

CIN: L67190GA1993PLC001327

Date: 10th August, 2019

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

Ref: BSE Scrip Code: 537839

Sub.: Combined Voting Results of the 26th Annual General Meeting held on 10th August, 2019

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Combined Voting results in the required format in respect of the Remote E-Voting and Poll on the Resolutions of Item No. 1 to 5 as per the notice dated 30th May, 2019 of the 26th Annual General Meeting of the Company held on 10th August, 2019.

A report of the Consolidated Scrutinizer's report dated 10^{th} August, 2019 in respect of votes cast through Remote E-Voting and Poll is enclosed for your information & noting.

Kindly take the above on record.

Thanking you.

Yours Truly,

For Phoenix Township Limited

Richa Jain

Company Secretary & Compliance Officer

Place: Goa

Encl: As Above

Corp. Office: Hede House, 2nd Floor., 14, BEST Marg, Colaba, Mumbai - 400 001. Tel.: (91-22) - 6159 0900 2283 1312, 2283 1325, Fax: (91-22) - 2202 8212 customerservice @hbgindia.com

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

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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,

We, Kothari H. & Associates, Company Secretaries, have been appointed by the Board of Directors of Phoenix Township Limited ("Company") as Scrutinizer for the purpose of:

- Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and
- Voting by Shareholders at the 26th Annual General Meeting ("AGM") held on Saturday, 10th August, 2019 for all the resolutions contained in the Notice of AGM.

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

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the AGM of the members of the Company and at the meeting. Our responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain / invalid", if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL) and based on the voting conducted at the AGM.

- The Company has completed the dispatch of Notice of Annual General Meeting along with the Annual Report of the Company as on 15th July, 2019 to its members whose names appeared on the register of Members/ List of beneficiaries.
- Advertisement was published by the Company in English in The Financial Express, dated Wednesday, 17th July, 2019 and in Marathi in Goa Doot, dated Wednesday, 17th July, 2019. 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.

- The Voting rights were reckoned as on Saturday, 3rd August, 2019, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.
- The Company has availed services of Central Depository Services Limited (CDSL) as the agency for providing the remote e-voting platform.
- The remote e-voting period was open for three days which commenced on Wednesday, 07th August 2019 at 09:00 a.m. and concluded on Friday, 09th August, 2019 at 5:00 p.m. on https://www.evotingindia.com/.
- 6. The remote e-voting results on the Central Depository Services Limited (CDSL) E-voting platform were unblocked and downloaded on Saturday, 10th August, 2019 in the presence of two witnesses Ms. Dishika Jain and Mr. Prathamesh Rane who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.
- After the time fixed for closing of the poll by the chairman, ballot boxes kept for polling were locked in our presence with due identification marks placed by me.
- 8. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and transfer agent of the Company and the authorisations / proxies lodged with the Company.
- On scrutiny, we report that 17 Shareholders were present in the meeting in person and/or through proxy.

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 physical voting at the AGM the consolidated result with respect to each item on the business as set out in the Notice of the 26th AGM dated 30th May, 2019 is enclosed;



Item No. 1,

Ordinary Resolution, To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and the Auditors thereon.

			Number of V	otes Contained	l in		% of
	Remote o	e – voting	Voting a	t the AGM	Т	otal	total
Particulars	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	valid votes cast
Voted in Favour	Nil	Nil	17	9853548	17	9853548	100
Voted	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Against Abstain /	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Invalid TOTAL	Nil	Nil	17	9853548	17	9853548	100

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

Item No. 2

Ordinary Resolution - To appoint a Director in place of Dr. Prafulla Rajaram Hede (holding DIN: 00651441), who retires by rotation, and being eligible, offers himself for re-appointment.

