

**Secretarial Compliance Report of COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED (CIN: L70102TG1991PLC012714) for the year ended 31<sup>st</sup> March, 2020.**

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 31<sup>st</sup> March, 2020 ("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).**



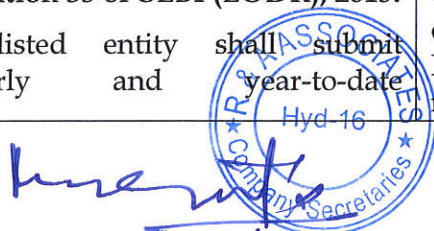
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- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (**Not applicable to the Company under the Review Period**).
- (h) Securities and Exchange Board of India (Prohibition 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.	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 SEBI LODR, 2015.	The Company is yet to submit the details of resignation of Independent Director Mr. Satyanarayana Raju w.e.f. 18 <sup>th</sup> April, 2019 in line with Schedule III, Part A, Para A, Clause (i) (ii) and (iii) to the Stock Exchanges.	The intimation has not been made to the Stock Exchange yet, but the fact has been informed in Corporate Governance Report filed for June, 2019 Quarter.
2.	<b>Regulation 31 of SEBI (LODR), 2015:</b> The listed entity shall submit to the stock exchange(s) a statement showing holding of securities and shareholding pattern on a quarterly basis, within twenty one days from the end of each quarter;	There were delays in filing Shareholding Pattern with Stock Exchanges as required under Regulation 31 for the quarter ending 31 <sup>st</sup> March, 2019 and 30 <sup>th</sup> September, 2019.	As informed by the management, the RTA has not co-operated with the Company as their Bills were not cleared and accordingly, the company has paid Penalties to the respective Stock Exchanges.
3.	<b>Regulation 33 of SEBI (LODR), 2015:</b> The listed entity shall submit quarterly and year-to-date	There was an instance of delay in submission of Financial results as required under	As informed by the Management, the information was not ready and once the


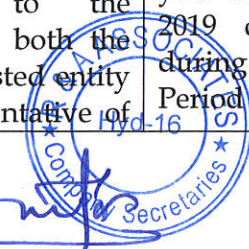


	standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter. Financial results of last quarter shall be submitted within sixty days from the end of the financial year.	Regulation 33, for the year ended 31 <sup>st</sup> March, 2019 to Stock Exchanges.	information was made available, company has filed and accordingly on 31 <sup>st</sup> May, 2020, and the company has paid Penalties to the respective Stock Exchange.
4.	<b>Regulation 33 of SEBI (LODR), 2015:</b> The listed entity shall submit Independent Auditors Report along with Audited Financial Results to the stock exchange.	There was an instance where, the Financial Results for the Financial Year ended 31 <sup>st</sup> March, 2019 which were submitted to the Bombay Stock Exchange (BSE) doesn't contain Independent Auditors Report, which is required under Regulation 33.	As informed by the Management, the said Auditors Report was not issued by the Auditors till their payment was cleared. Later the same has been submitted to the respective Stock Exchange and in hurry they have missed the same and no Penalty has been paid in this case.
5.	<b>Regulation 40(9) of SEBI (LODR), 2015:</b> The listed entity shall submit the certificate within one month from the end of each half year.	There were instances of delayed filings of Certificate from Practicing Company Secretary under Regulation 40(9) for the half year ending 31 <sup>st</sup> March, 2019 and 30 <sup>th</sup> September, 2019 to the Stock Exchanges.	As informed by the Management, the Certificates received from PCS was delayed due to non-cooperation of RTA and the same were filed on a delayed date.
6.	<b>Regulations 34 and 36 of SEBI (LODR), 2015:</b> As per Regulation 34 the listed entity shall submit the annual report to the stock exchange within twenty one working days of it being approved and adopted in the annual general meeting.  As per Regulation 36 the listed entity	There was an instance of delayed submission of Annual Report to the Stock Exchanges which is required under Regulation 34 and Regulation 36.	As informed by the Management, there was delay of 4 days in submission of Annual report to the stock exchange and the Company has paid penalties to the respective stock exchanges.

