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To,  
The Department of Corporate Services,  
The Bombay Stock Exchange Limited,  
Phiroze Jeejebhoy Towers, Dalal Street,  
Mumbai - 400 001

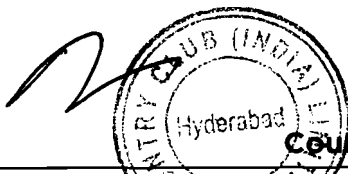
Date: 8<sup>th</sup> October, 2014

Dear Sir,

**Sub:** Compliance of Clause 49 for the Quarter ended on 30<sup>th</sup> September, 2014

Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2014

| Particulars   | Clause of Listing Agreement | Compliance status (Yes/No/N.A.) | Remarks  |
|---|-----------------------------|---------------------------------|--|
| 1   | 2                           | 3                               | 4  |
| <b>I. Board of Directors</b>                            | <b>49 I</b>                 |                                 |  |
| (A) Composition of Board                                | 49 (IA)                     | Yes                             | -  |
| (B) Non-executive Directors' compensation & disclosures | 49(IB)                      | Yes                             | -  |
| (C) Other provisions as to Board and Committees         | 49(IC)                      | Yes                             | -  |
| (D) Code of Conduct                                     | 49(ID)                      | Yes                             | Code of Conduct for the Board of Directors and Senior Management Personnel is available in the Company's Website i.e. www.countryclubindia.net |
| <b>II. Audit Committee</b>                              | <b>49II</b>                 |                                 |  |
| (A) Qualified & Independent Audit Committee             | 49(IIA)                     | Yes                             | -  |
| (B) Meeting of Audit Committee                          | 49(IIB)                     | Yes                             | -  |
| (C) Powers of Audit Committee                           | 49(IIC)                     | Yes                             | -  |
| (D) Role of Audit Committee                             | 49(IID)                     | Yes                             | -  |
| (E) Review of information by Audit Committee            | 49(IIE)                     | Yes                             | -  |
| <b>III. Subsidiary Companies</b>                        | <b>49(III)</b>              | <b>Yes</b>                      | <b>-</b>   |



**Country Club (India) Limited**

Corporate Office : Country Club Kool, #6-30218, 4th & 5th Floor, Begumpet, Hyderabad -16, Ph: 040-6684 8888, Fax : 040-6636 0609  
Reg. Office : Amrutha Castle, 5-9-16, Saifabad, Secretariat, Hyderabad - 500063. CIN NO. L91990AP1991PLC012714

www.countryclubindia.com  
contact@countryclubmail.com

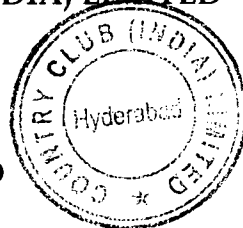


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|  |                |            |  |
|--|----------------|------------|--|
| <b>IV. Disclosures</b>   | <b>49(IV)</b>  |            |  |
| (A) Basis of related party transactions                                  | 49(IVA)        | Yes        | -  |
| (B) Disclosure of Accounting Treatment                                   | 49(IVB)        | NA         | -  |
| (C) Board Disclosures  | 49(IVC)        | Yes        | -  |
| (D) Proceeds from public issues, rights Issues, preferential issues etc. | 49(IVD)        | NA         | -  |
| (E) Remuneration of Directors  | 49(IVE)        | Yes        | Information has been furnished in the Annual Report for the year 2013-14   |
| (F) Management   | 49(IVF)        | Yes        | Information has been furnished in the Annual Report for the year 2013-14   |
| (G) Shareholders   | 49(IVG)        | Yes        | -  |
| <b>V. CEO/CFO Certification</b>  | <b>49(V)</b>   | <b>Yes</b> | CEO/CFO certificate has been furnished in the Annual Report for the year 2013-14   |
| <b>VI. Report on Corporate Governance</b>                                | <b>49(VI)</b>  | <b>Yes</b> | A Report on Corporate Governance has been furnished in the Annual Report for the year 2013-14  |
| <b>VII. Compliance</b>   | <b>49(VII)</b> | <b>Yes</b> | A Compliance Certificate on Corporate Governance certified by the Auditors of the company has been annexed to the Annual Report for the year 2013-14 |

FOR M/S. COUNTRY CLUB (INDIA) LIMITED

  
**Y. SIDDHARTH REDDY**  
VICE CHAIRMAN, JMD & CEO  
DIN: 00815456



**Country Club (India) Limited**

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