, 2015	SEBI (LODR) Regulations, 2015	subsidaries and other information were not disclosed on the Website of the Company.	information provided by the Company, no action was taken by the Authorities.	Regulation 46 of SEBI (LODR) Regulations, 2015	Regulation 46 of SEBI (LODR) Regulations, 2015	yet to disclosed the financial Statement of subsidiaries and other information on the Website of the Company as required under Regulation 46 of SEBI (LODR) Regulations, 2015	of the Company acknowledged the non-compliances and explained that due to technical problems the same was pending to be uploaded.
9. The Listed Entity shall within fifteen days of receipt of the certificate of security from the participant the issuer shall confirm to the depository that securities comprised in the said certificate have been listed on the stock	Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018	There was delay in submission of certificates under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for the quarter	As per the information provided by the Company, no action	NA	Violation of Regulation 74(5) of SEBI (Depositories and Participants)	Violation in submission to the exchanges, further action by the Company is	The Management of the Company acknowledged the delay and noted to comply the same



<p>exchange or exchanges where the earlier issued securities are listed and shall also after due verification immediately mutilate and cancel the certificate of security and substitute in its record the name of the depository as the registered owner and shall send a certificate to this effect to the depository and to every stock exchange where the security is listed.</p>				<p>ended 31<sup>st</sup> December, 2022</p>	<p>was taken by any of the Authorities.</p>		<p>Regulations, 2018</p>		<p>not contemplated</p>	<p>henceforth</p>
<p>10. The board of Directors shall periodically review reports pertaining to all laws applicable to the listed entity, prepared by the listed entity as well as steps taken by the listed entity to rectify instances of non-compliances.</p>	<p>Regulations, 2015</p>	<p>There were instances when the Board of Directors has not periodically reviewed the Compliance Reports pertaining to all Laws applicable to the Company and steps taken to rectify instances</p>	<p>As per the information provided by the Company, no action was taken by any of the</p>	<p>NA</p>	<p>Violation of Regulation 17(3) of SEBI (LODR), Regulations, 2015</p>	<p>Nil</p>	<p>The Board of the listed entity is not periodically reviewing the Compliance Reports pertaining to all Laws applicable to the Company and is not taking</p>	<p>The Management of the Company acknowledged the non-compliance for necessary action.</p>	<p>-</p>	



11.	As per Regulation 9 read with Schedule B of SEBI (PIT) Regulations, 2015, "Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results."	Regulation 9 read with Schedule -B of SEBI (PIT), 2015	There was delay in intimation to both the Stock Exchanges i.e. National Stock Exchange (NSE) & Bombay Stock Exchange (BSE) regarding closure of Trading Window for the quarters ended 31 <sup>st</sup> March, 2022, 30 <sup>th</sup> June, 2022,	As per the information provided by the Company, no action was taken by any of the Authorities.	NA	Violation of Regulation 9 read with Schedule-B of SEBI (PIT), 2015	Nil	Violation being delay in submission to the exchanges, further action by the Company is not contemplated	The Management of the Company acknowledged the delay and noted to comply the same henceforth	adequate steps to rectify instances of non-compliances as required under Regulation 17(3) of the SEBI LODR Regulations, 2015.
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12.	(5) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Company does not have adequate system of structured digital database which is in conformity of Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	As per the information provided by the Company, no action was taken by any of the Authorities.	NA	Violation of Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Nil	The Company does not have a system of structured digital database which is in conformity of Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	The Management of the Company acknowledged the non-compliance and noted to enter into contact with the SDD Service Provider.
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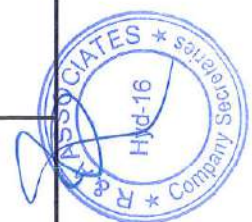
<p>maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.</p> <p>(6) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such</p>									
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Period prior to Previous Year										
	proceedings.									
13.	The board of directors shall periodically review reports pertaining to all laws applicable to the listed entity, prepared by the listed entity as well as steps taken by the listed entity to rectify instances of non-compliances.	Regulations on 17(3) of SEBI (LODR), Regulations, 2015	There were instances when the Board of Directors has not periodically reviewed the Compliance Reports pertaining to all Laws applicable to the Company and steps taken to rectify instances of non-compliances as required under Regulation 17(3) of the SEBI LODR Regulations.	As per the information provided by the Company, no action was taken by any of the Authorities	NA	Violation of 17(3) of SEBI (LODR), Regulations, 2015	Nil	The Company has still not taken any proper action to periodically review the Compliance Reports pertaining to all Laws applicable to the Company.	The Management of the Company acknowledged the non-compliance and noted to comply the same henceforth	-
14.	9) The listed entity shall submit within 30 days from the date of publication of its	Regulation 23(9) of SEBI	There was an instance of non-submission of	As per the information	NA	Violation of Regulation	Nil	The Company is yet to submit	The Management of the	-



standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.	(LODR), 2015	details of Related Party Transactions to Stock Exchanges for the Half Year ended 31 <sup>st</sup> March, 2020	tion provided by the Company, no action was taken by any of the Authorities	NA	n 23(9) of SEBI (LODR), 2015	the same with the Stock Exchanges.	Company acknowledged the non-compliance and noted to submit the same.	
15. The Annual Secretarial Compliance Report in the prescribed format shall be submitted by the listed entity to the stock exchanges within 60 days of the end of the financial year.	Regulation 24A of SEBI (LODR), 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 08 <sup>th</sup>	There was an instance of non-submission of Annual Secretarial Compliance Report for the financial year ended 31 <sup>st</sup> March, 2020 as required under Regulation 24A of SEBI (LODR), 2015 read with SEBI Circular CIR/CFD/	As per the information provided by the Company, no action was taken by any of the Authorities	Nil	Violation of Regulation 24 A of SEBI (LODR), 2015	The Company is yet to submit the same with the Stock Exchanges.	The Management of the Company acknowledged the non-compliance for action.	-



16.	The details like reason for change viz. appointment, resignation, removal, death or otherwise; date of appointment/cessation (as applicable) & term of appointment; brief profile (in case of appointments); disclosure of relationships between directors (in case of appointment of a director) shall be disclosed in case of Change in Company Secretary.	February, 2019.	CMD1/ 27/ 2019 dated 08th February, 2019.	As per the information provided by the Company, no action was taken by any of the Authorities	NA	Violation of Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD / CMD/4/2015 dated 9th September, 2015	Nil	The Company's yet to submit the same with the Stock Exchanges.	The Management of the Company acknowledged the non-compliance for action.
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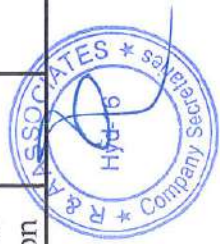


17.	The details like reason for change viz. appointment, resignation, removal, death or otherwise; date of appointment/cessation (as applicable) & term of appointment; brief profile (in case of appointment); disclosure of relationships between directors (in case of appointment of a director) shall be disclosed in case of Change in Company Secretary.	Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015:	There was an instance of non-disclosure of Brief Profile details in respect of disclosures made to Stock Exchanges regarding Appointment of Company Secretary on 05th September, 2020, as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015	As per the information provided by the Company, no action was taken by any of the Authorities	NA	Violation of Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015	Nil	The Company is yet to submit the same with the Stock Exchanges.	The Management of the Company has acknowledged the non-compliance for action.	-
18.	Details of Resignation of Independent Director shall be intimated to the stock exchange as per Schedule	Regulation 30 of SEBI (LODR)	The Company is yet to submit the details of resignation of Mr.	As per the information	NA	Violation of Regulation 30 of	Nil	The Company is yet to submit the same	The Management of the Company	-



	<p>III, Part A, Para A, Clause (i)(ii) and (iii) of Sub-para 7B of SEBI LODR, 2015.</p>	<p>Regulations, 2015:</p>	<p>Venkata Ratna Kishore, Independent Director w.e.f. 18<sup>th</sup> April, 2020 to the Stock Exchanges in line with Schedule III, Part A, Para A, Clause (i) (ii) and (iii) of Sub-para 7B of SEBI (LODR) Regulations, 2015</p>	<p>provided by the Company, no action was taken by any of the Authorities</p>		<p>SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015</p>	<p>with the Stock Exchanges.</p>	<p>acknowledged the non-compliance for action.</p>	
<p>19.</p>	<p>Annual Report of the Listed entity shall consist of minimum information as required under Regulation 34 read with Schedule - V of SEBI (LODR) Regulations, 2015.</p>	<p>Regulation 34 Read with Schedule - V of SEBI (LODR) Regulations, 2015:</p>	<p>There was an omission of certain key financial ratios and details of skills/expertise/competence of the board of directors which are required to be disclosed under Part B and Part C</p>	<p>As per the information provided by the Company, no action was taken by any of the</p>	<p>NA</p>	<p>Violation of Regulation 34 Read with Schedule - V of SEBI (LODR) Regulations, 2015</p>	<p>Nil</p>	<p>The Company has not taken appropriate measures to make the non-compliances good.</p>	<p>The Management of the Company acknowledged the non-compliance for action.</p>