		Number of V	otes Contained	in		% of
Remote	e – voting	Voting a	t the AGM	T	otal	total valid
No. of Number of votes member cast by		No. of members	Number of votes cast by them	No. of members voted	Number of votes cast by them	votes
	them	Voice	7281245	16	7281245	100
Nil	NII		201	Nil	Nil	0.00
Nil Nil	Nil	NII				
	Nu	Nil	Nil	Nil	Nil	0.00
Nil	NII		7201245	16	7281245	100
Nil	Nil	16	/201243			
	No. of member voted Nil Nil	No. of member voted Nil Nil Nil Nil Nil Nil	No. of member voted Nil	No. of member voted Nil	No. of member voted Nil Nil	No. of member voted Number of votes cast by them No. of members voted Number of votes cast by them No. of members voted scast by them Number of wotes cast by them Number of wotes cast by them Number of members voted scast by them Number of wotes cast by them Nil Nil 16 7281245 16 7281245 Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil

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

unanimously.

Item No. 3.

Special Resolution, To Re-Appoint Dr. Surendra Ambalal Dave (DIN: 00001480) as an Independent Director of the Company for Second term;

	Remote	W. 1820 - 1940	Number of V	otes Contained	l in		% of
Particulars	Action (e – voting	Voting a	t the AGM	Т	otal	total
	No. of member voted	Number of votes cast by	No. of members voted	Number of votes cast	No. of members	Number of votes cast	valid votes cast
Voted in Favour	Nil	them Nil	17	9853548	voted 17	9853548	100
Voted Against	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Abstain / Invalid	Nil	Nil	Nil	Nil	Nil	Nil	0.00
TOTAL	Nil	Nil	17	9853548	17	9853548	100

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

Item No. 4.

Ordinary Resolution, To Appoint Mr. Dev Kirit Toprani (DIN: 07969034) as an Independent Director of the Company.

		Number of V	otes Contained	l in		% of
Remote	e – voting	Voting a	t the AGM	T	otal	total valid
No. of Number of votes cast by		No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	votes cast
		17	9853548	17	9853548	100
Nil	MII	7.6			NEI	0.00
Nil Nil	Nil	Nil	Nil	NII	0.00	
NII	•,		NEI	Nil	Nil	0.00
Nil	Nil	Nil	NII	1411		3500000
1411			0853548	17	9853548	100
Nil	Nil	17	7033310		7000010	
	No. of member voted Nil Nil	No. of member voted Nil Nil Nil Nil Nil Nil	No. of Number of votes cast by them Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil	No. of member voted Nil Nil	No. of member voted	Remote e - voting No. of Mumber of votes cast by them Nil

Based on the aforesaid results, Ordinary Resolution as contained in item No. 4 has been passed unanimously.



Item No. 5.

Special Resolution, To Continue the Directorship of Dr. Prafulla R. Hede (DIN: 00651441), Director of the Company, as a Non-Executive Director after attaining the age of Seventy five years.

			Number of V	otes Contained	i in		
Particulars	Remote	e - voting		t the AGM	-11	otal	% of total
	No. of member voted	Number of votes cast by	No. of members	Number of votes cast	No. of members	Number of votes cast	valid votes cast
Voted in Favour	Nil	them Nil	voted	by them	voted	by them	
Voted	-		16	7281245	16	7281245	100
Against	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Abstain / Invalid	Nil	Nil	Nil	Nil	Nil	Nil	0.00
TOTAL	Nil	Nil	16	7281245	16	7281245	100

Based on the aforesaid results, Special Resolution as contained in item No. 5 has been passed unanimously.

For Kothari H.& Associates

Company Secretaries

Hitesh Kothari

Partner

FCS 6038 COP 5502

Date: 10th August, 2019

Place: Goa

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 4.57 P. M. on

Saturday, 10th August, 2019.

Countersign by the Chairman

CS 603F

For Phoenix Township Limited

Prafulla R. Hede

(Dishika Jain)

Chairman

DIN: 00651441

Place: Goa

Date: 10.08.2019

(Prathmesh Rane)

Agenda wise died	No. of Shareholder attended the Meeting through Video conferencing Promoter and Promoter Croun	Public:	Promoter and Promoter Group.	No of shareholders on record date	Date of the AGM / EGM
	N/A	00 00	17	1558	Saturday, 10th August, 2018

