

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,
The Chairman,
Phoenix Township Limited
Durga Bhavan, Hede Centre,
Tonca, Panaji, Goa-403001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and e-voting conducted during the 30th Annual General Meeting ('AGM') of Phoenix Township Limited held on Friday, 29th September, 2023 at 03.00 P.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

We, Kothari H. & Associates, Company Secretaries, have been appointed by the Board of Directors of Phoenix Township Limited ("the Company") for the purpose of scrutinizing the voting by electronic means i.e. electronic voting and through remote e-voting system at the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 21 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on the resolution(s) contained in the notice of the shareholders of the 30th AGM of the Company, held on Friday, 29th September, 2023 at 03.00 P.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 (the Act") and the Rules thereunder and the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements, 2015 as amended from time to time (hereafter referred as 'SEBI Listing Regulations') relating to voting through electronic means (by remote e-voting) and electronic (e-voting) at the 30th Annual General Meeting by the shareholders on the resolutions proposed in the Notice of the 30th AGM of the company.

We are pleased to submit our report as under, which is comprehensive and self-explanatory in all respect:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 and Regulation 44 of Listing Regulations and MCA Circulars, the Company has availed the e-voting facility offered by CDSL for conducting remote e-voting and e-voting at the AGM by the Shareholders who attended the AGM through VC / OAVM and who had not cast their vote through Remote e-voting.



2. The Company had sent the notice of AGM containing detailed procedure to be followed by the members of the Company and Annual Report in electronic form only to its members whose name(s) appeared in the Register of members/ list of beneficiaries as on 01st September 2023.
3. Advertisement was published by the Company in English in The Financial Express dated Thursday, 7th September, 2023 and in Marathi in Dainik Herald Goa, dated Thursday, 07th September, 2023. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.
4. The Voting rights were reckoned as on Friday, 22nd September, 2023, being the cut-off date for the purpose of deciding the entitlements of members at the e-voting and remote e-voting at the Meeting.
5. The remote e-voting period was open for three days which commenced on Tuesday, 26th September, 2023 at 9.00 a.m. and ended on Thursday, 28th September, 2023 at 5.00 p.m. on <https://www.evotingindia.com/>.
6. After declaration of voting by the Chairman, the shareholders present at the AGM through VC and who had not voted on remote e-voting, voted through e-voting facility provided by CDSL at the AGM.
7. On Friday, 29th September, 2023 after the conclusion of AGM, the report on the e-voting carried at the AGM was generated and diligently scrutinized; thereafter the votes cast through remote e-voting process were unblocked by me in the presence of two witnesses Ms. Mansi Thakkar and Ms. Dhvani Dogra.
8. On scrutiny, we report that 23 Shareholders were present in the meeting in through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).
9. Based on the results made available to me, members have casted their votes either through remote e-voting platform or through e-voting during AGM. The brief analysis of the results of the voting through Remote e-voting and e-voting at the AGM casted by the equity shareholders, based on the report generated by CDSL, scrutinized on test-check basis and relied upon by me, are as under:

RESULTS:

The details containing interalia, no. of Equity Shareholders, who voted "for", "against" or "abstain", if any on each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited (CDSL). Taking into account the report from CDSL and remote e-voting at the AGM the consolidated result with respect to each item on the business as set out in the Notice of the 30th AGM dated 14th August, 2023 is enclosed;



Resolution No. 1 - As an Ordinary Resolution

To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and the Auditors thereon.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	22	98,56,395	1	5	23	98,56,400	100.00
Voted Against	1	1	0	0	1	1	0.00
Abstain / Invalid	0	0	0	0	0	0	0.00

Based on the aforesaid results, Ordinary Resolution as contained in item No. 1 has been passed requisite majority.

Resolution No. 2 - As an Ordinary Resolution

To appoint a Director in place of Mr. Paul David Talbot Willcox (DIN: 01862872), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	22	98,56,395	1	5	23	98,56,400	100.00
Voted Against	1	1	0	0	1	1	0.00
Abstain / Invalid	0	0	0	0	0	0	0.00

Based on the aforesaid results, Ordinary Resolution as contained in item No. 2 has been passed requisite majority.



Resolution No. 3 - As a Special Resolution

To Re-appoint Mr. Dev Kirit Toprani (DIN: 07969034), as an Independent Director of the Company, for Second term.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	22	98,56,395	1	5	23	98,56,400	100.00
Voted Against	1	1	0	0	1	1	0.00
Abstain / Invalid	0	0	0	0	0	0	0.00

Based on the aforesaid results, Special Resolution as contained in item No. 3 has been passed requisite majority.

Resolution No. 4 - As a Special Resolution

To consider and approve the remuneration of Mr. Samit P. Hede, Managing Director of the Company for the remaining duration of his Tenure.

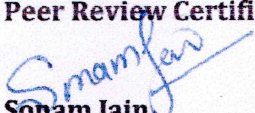
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	21	90,79,309	1	5	22	90,79,314	100.00
Voted Against	1	1	0	0	1	1	0.00
Abstain / Invalid	0	0	0	0	0	0	0.00

Based on the aforesaid results, Special Resolution as contained in item No. 4 has been passed requisite majority.



10. The Electronic data and all other relevant records relating to the e-voting is under my safe custody and all will be handed over to the Management for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

For KOTHARI H. & ASSOCIATES
Company Secretaries
Peer Review Certificate Number: 593/2019

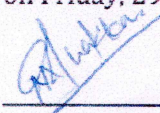

Sonam Jain
Membership No. F9871
COP: 12402

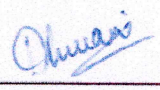


Place: Mumbai
Date: 30.09.2023

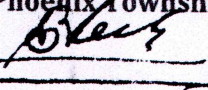
UDIN: F009871E001144501

We, the undersigned witnesses that the votes were unblocked from e-voting website of Central Depository Services Limited (CDSL) at <https://www.evotingindia.com> in our presence at 03:15 p.m. on Friday, 29th September, 2023.


Ms. Mansi Thakkar


Ms. Dhvani Dogra

Countersign by the Managing Director
For Phoenix Township Limited


Samit Prafulla Hede
Managing Director
DIN: 01411689

