

| <b>General information about company</b> |                          |
|--|--------------------------|
| Scrip code                               | 537839                   |
| Name of the entity                       | Phoenix Township Limited |
| Date of start of financial year          | 01-04-2015               |
| Date of end of financial year            | 31-03-2016               |
| Reporting Quarter                        | Yearly                   |
| Date of Report                           | 31-03-2016               |
| Risk management committee                | Not Applicable           |

| Annexure I   |                 |                               |            |          |  |                         |                         |   |                   |                                |  |  |   |
|--|-----------------|-------------------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|--|---|
| Annexure I to be submitted by listed entity on quarterly basis       |                 |                               |            |          |  |                         |                         |   |                   |                                |  |  |   |
| I. Composition of Board of Directors                                 |                 |                               |            |          |  |                         |                         |   |                   |                                |  |  |   |
| Disclosure of notes on composition of board of directors explanatory |                 |                               |            |          |  |                         |                         |   |                   |                                |  |  |   |
| Sr   | Title (Mr / Ms) | Name of the Director          | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity | No of pos of Chairpers in Audit Stakehold Committe held in listed entities including this listec entity |
| 1  | Mr              | Prafulla Rajaram Hede         | AAIPH6374A | 00651441 | Non-Executive - Non Independent Director | Chairperson             |                         | 10-02-1993                              |                   |                                | 1  | 0  | 1   |
| 2  | Mr              | Samit Prafulla Hede           | AAIPH6372G | 01411689 | Executive Director                       | Not Applicable          | MD                      | 01-10-2015                              |                   |                                | 1  | 1  | 0   |
| 3  | Mr              | Paul David Talbot Willcox     | ZZZZZ9999Z | 01862872 | Non-Executive - Non Independent Director | Not Applicable          |                         | 15-09-1993                              |                   |                                | 1  | 0  | 0   |
| 4  | Mr              | Surendra Ambalal Dave         | AADPD5153G | 00001480 | Non-Executive - Independent Director     | Not Applicable          |                         | 23-09-2014                              |                   | 60                             | 5  | 2  | 5   |
| 5  | Mr              | Dattatraya Mahadeo Sukthankar | AALPS0439E | 00034416 | Non-Executive - Independent Director     | Not Applicable          |                         | 23-09-2014                              |                   | 60                             | 2  | 1  | 2   |
| 6  | Mr              | Pralhad Bhagwant Desai        | ACPPD4733J | 01274203 | Non-Executive - Independent Director     | Not Applicable          |                         | 23-09-2014                              |                   | 60                             | 2  | 3  | 0   |
| 7  | Ms              | Shibani Manish Harlalka       | AAIPH6373H | 00507607 | Non-Executive - Non Independent Director | Not Applicable          |                         | 09-02-2016                              |                   |                                | 1  | 0  | 0   |

| <b>Text Block</b>      |   |
|------------------------|---|
| Textual Information(1) | Appointed as Alternate Director of Mr. Paul David Talbot Willcox w.e.f 09-02-2016 |

| <b>Annexure 1</b>                         |  |   |  |
|---|--|---|--|
| <b>Annexure 1</b>                         |  |   |  |
| <b>III. Meeting of Board of Directors</b> |  |   |  |
| <b>Sr</b>                                 | <b>Date(s) of meeting (if any) in the previous quarter</b> | <b>Date(s) of meeting (if any) in the current quarter</b> | <b>Maximum gap between any two consecutive (in number of days)</b> |
| 1   | 30-10-2015   |   |  |
| 2   |  | 09-02-2016  | 101  |

**Text Block**

| <b>Annexure 1</b>                |                                       |   |  |                                     |   |  |
|----------------------------------|---------------------------------------|---|--|-------------------------------------|---|--|
| <b>IV. Meeting of Committees</b> |                                       |   |  |                                     |   |  |
| Sr                               | Name of Committee                     | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
| 1                                | Audit Committee                       | 09-02-2016  | Yes  | 2                                   | 30-10-2015  | 101  |
| 2                                | Stakeholders Relationship Committee   | 09-02-2016  | Yes  | 3                                   |   |  |
| 3                                | Nomination and remuneration committee | 09-02-2016  | Yes  | 2                                   |   |  |

**Text Block**

| <b>Annexure 1</b>                    |  |                                  |  |
|--------------------------------------|--|----------------------------------|--|
| <b>V. Related Party Transactions</b> |  |                                  |  |
| Sr                                   | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                                    | Whether prior approval of audit committee obtained   | Yes                              |  |
| 2                                    | Whether shareholder approval obtained for material RPT   | NA                               |  |
| 3                                    | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                               |  |



| <b>Annexure 1</b>       |  |                               |
|-------------------------|--|-------------------------------|
| <b>VI. Affirmations</b> |  |                               |
| Sr                      | Subject  | Compliance status<br>(Yes/No) |
| 1                       | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                           |
| 2                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                           |
| 3                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                           |
| 4                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | No                            |
| 5                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA                            |
| 6                       | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                           |
| 7                       | 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.                  | Yes                           |

