



PHOENIX TOWNSHIP LIMITED

CIN : L67190GA1993PLC001327

Date: 27.05.2025

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001.

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2025

Dear Sir,

In Compliance of regulation 24A SEBI (Listing Obligation Disclosure Requirement) Regulation, 2015 Please find the enclosed copy of Annual Secretarial Compliance Report dated 27th May, 2025.

Thanking You

For Phoenix Township Limited

SAMIT
PRAFUL
LA
HEDE

Samit Hede
Managing Director
(DIN: 01411689)



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14, BEST Marg, Colaba,
Mumbai - 400 001.
Tel. : (91-22) - 6159 0900
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Website : www.hbgindia.com

Park Inn by Radisson
Sequeira Vado, Candolim,
Goa - 403515
Tel. : (91-832) 6633 333 / 103
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Phoenix Island Resort
Pozhiyoor PO, Poovar,
Thiruvananthapuram, Poovar,
Kerala - 695 513.
Tel.: +91 97471 29948
bookings.poovar@phoenixresorts.in

REGD. OFF. : Durga Bhavan,
Hede Centre, Tonca,
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MEMBER
HEDE BUSINESS GROUP

SECRETARIAL COMPLIANCE REPORT
OF PHOENIX TOWNSHIP LIMITED FOR THE YEAR ENDED 31ST MARCH, 2025
[Pursuant to the Regulation 24A of SEBI (Listing Obligation and Disclosure
Requirements) Regulation, 2015 read with 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 31st March, 2025 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 and Sweat Equity) Regulations, 2021; **(Not Applicable for the Review Period)**

- (f) Securities and Exchange Board of India (Issue and Listing of Non – Convertible Securities) Regulations, 2021; ***(Not Applicable for the Review Period)***
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) 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 circulars/ guidelines issued thereunder, except in respect of matters specified below:

S r . N o .	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	Disclosure of related party transactions on consolidated basis	Regulation 23 (9)	--	Fine levied by the BSE	**	**	5,900/-	The Company had paid the fine levied for Non filing of Related Party Transaction within the prescribed time limit for half year ended on 31.03 2024 .	The delay was not intentional.	Fine has been paid by the Company

** ** The Company has received an email from the Stock Exchange regarding:

The Company has received an email from BSE dated 15th July, 2024, regarding non-compliance of Regulation 23(9) for non-submission of related party transaction for the half year ended 31.03.2024 within the prescribed time limit, but the fine was paid by the company and complied the Regulation.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observation s/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Compliance Requirement (Regulations /Circular/ Guidelines including specific clause)	Details of Violation / Deviations and actions taken /penalty imposed, if any on the listed entity	Remedial Actions, taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

(C) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observation s/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	
2.	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. - All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per	Yes	



	the regulations/ circulars/guidelines issued by SEBI.		
3.	Maintenance and disclosures on Website: • The listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website.	Yes	
4.	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes	
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the board, independent directors and the	Yes	



	committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.		
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee	Yes	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries	Yes	

	either by SEBI or by Stock Exchanges are specified in the last column.		
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of statutory auditors from the Company or its material subsidiary
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. **Not Applicable**

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



KOTHARI H. & ASSOCIATES

COMPANY SECRETARIES

HITESH KOTHARI (LLB, B. Com, IP, FCS)

SONAM JAIN (B. Com, FCS)

KOTHARI H & ASSOCIATES

Company Secretaries

(Peer review : 5312/2023)

Hitesh Kothari

FCS No: F6038

COP NO: 26758

Place: Mumbai

Date: 27.05.2025

UDIN: F006038G000449019