20.	As per Regulation 46, the listed entity shall disseminate certain information as contained in the aforementioned Regulation.	Regulation 46 of SEBI (LODR) Regulations, 2015:	There were few instances of non-compliance of Website requirements which is required as per Regulation 46	As per the information provided by the Company, no action was taken by any of the Authorities	NA	Violation of Reg 46 of SEBI (LODR) Regulations, 2015	Nil	The Company has not taken appropriate measures to make the non-compliances good.	The Management of the Company acknowledged the non-compliance for action.	-			
21.	All listed entities (except for Scheduled Commercial Banks), meeting the criteria of Large Corporate Borrowers as specified in the Circular shall give an intimation to the Stock Exchanges within 45 days from the end of Financial	Disclosure as per Circular SEBI/HO/DDHS/CIR/P/2018/144,	The Listed Entity being falling under the criteria of Large Corporate Borrowers as specified in SEBI Circular No. SEBI/HO/DDHS	As per the information provided by the Company, no action	NA	Violation of Circular SEBI/HO/DDHS/CIR/P/2018/144,	Nil	The Company is yet to submit the same to the exchanges	The Management of the Company acknowledged the non-compliance for action.	-			



	Year.		/CIR/P/2018/144 dated 26 <sup>th</sup> November, 2018 has not made disclosure to Stock Exchanges.	was taken by any of the Authorities	As per the information provided by the Company, no action was taken by any of the Authorities	NA	Violation 74(5) of SEBI (DP) Regulations, 2018	Nil	The Company has not taken appropriate measures to make the non-compliances good.	The Management of the Company acknowledged the non-compliance for action.	-
22.	Within fifteen days of receipt of the certificate of security from the participant the issuer shall confirm to the depository that securities comprised in the said certificate have been listed on the stock exchange or exchanges where the earlier issued securities are listed and shall also after due verification immediately mutilate and cancel the certificate of security and substitute in its record the name of the depository as the registered owner and shall send a certificate to this effect to the depository and to every stock exchange	Regulation 74(5) of SEBI (DP) Regulations, 2018	There were instances of non-submission of certificate under Regulation 74(5) of SEBI (DP) Regulations, 2018 for quarter ended on 30 <sup>th</sup> June, 2020 and 30 <sup>th</sup> September, 2020.	As per the information provided by the Company, no action was taken by any of the Authorities	NA	Violation 74(5) of SEBI (DP) Regulations, 2018	Nil	The Company has not taken appropriate measures to make the non-compliances good.	The Management of the Company acknowledged the non-compliance for action.	-	





<p>the share transfer agent, wherever applicable, within 1 month from the end of each of half the year, certifying compliance with the requirements of sub-regulation (2).</p>	<p>9) The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.</p>	<p>Regulation 23(9) of SEBI (LODR), 2015</p>	<p>There were instances of non-submission of details of Related Party Transactions to Stock Exchanges for the Half-Year ended 31<sup>st</sup> March, 2019 and 30<sup>th</sup> September, 2019 as required under Regulation 23(9) of SEBI (LODR), 2015.</p>	<p>As per the information provided by the Company, no action was taken by any of the Authorities</p>	<p>NA</p>	<p>Violation of 23(9) of SEBI (LODR), 2015</p>	<p>Nil</p>	<p>for the Half-year ended 31<sup>st</sup> March, 2019.</p>	<p>action</p>
<p>25.</p>	<p>The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.</p>	<p>Regulation 23(9) of SEBI (LODR), 2015</p>	<p>There were instances of non-submission of details of Related Party Transactions to Stock Exchanges for the Half-Year ended 31<sup>st</sup> March, 2019 and 30<sup>th</sup> September, 2019 as required under Regulation 23(9) of SEBI (LODR), 2015.</p>	<p>As per the information provided by the Company, no action was taken by any of the Authorities</p>	<p>NA</p>	<p>Violation of 23(9) of SEBI (LODR), 2015</p>	<p>Nil</p>	<p>The Company is yet to submit the details to the Stock Exchanges for the Half-Year ended 31<sup>st</sup> March, 2019 and 30<sup>th</sup> September, 2019.</p>	<p>The Management of the Company acknowledged the non-compliance for action.</p>
<p>26.</p>	<p>The details like reason for change viz. appointment, resignation, removal, death</p>	<p>Regulation 30 of SEBI</p>	<p>There was an instance of non-disclosure of Brief</p>	<p>As per the information provided by the Company, no action was taken by any of the Authorities</p>	<p>NA</p>	<p>Violation of 30 of SEBI</p>	<p>Nil</p>	<p>The Company is yet to submit</p>	<p>The Management of the</p>



