

**SECRETARIAL COMPLIANCE REPORT**  
**OF PHOENIX TOWNSHIP LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021**  
**[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019]**

To,  
The Board of Directors  
**PHOENIX TOWNSHIP LIMITED**

We Kothari H. & Associates, Practising Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Phoenix Township 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, 2021 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 for 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 for the Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable for the Review Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable for the Review Period)**





- (g) Securities and Exchange Board of India (Issue and Listing of Non - Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable for the Review Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Any other regulations as applicable and circulars/ guidelines issued thereunder;

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:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (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 my/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:

Sr. 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

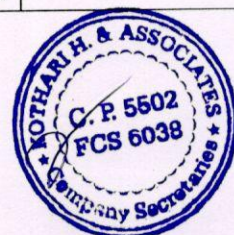




1	BSE Limited	<b>Regulation 17(1)</b> Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	<b>Fine of Rs 5,42,800</b>	The Company has submitted the reply to Stock Exchange stating that it has complied with Composition of Board of director including Woman Director and the same was acknowledged by Stock Exchange via mail dated 16 <sup>th</sup> April, 2021 and the levied fine was withdrawn.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended on 31 <sup>st</sup> March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	NA	The Company has submitted its reply, the Company has complied with Composition of Board of director including Woman Director, Company has request to stock	The Company had provided necessary clarification required to the Stock Exchange.  The clarification was accepted	Actions taken by the Company are satisfactory.  No further comments required





		exchange to revoke penalty	by the Stock Exchange and the fine was withdrawn.	
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For **Kothari H. & Associates**  
Company Secretaries

*Hitesh Kothari*



**Hitesh Kothari**  
(Partner)  
FCS No.: 6038  
CP No.: 5502

**Place: Mumbai**  
**Date: 29.06.2021**

**UDIN: F006038C000534951**  
**Peer Review Certificate No. 593/2019**

**\* Due to the Covid - 19** Pandemic and the restrictions faced due to the same, physical verification of documents / records have been impacted and hence reliance has been placed on the scanned / soft copies of various documents / records which were provided by the Company.