| <b>Annexure II</b>   |   |                               |  |   |
|--|---|-------------------------------|--|---|
| <b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b> |   |                               |  |   |
| <b>I. Disclosure on website in terms of Listing Regulations</b>  |   |                               |  |   |
| Sr   | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here.   | Web address   |
| 1  | Details of business   | Yes                           |  | <a href="http://www.hbgindia.com/">http://www.hbgindia.com/</a> |
| 2  | Terms and conditions of appointment of independent directors  | Yes                           |  | <a href="http://www.hbgindia.com/">http://www.hbgindia.com/</a> |
| 3  | Composition of various committees of board of directors   | Yes                           |  | <a href="http://www.hbgindia.com/">http://www.hbgindia.com/</a> |
| 4  | Code of conduct of board of directors and senior management personnel   | Yes                           |  | <a href="http://www.hbgindia.com/">http://www.hbgindia.com/</a> |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy  | Yes                           |  | <a href="http://www.hbgindia.com/">http://www.hbgindia.com/</a> |
| 6  | Criteria of making payments to non-executive directors  | No                            | Will be disclosed in the next Annual Report  |   |
| 7  | Policy on dealing with related party transactions   | Yes                           |  | <a href="http://www.hbgindia.com/">http://www.hbgindia.com/</a> |
| 8  | Policy for determining 'material' subsidiaries  | NA                            |  |   |
| 9  | Details of familiarization programmes imparted to independent directors   | No                            | The Company has not conducted such programme as the Independent Directors of the Company are familiarized in the Board Meeting regarding notification/ amendment or updates relating to the specific industry. |   |
| 10   | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes                           |  | <a href="http://www.hbgindia.com/">http://www.hbgindia.com/</a> |
| 11   | email address for grievance redressal and other relevant details  | Yes                           |  | <a href="http://www.hbgindia.com/">http://www.hbgindia.com/</a> |
| 12   | Financial results   | Yes                           |  | <a href="http://www.hbgindia.com/">http://www.hbgindia.com/</a> |
| 13   | Shareholding pattern  | Yes                           |  | <a href="http://www.hbgindia.com/">http://www.hbgindia.com/</a> |
| 14   | Details of agreements entered into with the media companies and/or their associates   | NA                            |  |   |
| 15   | New name and the old name of the listed entity  | NA                            |  |   |

| <b>Annexure II</b>             |   |                          |                               |  |
|--------------------------------|---|--------------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                          |                               |  |
| Sr                             | Particulars   | Regulation Number        | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                              | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25 (6)        | Yes                           |  |
| 2                              | Board composition   | 17(1)                    | Yes                           |  |
| 3                              | Meeting of Board of directors   | 17(2)                    | Yes                           |  |
| 4                              | Review of Compliance Reports  | 17(3)                    | Yes                           |  |
| 5                              | Plans for orderly succession for appointments   | 17(4)                    | Yes                           |  |
| 6                              | Code of Conduct   | 17(5)                    | Yes                           |  |
| 7                              | Fees/compensation   | 17(6)                    | Yes                           |  |
| 8                              | Minimum Information   | 17(7)                    | Yes                           |  |
| 9                              | Compliance Certificate  | 17(8)                    | Yes                           |  |
| 10                             | Risk Assessment & Management  | 17(9)                    | NA                            |  |
| 11                             | Performance Evaluation of Independent Directors   | 17(10)                   | Yes                           |  |
| 12                             | Composition of Audit Committee  | 18(1)                    | Yes                           |  |
| 13                             | Meeting of Audit Committee  | 18(2)                    | Yes                           |  |
| 14                             | Composition of nomination & remuneration committee  | 19(1) & (2)              | Yes                           |  |
| 15                             | Composition of Stakeholder Relationship Committee   | 20(1) & (2)              | Yes                           |  |
| 16                             | Composition and role of risk management committee   | 21(1),(2),(3), (4)       | NA                            |  |
| 17                             | Vigil Mechanism   | 22                       | Yes                           |  |
| 18                             | Policy for related party Transaction  | 23(1),(5),(6), (7) & (8) | Yes                           |  |
| 19                             | Prior or Omnibus approval of Audit Committee for all related party transactions                                   | 23(2), (3)               | Yes                           |  |
| 20                             | Approval for material related party transactions  | 23(4)                    | Yes                           |  |
| 21                             | Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                    | NA                            |  |
| 22                             | Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3),(4), (5) & (6) | Yes                           |  |
| 23                             | Maximum Directorship & Tenure   | 25(1) & (2)              | Yes                           |  |
| 24                             | Meeting of independent directors  | 25(3) & (4)              | Yes                           |  |
| 25                             | Familiarization of independent directors  | 25(7)                    | Yes                           |  |
| 26                             | Memberships in Committees   | 26(1)                    | Yes                           |  |
| 27                             | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                    | Yes                           |  |
| 28                             | Disclosure of Shareholding by Non-Executive Directors   | 26(4)                    | Yes                           |  |
| 29                             | Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)            | Yes                           |  |
|                                | Any other information to be provided - Add Notes  |                          |                               |  |

| <b>Annexure II</b>       |  |
|--------------------------|--|
| <b>III. Affirmations</b> |  |
| 1                        | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied |
|                          | NA   |

| <b>Signatory Details</b> |                     |
|--------------------------|---------------------|
| Name of signatory        | Samit Prafulla Hede |
| Designation of person    | Managing Director   |
| Place                    | Mumbai              |
| Date                     | 13-04-2016          |