	<p>or otherwise; date of appointment/cessation (as applicable) &amp; term of appointment; brief profile (in case of appointment); disclosure of relationships between directors (in case of appointment of a director) shall be disclosed in case of Change in Company Secretary.</p>	<p>(LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015:</p>	<p>Profile details in respect of disclosures made to Stock Exchanges regarding Appointment of Company Secretary on 17th July, 2019 and on 13th November, 2019, as required under Regulation 30 of SEBI (LODR), 2015.</p>	<p>tion provided by the Company, no action was taken by any of the Authorities</p>	<p>NA</p>	<p>(LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015:</p>	<p>the details to the Stock Exchanges.</p>	<p>Company acknowledged the non-compliance for action.</p>
27.	<p>The Annual Secretarial Compliance Report in the prescribed format shall be submitted by the listed entity to the stock exchanges within 60 days of the end of the financial year.</p>	<p>(LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/2015 dated 9th September, 2015:</p>	<p>There was an instance of non-submission of Annual Secretarial Compliance Report for the year ended 31st March, 2019 under Regulation 24A of SEBI (LODR), 2015 to</p>	<p>As per the information provided by the Company, no action was taken by any</p>	<p>Nil</p>	<p>Violation of Regulation 24A of SEBI (LODR).</p>	<p>The Company is yet to submit the report to the Stock Exchanges for the year ended 31st March, 2019.</p>	<p>The Management of the Company acknowledged the non-compliance for action.</p>



		27/ 2019 dated 08 <sup>th</sup> February , 2019.	the Exchanges.	Stock	of the Authori ties					
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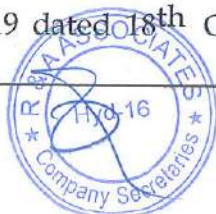


II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

S.No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	NIL
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of</p>	NA	NIL



	<p>the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.</p>	NA	NIL



III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S.No	Particulars	Compliance Status (Yes/ No/ NA)	Observations Remarks by PCS*
(i)	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	Nil
(ii)	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/guidelines issued by SEBI.</li> </ul>	Yes  No	Nil  Policy on Materiality of Related Party Transactions does not define "Material Modifications" as per Reg. 23(2)(a) of LODR Regulations.
(iii)	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on</li> </ul>	Yes  No	Nil  The entire documents/ information required to be disclosed on the website of the



	<p>the website</p> <ul style="list-style-type: none"> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	No	<p>Company under Reg 46 of SEBI(LODR) Regulations are missing as on the date of issuance of the Report.</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are not accurate and is not specific and does not redirect to the relevant document(s)/ section of the website.</p>
(iv)	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil
(v)	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>Yes</p> <p>Yes</p>	<p>As per the information provided by the Company, the Company does not have any Material Subsidiary as defined under the LODR Regulations.</p> <p>Further, the details of the subsidiaries have been disclosed in Form AOC-2 as an Annexure to the Board's Report.</p>
(vi)	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and</p>	Yes	Nil



	Archival policy prescribed under SEBI (LODR) Regulations, 2015.		
(vii)	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
(viii)	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes  NA	Nil
(ix)	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
(x)	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in	No	The Company does not have a system of structured digital



	compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.		database which as required under the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.
(xi)	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein. (**)</p>	Yes	In accordance with the information provided by the Company SEBI or Stock Exchange has not initiated any action against the listed entity during the reporting period.
(xii)	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.</p>	No	The Company has not filed Structured Digital Database Compliance Certificate to both the Stock Exchanges for the quarters ended 31 <sup>st</sup> March, 2023, 30 <sup>th</sup> June, 2023, 30 <sup>th</sup> September, 2023, and 31 <sup>st</sup> December, 2023 in accordance with relevant circulars issued by NSE and BSE.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Company.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For R&A Associates,  
Company Secretaries**



**R. Ramakrishna Gupta  
Senior Partner**

**FCS No: 5523**

**CP No: 6696**

**UDIN: F005523F000490260**

**Place: Hyderabad**

**Date: 29<sup>th</sup> May, 2024**