

To  
The Madras Stock Exchange Limited,  
No. 30, Second Line Beach,  
Chennai, 600 001 (T. N)

Date: 03<sup>rd</sup> October, 2013

Dear Sir,

**Sub:** Compliance of Clause 49 for the Quarter ended on 30<sup>th</sup> September, 2013

Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2013

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. <a href="http://www.countryclubindia.net">www.countryclubindia.net</a>
<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>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 2012-13
(F) Management	49(IVF)	Yes	Information has been furnished in the Annual Report for the year 2012-13
(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 2012-13
<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 2012-13
<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 2012-13

**For M/s. Country Club (India) Limited**

**D. Krishna Kumar Raju**  
**Vice - Chairman & Executive Director**