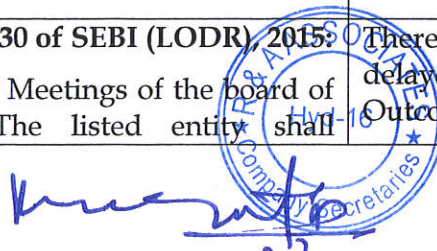


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	shall send annual report to the holders of securities, not less than twenty-one days before the annual general meeting.		
7.	<p><b>Regulation 33 of SEBI (LODR), 2015:</b>  The listed entity shall also submit as part of its standalone and consolidated financial results for the half year, by way of a note, statement of cash flows for the half-year.</p>	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 <sup>th</sup> September, 2019, which is required under Regulation 33.	As informed by the Management, the Company has delayed submitting the Soft (PDF) Copy of Cash Flows, as a part of its standalone and consolidated financial results for the half year ended 30 <sup>th</sup> September, 2019, as the same was not given by Audit & Accounts Team. However, the same has been submitted to the respective Stock Exchange later and No Penalty has been paid in this regard.
8.	<p><b>Regulation 13 of SEBI (LODR), 2015:</b>  The listed entity shall file with the recognised stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter.</p>	There were instances of delays in filing of Statement of Investor Complaints with the Stock Exchanges which is required under Regulation 13, for the quarter ending 31 <sup>st</sup> March, 2019 and 30 <sup>th</sup> September, 2019.	As informed to us by the Management, the RTA has not co-operated with the Company as their Bills were not cleared and accordingly, the company has paid Penalties to the respective Stock Exchanges.
9.	<p><b>Regulation 7(3) of SEBI (LODR), 2015:</b>  The listed entity shall submit a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorised representative of</p>	The Company is yet to submit the Compliance Certificate for the Half-year ended 31st March, 2019 due to be filed during the reporting Period to the Stock	As informed to us by the Management, the RTA has not co-operated with the Company as their Bills were not cleared and accordingly, the

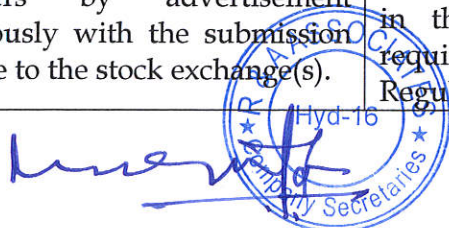
	the share transfer agent, wherever applicable, within one month of end of each half of the financial year.	Exchanges as required under Regulation 7(3).  Further there was a delayed filing of Compliance Certificate to the Stock Exchanges for the half year ended 30th September, 2019.	company has paid Penalties to the respective Stock Exchanges.
10.	<b>Schedule B of SEBI (PIT), 2015:</b>  As per Schedule B of SEBI (PIT), 2015 read with NSE Circular dated 02nd April, 2019, "Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results."	There were instances of non-disclosure of Trading Window for the Quarters ended 30th June, 2019 and 30th September, 2019 to the stock exchanges as required by Schedule B to the SEBI (PIT) Regulations, 2015 read with NSE Circular dated 02nd April, 2019.	As informed to us by the Management, the Company has not informed separately to the stock exchanges for the first two quarters, regarding closure of Trading Window for the Quarters ended 30th June, 2019 and 30th September, 2019, as the same was informed with the Notice of Board Meeting, and later for the next 2 quarters they have informed the same.
11.	<b>Regulation 14 of SEBI (LODR), 2015:</b>  The listed entity shall pay all such fees or charges, as applicable, to the recognised stock exchange(s), in the manner specified by the Board or the recognised stock exchange(s).	There was an instance of delayed payments of Listing Fees to Stock Exchanges for the FY 2019-20 as required under Regulation 14.	As informed to us by the Management, there was delay in payment of Listing Fees to Stock Exchanges for the FY 2019-20 as required under Regulation 14. Later the Company has paid Interest Penalty too to both the Stock Exchanges.
12.	<b>Regulation 30 of SEBI (LODR), 2015:</b>  Outcome of Meetings of the board of directors: The listed entity shall	There was an instance of delayed Intimation of Outcome of Board	As informed to us by the Management, the said information was



