

Secretarial Compliance Report of COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED (CIN: L70102TG1991PLC012714) for the year ended 31st March, 2021.

We have examined:

- (a) all the documents and records made available to us and explanation provided by **COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED** ("the listed entity"),
- (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 certification,

for the year ended 31st March, 2021 ("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").

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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company under 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 to the Company under the Review Period).**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company under the Review Period).**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company under the Review Period).**

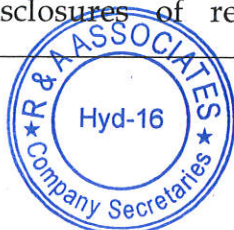


- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company under the Review Period).**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

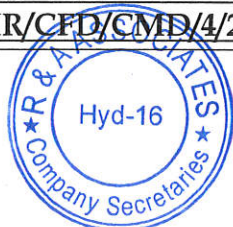
and based on the above examination, we hereby report that, during the Review Period:

- (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:

S.NO.	COMPLIANCE REQUIREMENT (REGULATIONS / CIRCULARS / GUIDELINES INCLUDING SPECIFIC CLAUSE)	DEVIATIONS	OBSERVATIONS/ REMARKS OF THE PRACTICING COMPANY SECRETARY
1.	<p><u>Regulation 23(9) of SEBI (LODR), Regulations, 2015:</u></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>There was an instance of non-submission of details of Related Party Transactions to Stock Exchanges for the Half Year ended 31" March, 2020 as required under Reg 23(9) of SEBI (LODR) Regulations.</p>	<p>As confirmed by the management, the Listed Entity has not submitted the details of Related Party Transactions to Stock Exchanges for the Half Year ended 31" March, 2020 as required under Reg 23(9) of SEBI (LODR) Regulations.</p>
2.	<p><u>Regulation of 23(9) SEBI (LODR) Regulations, 2015:</u></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</p>	<p>There was an instance of delay in submission of details of Related Party Transactions to Stock Exchanges for the Half Year ended 30th September, 2020as required under Reg 23(9) of SEBI (LODR)</p>	<p>There was a delay in submission of details of Related Party Transactions to Stock Exchanges for the Half Year ended 30th September, 2020as required under Reg 23(9) of SEBI (LODR)</p>



	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.	Regulations	Regulations.
3.	<p><u>Regulation 24A of SEBI (LODR), 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 08th February, 2019:</u></p> <p><u>Annual Secretarial Compliance Report:</u> 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>	There was an instance of non-submission of Annual Secretarial Compliance Report for the financial year ended 31 st March, 2020 as required under Regulation 24A of SEBI (LODR), 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 08 th February, 2019.	As confirmed to us by the management, the company is yet to submit the Annual Secretarial Compliance Report for the financial year ended 31 st March, 2020.
4.	<p><u>Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015:</u></p> <p>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.</p>	There was an instance of non-disclosure of reason of resignation in respect of disclosures made to Stock Exchanges regarding Resignation of Company Secretary on 25 th August, 2020, as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9 th September, 2015.	The reason for resignation of Company Secretary was not given in the disclosures made to Stock Exchanges as required to be given as per SEBI Circular No. SEBI Circular No. CIR/CFD/CMD/4/2015.
5.	<p><u>Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated</u></p>	There was an instance of non-disclosure of Brief Profile details in respect of disclosures made to	Brief Profile details was not given in respect of disclosures made to Stock