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_	0.00	0.00		0	0.00	0		Postal Ballot	
	0.00	100.00		1838	0.04	1838		Poll	Institutions
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	0.00	0.00	0	0	0.00	0	1000	E-voting	Public
	0.00	100.00	0	9851710	100.00	9851710	9851710	Total	
	0.00	0.00	0	0	0.00	0		Postal Ballot	
	0.00	100.00	0	9851710	100.00	9851710	9	Poll	Group
	0.00	0.00	0	0	0.00	0	9851710	E-voting	Promoter &
	(7)=[(5)/(2)]*100		(5)	(4)	(3)	(2)			
	on votes polled	on votes polled (6)=[(4)/(2)]*100	- against	Votes - in favor	on outstanding shares	polled	shares held (1)	Voting	
_	% of votes against	% of Votes in favor	No of votes	No of	% of Votes Polled	No of votes	No of	Mode of	Category
•			No		ıda / resolution?	ted in the agen	r group interes	Whether promoter / promoter group interested in the agenda / resolution?	Whether pro
	9, together with	Resolution Required: "Ordinary Resolution" Adoption of Audited Financial Statements for the financial year ended 31" March 2019, together with reports of the Auditors and Board of Directors thereon:	ne financial ye	atements for th	"Ordinary Resolution" Adoption of Audited Financial Streports of the Auditors and Board of Directors thereon:	" Adoption of ors and Board o	nary Resolution is of the Audito	Required: "Ordir report	Resolution l
									Item No. 1:
					genda item)	ately for each a	disclosed separ	Agenda wise disclosure (to be disclosed separately for each agenda item)	Agenda wise
		N/A			conferencing	hrough Video c	dr	Promoter and Promoter Group Public	Promoter a
		8	~				tha W	reholder attended	No. of Shar
		9			ough proxy:	, Person or thro	up:	Public:	Public:
		177				person	eeting either in	No of shareholders in the meeting either in parce	No of shar
		1558					ers on record d	I otal number of shareholders on record date	1 otal num
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0	0	0	0	0	0		Postal Ballot	
0	100	0	7279407	73.89	7279407		Poll	Group
0	0	0	0	0	0	9851710	E-voting	Promoter &
		(5)	(4)	(3)	(2)			
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% of votes against	% of Votes in favor	Yes No of votes	Noof	Ped	No of votes	No of	Mode of	Category
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ho retires by	rotation To Appoint a Director in place of Dr. Prafulla Rajaram Hede (holding DIN: 00651441), who retires by	aram Hede (ho	r. Prafulla Raj	Director in place of D	To Appoint a	ary Resolution"	rotation Ordina	
							equired. "O-1:	Resolution r

item No 3:

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0.00	0.00	0	0	0.00	0		Poll	Institutions
0.00	0.00	0	0	0.00	0	1000	E-voting	Public
0.00	100.00	0	9851710	100.00	9851710	9851710	Total	
0.00	0.00	0	0	0.00	0		Postal Ballot	
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Item No 4:

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votes porreu	(6)=[(4)/(2)]*100	-against	Votes – in favor	on outstanding shares	Porten	(1)		
% of votes against on	% of Votes in favor	No of votes	No of	% of Votes Polled	No of votes	No of Shares held	Voting	(
		No	フ	da / resolution?	ed in the agen	group interest	Category Mode of Category interested in the agenda / resolution?	Category
Company.	Independent Director of the Company.		DIN: 07969034	Whether promoter / pro-	To Appoint N	ry Resolution"	noter / Tomai	Whether prop
							"	nesolution re



Resolution required: "Special Resolution" To continue the Directorship of Dr. Prafulla R. Hede (DIN: 00651441), Director of the Company, as a Non-

Group	Promoter &				Category	Whether pron	
Poll	E-voting			Voting	Mode of	or whether promoter / promoter group interested in the agenda / resolution?	Executi
	9851710		1)	shares held polled	No of	group interest	ve Director aft
7279407	0	(2)		polled	No of votes	ed in the agen	er attaining th
73.89	0	(3)	shares	on outstanding	lled	da / resolution?	Executive Director after attaining the age of Seventy-five years:
7279407	0	(4)	favor	Votes - in	No of		years:
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For Phoenix Township Limited

Total

(ACS 58807) Company Secretary & Compliance Officer