	disclose to the Exchange(s), within 30 minutes of the closure of the board meeting considering the financial results.	Meetings considering the financial results for the quarter ended 31 <sup>st</sup> March, 2019 to the National Stock Exchange (NSE) as required under Regulation 30.	not ready till 12.00 Midnight and once the information made available, company has filed and accordingly, the company has paid Penalties to the respective Stock Exchange.
13.	<p><b>Regulation 23(9) of SEBI (LODR), 2015:</b></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>	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).	As informed to us by the Management, the Company has not Submitted to the stock exchanges for the Half-Years ended 31 <sup>st</sup> March, 2019 and 30 <sup>th</sup> September, 2019 as required under Regulation 23(9), as the same was applicable from 1 <sup>st</sup> April, 2019 and the company were not aware of the said provisions.
14.	<p><b>Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015</b></p> <p>The details like reason for change viz. appointment, resignation, removal, death 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>	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 17 <sup>th</sup> July, 2019 and on 13 <sup>th</sup> November, 2019, as required under Regulation 30.	As informed to us by the Management, only intimations of Appointment of CS has been given to both the Stock Exchanges under Regulation 30 and in the Corporate Governance Report too. Later neither Stock Exchanges has asked for any brief Profiles. Only for the Appointment of Directors, Brief Profiles has been submitted as separate Annexure.

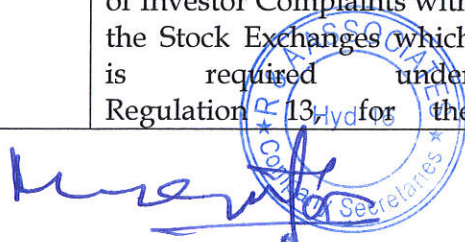


15.	<p><b>Regulation 24A of SEBI (LODR), 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019.</b></p> <p><u>Annual Secretarial Compliance Report:</u></p> <p>The annual secretarial compliance report in the aforesaid format shall be submitted by the listed entity to the stock exchanges within 60 days of the end of the financial year.</p>	<p>There was an instance of non-submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019 under Regulation 24A to the Stock Exchanges.</p>	<p>As confirmed to us by the management, the company is yet to submit Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019.</p>
16.	<p><b>Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018:</b></p> <p>Every issuer shall submit audit report on a quarterly basis to the concerned stock exchanges duly audited by practicing Company Secretary, for the purposes of reconciliation of the total issued capital, listed capital and capital held by depositories in dematerialized form, the details of changes in share capital during the quarter and the in-principle approval obtained by the issuer from all the stock exchanges where it is listed in respect of such further issued capital</p>	<p>There were instances of delayed submission of ROSCA Reports to the Stock Exchanges for the Quarter ended 31<sup>st</sup> March, 2019, 30<sup>th</sup> June, 2019 and 30<sup>th</sup> September, 2019.</p>	<p>As confirmed to us by the Management, there were delays in submission of ROSCA Reports to the Stock Exchanges for the Quarter ended 30<sup>th</sup> March, 2019, 30<sup>th</sup> June, 2019 and 30<sup>th</sup> September, 2019, as the same we have received from PCS delayed due to Non-Cooperation of RTA.</p>
17	<p><b>Regulation 46 of SEBI (LODR), 2015:</b></p> <p>As per Regulation 46, the listed entity shall disseminate certain information as contained in the aforementioned Regulation.</p>	<p>There were few instances of non-compliance of Website requirements which is required as per Regulation 46.</p>	<p>The Company is yet to update their website with certain information as required to be disseminated under Regulation 46.</p>
18	<p><b>Regulation 47 of SEBI (LODR), 2015:</b></p> <p>The listed entity shall publish in the newspaper notices of AGM given to shareholders by advertisement simultaneously with the submission of the same to the stock exchange(s).</p>	<p>There was delay in publication of Notice of Annual General Meeting for the financial 2018-19 in the Newspapers as required under Regulation 47.</p>	<p>There was a delay of 4 days in publication of Notice of AGM in the Newspapers.</p>