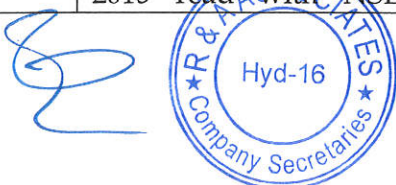
	<p><u>9th September, 2015:</u></p> <p>The details like reason for change viz. appointment, resignation, removal, death or otherwise; date of appointment/cessation (as applicable) & term of appointment; brief profile (in case of appointment); disclosure of relationships between directors (in case of appointment of a director) shall be disclosed in case of Change in Company Secretary.</p>	<p>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.</p>	<p>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.</p>
6.	<p><u>Regulation 30 of SEBI (LODR) Regulations, 2015:</u></p> <p>Details of Resignation of Independent Director shall be intimated to the stock exchange as per Schedule III, Part A, Para A, Clause (i)(ii) and (iii) of Sub-para 7B of SEBI LODR, 2015.</p>	<p>The Company is yet to submit the details of resignation of Mr. Venkata Ratna Kishore, Independent Director w.e.f. 18th 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>Intimation under Regulation 30 for resignation of Mr. Venkata Ratna Kishore was not submitted to Stock Exchange.</p>
7.	<p><u>Regulation 31 of SEBI (LODR), Regulations 2015:</u></p> <p>The listed entity shall submit to the stock exchange(s) a statement showing holding of securities and shareholding pattern separately for each class of securities, in the format specified by the Board on a quarterly basis, within twenty-one days from the end of each quarter.</p>	<p>There was an instance of delay of 1 day in filing of Shareholding Pattern with Stock Exchanges for the quarter ended 30th September, 2020 as required under Regulation 31 of SEBI (LODR) Regulations, 2015.</p>	<p>There was a delay of 1 day in filing of Shareholding Pattern with Stock Exchanges for the quarter ended 30th September, 2020.</p>
8.	<p><u>Regulation 34 of SEBI (LODR) Regulations, 2015:</u></p> <p>Annual Report of the Listed entity shall consist of</p>	<p>There was an instance of omission of certain key financial ratios and details of skills/</p>	<p>The Management Discussion and Analysis Report does not contain certain key</p>



	minimum information as required under Regulation 34 read with Schedule -V of SEBI (LODR) Regulations, 2015.	expertise/competence of the board of directors which are required to be disclosed under Part B and Part C of Schedule-V of SEBI (LODR) Regulations, 2015 respectively.	financial ratios and the Corporate Governance Report does not contain the details of skills/ expertise/competence of the board of directors which are required to be disclosed under Part B and Part C of Schedule-V of SEBI (LODR) Regulations, 2015 respectively.
9.	<u>Regulations 40(9) of SEBI (LODR) Regulations, 2015:</u> The Company shall ensure that the STA 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.	There was an instance of delayed filing of Certificate from Practicing Company Secretary under Regulation 40(9) for the half year ending 30 th September, 2020 to the Stock Exchanges.	Delay in submission to Stock Exchange certificate under Regulation 40 (9) for the half year ended 30 th September, 2020.
10.	<u>Regulation 46 of SEBI (LODR) Regulations, 2015:</u> As per Regulation 46, the listed entity shall disseminate certain information as contained in the aforementioned Regulation.	There were few instances of non-compliance of Website requirements which is required as per Regulation 46.	The Company is yet to update their website with certain information as required to be disseminated under Regulation 46.
11.	<u>Regulation 47 of SEBI (LODR) Regulations, 2015:</u> The Listed entity shall publish the Financial results in the newspaper simultaneously with the submission of the same to the stock exchange. The financial results shall be	There was an instance of delay of 1 day in publication of financial results for the quarter ended 30 th September, 2020 in both English and Telugu Newspapers.	Delay of 1 day in publication of financial results for the quarter ended 30 th September, 2020 in both English and Telugu Newspapers.



