

RECONCILIATION OF SHARE CAPITAL AUDIT

1. For the Quarter Ended : December 31, 2016
2. ISIN : INE977M01024
3. Face Value : Rs. 10/- each
4. Name of the Company : Phoenix Township Limited
5. Registered Office Address : Durga Bhavan, Hede Centre, Tonca Panaji, Goa - 403 001.
6. Correspondence Address : Balaji Bhavan, 2nd Floor, 14 BEST Marg, Colaba, Mumbai- 400 001.
7. Telephone & Fax Nos. : Tel No. +91-22-6159 0900
Fax No. +91-22-2202 8212
8. Email Address : complaince@hbgingdia.com
9. Name of the Stock Exchange where the Company's securities are listed : BSE Limited

| | <u>No. of Equity Shares</u> | <u>% age</u> |
|--|-----------------------------|--------------|
| 10. Issued Capital | 1,39,84,260 | - 100.00% |
| 11. Listed Capital | 1,39,84,260 | - 100.00% |
| 12. Held in Dematerialised form in CDSL | 81,60,368 | - 58.35% |
| 13. Held in Dematerialised form in NSDL | 44,78,892 | - 32.03% |
| 14. Physical | 13,45,000 | - 9.62% |
| 15. Total No. of Equity shares (12+13+14) | 1,39,84,260 | - 100.00% |
| 16. Reasons for difference, if any Between (10 & 11), (10 & 15), (11 & 15) | N. A. | |

17. Certifying the details of changes in Share Capital during the quarter under consideration as per table below:

| Particulars* | No. of Shares | Applied / Not Applied for listing | Listed on Stock Exchange | Whether Intimated to CDSL | Whether Intimated to NSDL | In-principal approval pending for SE |
|--------------|---------------|-----------------------------------|--------------------------|---------------------------|---------------------------|--------------------------------------|
| Nil | Nil | Nil | Nil | Nil | Nil | Nil |

* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).

18. Register of Members is updated (Yes/No) : YES
If, not update, upto which date.



19. Reference of previous quarter with regards to excess dematerialization shares, if any. : N. A.
20. Has the Company resolved the matter mentioned in Point No. 19 above in the current quarter? If not, reasons why? : N. A.
21. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay. :

| Total No. of Demat Requests | No. of Requests | No. of Shares | Reasons for delay |
|-------------------------------|-----------------|---------------|-------------------|
| Confirmed after 21 days | Nil | Nil | Nil |
| Pending for more than 21 days | Nil | Nil | Nil |

22. Name, Telephone & Fax No. of the Compliance Officer of the Company : Lalan Kumar
Tel: +91-22-6159 0900
+91-22-2283 1312
Fax: +91-22-2202 8212
23. Name, Address, Tel. & Fax No., Regn. No. of the Auditor : M/s. Kothari H. & Associates
Company Secretaries
208, BSE Building, Dalal Street, Fort, Mumbai - 400 001.
Tel No. +91-22-2272 1831
CP No. 5502
24. Appointment of Common Agency for Share Registry work : Adroit Corporate Services Pvt. Ltd.
17/20, Jaferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai -400 059. Maharashtra.
Tel: +91-22-2859 0942
Fax: +91-22-2850 3748
25. Any other details that the auditor may like to provide. (E.g. BIFR company, delisting from SE, company changed its name etc.) : Nil

**For Kothari H. & Associates
Company Secretaries**



**Hitesh Kothari
Partner
C.P. No. 5502**

**Place: Mumbai
Date: 13/01/2017**