- (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:

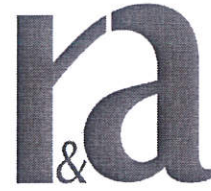
S. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Stock Exchange	There were delays in filing Shareholding Pattern with Stock Exchanges as required under Regulation 31 for the quarter ending 31st March, 2019 and 30th September, 2019.	Penalty levied by way of Letter issued by Stock Exchanges.	An amount of Rs. 72,000/- + GST and Rs. 64,000 + GST was paid to each of the Stock Exchanges for the quarter ending 31 <sup>st</sup> March, 2019 and 30 <sup>th</sup> September, 2019 respectively.
2.	Stock Exchange	There was an instance of delay in submission of Financial results as required under Regulation 33, for the year ended 31st March, 2019 to Stock Exchanges.	Penalty levied by way of Letter issued by Stock Exchanges.	An amount of Rs. 10,000/- + GST was paid to each of the Stock Exchanges.
3.	Stock Exchange	There was an instance of delayed submission of Annual Report to the Stock Exchanges which is required under Regulation 34 and Regulation 36.	Penalty levied by way of Letter issued by Stock Exchanges.	The Company has duly paid Penalty as levied by the Stock Exchanges.
4.	Stock Exchange	There were instances of delays in filing of Statement of Investor Complaints with the Stock Exchanges which is required under Regulation 13, for the	Penalty levied by way of Letter issued by Stock Exchanges.	An amount of Rs. 36,000/- + GST and Rs. 32,000 + GST was paid to each of the Stock Exchanges, for the quarter ending 31 <sup>st</sup>





		quarter ending 31 <sup>st</sup> March, 2019 and 30 <sup>th</sup> September, 2019.		March, 2019 and 30 <sup>th</sup> September, 2019 respectively.
5.	Stock Exchange	<p>The Company is yet to submit the Compliance Certificate for the Half-year ended 31st March, 2019 due to be filed during the reporting Period to the Stock Exchanges as required under Regulation 7(3).</p> <p>Further there was a delayed filing of Compliance Certificate to the Stock Exchanges for the half year ended 30th September, 2019.</p>	Penalty levied by way of Letter issued by Stock Exchanges.	The Company has duly paid Penalty as levied by the Stock Exchanges.
6.	Stock Exchange	There was an instance of delayed payments of Listing Fees to Stock Exchanges for the FY 2019-20 as required under Regulation 14.	Penalty levied by way of Letter issued by Stock Exchanges.	The Company has duly paid Penalty as levied by the Stock Exchanges.
7.	Stock Exchange	There was an instance of delayed Intimation of Outcome of Board Meetings considering the financial results for the quarter ended 31 <sup>st</sup> March, 2019 to the National Stock Exchange (NSE) as required under Regulation 30.	Penalty levied by way of Letter issued by Stock Exchanges.	The Company has duly paid Penalty as levied by the Stock Exchanges.

  
  
R & A ASSOCIATES  
Company Secretaries



(d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.

For R&A Associates,  
Company Secretaries



CS R Ramakrishna Gupta  
Senior Partner  
FCS No.: #5523  
COP No.: #6696  
UDIN: F005523B001430672

Place: Hyderabad.

Date: 09<sup>th</sup> December, 2020.