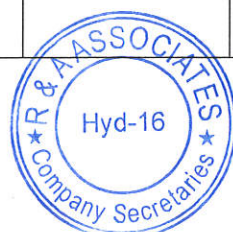
	published within 48 hours of conclusion of the meeting of Board of Directors at which such financial results were approved.		
12.	<p><u>SEBI Circular No, CIR/CFD/FAC/62/2016 dated 05th July, 2016:</u></p> <p>Format of the financial results published in the newspapers, in terms of Regulation 47 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), shall be in the format as prescribed by in its Circular.</p>	Format of the financial results published in the newspapers is not as per the SEBI Circular No, CIR/CFD/FAC/62/2016 dated 05 th July, 2016.	Format of the financial results published in the newspapers is not as per the SEBI Circular No, CIR/CFD/FAC/62/2016 dated 05 th July, 2016.
13.	<p><u>Regulation 74(5) of SEBI (DP) Regulations, 2018:</u></p> <p>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 where the security is listed</p>	There were instances of non-submission of certificate under Regulation 74(5) of SEBI (DP) Regulations, 2018 for quarter ended on 30 th June, 2020 and 30 th September, 2020.	The Listed Entity has not submitted certificate under Regulation 74(5) of SEBI (DP) Regulations, 2018 for the quarters ended on 30 th June, 2020 and 30 th September, 2020.
14.	<p><u>Schedule B of SEBI (PIT), 2015:</u></p> <p>As per Schedule B of SEBI (PIT), 2015 read with NSE Circular</p>	There were instances of delay in disclosure of closure of Trading	As informed to us by the Management, the Company has delayed



	dated 02 nd April, 2019, "Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results."	Window for the Designated Person for the quarters ended 30 th June, 2020, 30 th September, 2020 and 31 st December, 2020 to the stock exchanges as required by Schedule B to the SEBI (PIT) Regulations, 2015 read with NSE Circular dated 02 nd April, 2019.	informed the stock exchanges, regarding closure of Trading Window for the quarters ended 30 th June, 2020, 30 th September, 2020 and 31 st December, 2020as required by Schedule B to the SEBI (PIT) Regulations, 2015 read with NSE Circular dated 02 nd April, 2019.
15.	<u>Disclosure as per Circular SEBI/HO/DDHS/CIR/P/2018/144:</u> 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 Year.	The Listed Entity being falling under the criteria of Large Corporate Borrowers as specified in SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated 26 th November, 2018 has not made disclosure to Stock Exchanges.	Disclosure relating to Large Corporate Borrowers as per SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144dated 26 th November, 2018 is not made to Stock Exchanges.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange	Non-compliance with Regulation 23(9) of SEBI (LODR), 2015 for the half year ended 30 th September, 2020.	Fine of Rs.2,06,500 (incl. of GST)levied by way of	The Listed Entity has made representation to the National Stock Exchange requesting



			letter issued by NSE dated 18 th January, 2021 and 05 th February, 2021.	for waiver of Fine. vide in its application dated 22 nd February, 2021. As informed by the Management the Committee meeting of the National Stock Exchange for waiver of said fine is yet to be held.
		Non-compliance with Regulation 31 of SEBI (LODR), 2015.	Fine of Rs. 2,360 was levied by way of letter issued by NSE dated 17 th November, 2020.	The Listed Entity has made the Payment of Rs.2,360/- on December 22, 2020 vide UTR No. AXISP00168355858
2.	Bombay Stock Exchange	Non-compliance with Regulation 23(9) of SEBI (LODR), 2015 for the half year ended 30 th September, 2020.	Penalty of Rs. 3,00,900 was levied by way of letter issued by Stock exchange.	The Listed Entity has made representation to Bombay Stock Exchange requesting for waiver of Fine vide in its application dated 22 nd February, 2021. Accordingly, on the request made by the entity the BSE has waived off the fine of Rs. 3,00,900 vide in its E-Mail dated 05 th February, 2021
		Non-compliance with Regulation 31 of SEBI (LODR), 2015.	Penalty of Rs. 75,520 was levied by way of letter issued by Stock exchange.	The Company has made the Payment of Rs.75,520/- on November 28, 2019 vide UTR No. AXISP00084634448



- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Company has not submitted the details of resignation of Independent Director Mr. Satyanarayana Raju w.e.f. 18 th April, 2019 in line with Schedule III, Part A, Para A, Clause (i) (ii) and (iii) of SEBI (LODR), 2015 to the Stock Exchanges.	The Company has not separately informed the Stock Exchanges about the Resignation of Independent Director Mr. Satyanarayana Raju w.e.f. 18 th April, 2019 but the same has been communicated through Corporate Governance Report for the quarter ended June 30, 2019	The Listed Entity has acknowledged the non-compliance.
2.	There were delays in filing of Shareholding Pattern with Stock Exchanges as required under Regulation 31 of SEBI (LODR), 2015 for the quarter ending 31 st March, 2019 and 30 th September, 2019.	Yes there was a delay in filing Share Holding Patter for the Quarter ended March 31, 2019 and the same has been filed on May 28, 2019, but No Penalty has been issued by BSE & NSE and Later for Quarter ended September 30, 2019, the Compliance was made on November 23, 2019 and both the BSE & NSE has levied the Penalty of Rs.75,520/- and later the same has been paid by the Company on November 28, 2019 vide UTR No. AXISP00084634448 to BSE and UTR No. AXISP00084603271 to NSE.	The Listed Entity has duly paid the penalty levied by Stock Exchanges.
3.	There was an instance of delay in submission of Financial results as required under Regulation 33 of SEBI (LODR), 2015, for the year ended 31 st March, 2019 to Stock Exchanges.	Yes there was a delay of 2 days in submission of Financial results for the year ended 31 st March, 2019 to Stock Exchanges but No Penalty has been levied by both the Stock Exchanges.	The Listed Entity has acknowledged the delay.
4.	There was an instance where, the Financial Results for the Financial Year ended 31 st March, 2019 which were	The same has been mentioned under Point No. 2, Yes Company has submitted the Financial Results on the same day but	The Listed Entity has acknowledged the delay.



	submitted to the Bombay Stock Exchange (BSE) doesn't contain Independent Auditors Report, which is required under Regulation 33 of SEBI (LODR), 2015.	without the Independent Auditors Report, which was objected by the Stock Exchanges and after 2 days the same has been submitted but Stock Exchanges has taken it as 2 days delayed submission of the same.	
5.	There were delays in filing of Certificate from Practicing Company Secretary under Regulation 40(9) of SEBI (LODR), 2015 for the half year ending 31 st March, 2019 and 30 th September, 2019 to the Stock Exchanges.	There was delay in filing the Certificate from Practicing Company Secretary under Regulation 40(9) of SEBI (LODR), 2015 for the half year ending 31 st March, 2019 which was filed on May 08, 2019 but no penalty has been levied and for the half year ending September 30, 2019, which was filed on November 29, 2019 but no penalty has been levied	The Listed Entity has acknowledged the delay.
6.	There was an instance of delayed submission of Annual Report for the Financial year ended 31 st March, 2019 to the Stock Exchanges which is required under Regulation 34 and Regulation 36 of SEBI (LODR), 2015.	Yes there was delayed submission of Annual Report for the Financial year ended 31 st March, 2019 to the Stock Exchanges which is required under Regulation 34 and Regulation 36 of SEBI (LODR), 2015 and the same has been submitted on September 11, 2019 to BSE and on September 12, 2019 to NSE, but no penalty has been levied	The Listed Entity has acknowledged the delay.
7.	There was an instance of delayed submission of Statement of Cash Flows as a part of its standalone and consolidated financial results for the half year ended 30 th September, 2019, which is required under Regulation 33 of SEBI (LODR), 2015.	Yes the Company has not submitted Statement of Cash Flows as a part of its standalone and consolidated financial results for the half year ended 30 th September, 2019, which is required under Regulation 33 of SEBI (LODR), 2015 and the same has been submitted on December 16, 2019 and later Rs.1,39,240 has been paid as penalty to both the Stock Exchanges vide UTR NO. AXISP00089299505 to BSE and Vide UTR No. AXISP00088959531 to NSE	The Listed Entity has duly paid the penalty levied by Stock Exchanges.
8.	There were instances of delays in filing of Statement of Investor Complaints with the Stock Exchanges which is required under Regulation 13 of SEBI (LODR), 2015, for the quarter ending 31 st March,	Yes there was delay in filing of Statement of Investor Complaints with the Stock Exchanges which is required under Regulation 13 of SEBI (LODR), 2015, for the quarter ending 31 st March, 2019 and the same has been filed on May 28, 2019 but No Penalty has been levied,	The Listed Entity has duly paid the penalty levied by Stock Exchanges.

