



Phoenix™ Township
L I M I T E D

Date: 15th January, 2016

To,
Department of Corporate services
BSE Limited
P.J. Towers, Dalal Street,
Fort, Mumbai - 400 001.

Sub. : Submission of Quarterly Compliance Report on Corporate Governance for the Quarter ended 31st, December 2015.

Dear Sir/ Madam,

As per the Listing Agreement we are Submitting you Quarterly Compliance Report on Corporate Governance under clause 27 (2) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st, December 2015.

Kindly take the above documents on record and acknowledge.

Thanking you.

Corp. office : Balaji Bhavan,
2nd Floor, 14, BEST Marg,
Colaba, Mumbai - 400 001.
Tel. : (91-22) - 6159 0900
2283 1312, 2283 1325
Fax : (91-22) - 2202 8212
customerservices@hbgindia.com

Phoenix Park Inn Resort
Sequeira Vado, Candolim,
Goa - 4 0 3 5 1 5
Tel. : (91-832) 6633 333
Fax : (91-832) 6633 222
ppi@sarovarhotels.com

Dr Malbarao House,
Rua Ismael Gracias,
Post Office Box No. 181,
Panaji, Goa - 403 001
Tel. : (91-832) - 2228 217
Fax : (91-832) - 6641 261
E-mail : hbggoa@yahoo.co.in

REGD. OFF : Durga Bhavan,
Hede Centre, Tonca,
Panaji, Goa - 403 001
Tel. : (91-832) - 6642 724/6453 265
Fax : (91-832) - 2461 394

Yours Truly,
For Phoenix Township Limited



Lalan Kumar
CFO & Compliance Officer

Encl: As Above



MEMBER
HEDE BUSINESS GROUP

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER REGULATION 27(2) OF
THE LISTING REGULATIONS**

1. Name of Listed Entity: **Phoenix Township Limited**
2. Quarter ending: **31st December, 2015**

I. Composition of Board of Directors

Sr. No.	Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Dr.	Prafulla Rajaram Hede	PAN: AAIPH6374A DIN: 00651441	Chairman / Non-Executive Director	10/02/1993	N.A.	NA	-	1
2	Mr.	Samit Prafulla Hede	PAN: AAIPH6372G DIN: 01411689	Managing Director	01/10/2015	N.A.	NA	1	-
3	Mr.	Paul David Talbot Willcox	Passport No.: 105250687 DIN: 01862872	Non-Executive Director	15/09/1993	N.A.	NA	-	-
4	Mr.	Surendra Ambalal Dave	PAN: AADPD5153G DIN: 00001480	Non-Executive /Independent Director	23/09/2014	5 year	5	2	5
5	Mr.	Dattatraya Mahadeo Sukthankar	PAN: AALPS0439E DIN: 00034416	Non-Executive /Independent Director	23/09/2014	5 year	2	1	2



6	Mr.	Pralhad Bhagwant Desai	PAN: ACPPD4733J DIN: 01274203	Non-Executive /Independent Director	23/09/2014	5 year	2	3	-
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§PAN number of any director would not be displayed on the website of Stock Exchange.
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees			
Sr. No	Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) s
1	Audit Committee	Mr. Dattatraya M. Sukthankar Mr. Pralhad B. Desai Mr. Surendra A. Dave	Chairman/Non-Executive/Independent Director Member/ Non-Executive Director/ Independent Director Member/Non-Executive/Independent Director
2	Nomination & Remuneration Committee	Mr. Dattatraya M. Sukthankar Mr. Surendra A. Dave Mr. Pralhad B. Desai	Chairman/Non-Executive/Independent Director Member/Non-Executive/ Independent Director Member/Non-Executive/Independent Director
3	Risk Management Committee (if applicable)	N.A.	N.A.
4	Stakeholders Relationship Committee	Dr. Prafulla R. Hede Mr. Samit P. Hede Mr. Pralhad B. Desai	Chairman/Non-Executive Director Member/Managing Director Member/Non-Executive/Independent Director


& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10 th August, 2015	30 th October, 2015	81 days



IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum (details) met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
30 th October, 2015-Audit Committee Meeting	Yes	10 th August, 2015- Audit Committee Meeting	81 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			

V. Related Party Transactions	
Subject	Compliance status (Yes /No /NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/ No/ N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee
b. Nomination & remuneration committee
c. Stakeholders relationship committee
d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:
Place: Mumbai Date: 12.01.2016
For Phoenix Township Limited  Lalan Kumar Chief Financial Officer & Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.