

ANNEXURE - A

**FORM NO. MGT – 9- EXTRACT OF ANNUAL RETURN
For financial year ended 31st March, 2020**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN : L67190GA1993PLC001327
Registration Date : 10/02/1993
Name of the Company : Phoenix Township Limited
Category/ Sub-Category of the Company : Company limited by Shares / Non-Government Indian Company
Address of the Registered office and contact details : Durga Bhavan, Hede Centre, Tonca, Panaji, Goa - 403001.
Whether listed company : () Yes () No
Name, Address and Contact details of Registrar and Transfer Agent, if any : Adroit Corporate Services Pvt Ltd
17/20, Jaferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai- 400059

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service (NIC 2008)	% to total turnover of the company
1	Hotels Operations	5510	73.21%
2	Restaurants Bars and Canteens	5520	26.79%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : NA

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (1.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoters									
A) Indian									
a) Individual/ HUF	2723276	0	2723276	19.47	2723276	0	2723276	19.47	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	6746809	0	6746809	48.25	6746809	0	6746809	48.25	0

e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other...	381625	0	381625	2.73	381625	0	381625	2.73	0
Sub-total(A) (1):-	9851710	0	9851710	70.45	9851710	0	9851710	70.45	0
Foreign									
NRIs- Individuals	0	0	0	0	0	0	0	0	0
Other- Individuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	9851710	0	9851710	70.45	9851710	0	9851710	70.45	0.00
B. Public Shareholding									
Institutions									
Mutual Funds	0	0	0	0	0	0	0	0	0
Banks/FI	0	1000	1000	0.01	0	1000	1000	0.01	0
Central Govt	0	0	0	0	0	0	0	0	0
StateGovt(s)	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
FII's	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	1000	1000	0.01	0	1000	1000	0.01	0
Non- Institutions									
a) Bodies Corp.									
Indian	54684	255800	310484	2.22	86192	255800	341992	2.45	0.23
Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
Individual shareholders holding nominal share capital upto Rs. 1 lakh	709047	700200	1409247	10.08	698474	693000	1391474	9.95	-0.13
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2032268	164600	2196868	15.71	2018975	164600	2183575	15.61	-0.10
Others (specify)									
Non residential Indian (repat)	67950	147000	214950	1.54	67500	147000	214500	1.53	0.00

Non residential Indian (non-repat)	0	0	0	0	0	0	0	0	0
iii. Foreign Companies	0	0	0	0	0	0	0	0	0
iv. Clearing Members	1	0	1	0	9	0	9	0	0
v. Directors/ relatives	0	0	0	0	0	0	0	0	0
vi. Trust	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-Total	2863950	1267600	4131550	29.54	2871150	1260400	4131550	29.54	0.00
Public Shareholding (B)=(B)(1)+(B)(2)	2863950	1268600	4132550	29.55	2871150	1261400	4132550	29.55	0.00
C) Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	12715660	1268600	13984260	100.00	12722860	1261400	13984260	100.00	0.00

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2019)			Shareholding at the end of the year (31.03.2020)			% of change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Dr. Prafulla Rajaram Hede	2572303	18.39	99.91	2572303	18.39	99.91	0
2	HBG Trust (Seema Arun Pawar)	381625	2.73	0	381625	2.73	0	0
3	Hede Consultancy Company Pvt Ltd	2242880	16.04	89.17	2242880	16.04	89.17	0
4	Hede Navigation Private limited (formerly known as Jwala Investments and Trading Pvt. Ltd.)	3981307	28.47	60.53	3981307	28.47	60.53	0
5	Mr. Samit Prafulla Hede	77873	0.56	0	77873	0.56	0	0
6	Star Galaxy Trades Pvt. Ltd.	212807	1.52	0	212807	1.52	0	0
7	Colaba Real Estate Private Limited	99115	0.71	0	99115	0.71	0	0
8	Glacier Trades Pvt. Ltd.	210700	1.51	0	210700	1.51	0	0
9	Mrs. Shibanee M. Harlalka	73100	0.52	0	73100	0.52	0	0

iii. **Changing Promoters' Shareholding (please specify, if there is no change)**

There are no changes in promoter shareholding

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	SHALIN HEMANTKUMAR SHAH				
	At the beginning of the year	137880	0.99	137880	0.99
	Sale of shares as on 28/06/2019	-100	0.00	137780	0.99
	Purchase of shares as on 05/07/2019	171300	1.22	309080	2.21
	Purchase of shares as on 12/07/2019	59287	0.42	368367	2.63
	Sale of shares as on 26/07/2019	-110	0.00	368257	2.63
	Sale of shares as on 02/08/2019	-25	0.00	368232	2.63
	At the end of the year	368232	2.63	368232	2.63
2.	Nidhi Pandya				
	At the beginning of the year	206091	1.47	206091	1.47
	No Changes	0	0.00	206091	1.47
	At the end of the year	206091	1.47	206091	1.47
3.	RATIBHAI VISHRAM PATEL				
	At the beginning of the year	191058	1.37	191058	1.37
	Sale of shares as on 19/04/2019	-70	0.00	190988	1.37
	Sale of shares as on 26/04/2019	-4	0.00	190984	1.37
	Sale of shares as on 31/05/2019	-3050	0.02	187934	1.34
	Sale of shares as on 14/06/2019	-300	0.00	187634	1.34
	Sale of shares as on 21/06/2019	-25166	0.18	162468	1.16
	Sale of shares as on 28/06/2019	-4629	0.03	157839	1.13
	Sale of shares as on 29/06/2019	-779	0.01	157060	1.12
	Sale of shares as on 05/07/2019	-125901	0.90	31159	0.22
	Sale of shares as on 12/07/2019	-10000	0.07	21159	0.15
	Sale of shares as on 19/07/2019	-1002	0.01	20157	0.14
	Sale of shares as on 26/07/2019	-1000	0.01	19157	0.14
	Sale of shares as on 02/08/2019	-100	0.00	19057	0.14
	At the end of the year	19057	0.14	19057	0.14
4.	Top Financial Holdings Limited				
	At the beginning of the year	164600	1.18	164600	1.18
	No Changes	0	0.00	164600	1.18
	At the end of the year	164600	1.18	164600	1.18
5.	SAFIR ANAND				
	At the beginning of the year	153417	1.10	153417	1.10
	Purchase of shares as on 27/09/2019	6000	0.04	159417	1.14

	Sale of shares as on 29/11/2019	-6000	0.04	153417	1.10
	Purchase of shares as on 13/03/2020	49602	0.35	159417	1.14
	Sale of shares as on 20/03/2020	-21	0.00	159396	1.14
	At the end of the year	159396	1.14	159396	1.14
6.	Devan Narendra Pandya				
	At the beginning of the year	158733	1.14	158733	1.14
	Purchase of shares as on 28/06/2019	598	0.00	159331	1.14
	Sale of shares as on 05/07/2019	-55077	0.39	104254	0.75
	Sale of shares as on 12/07/2019	-6079	0.04	98175	0.70
	Purchase of shares as on 26/07/2019	3349	0.02	101524	0.73
	Purchase of shares as on 02/08/2019	159	0.00	101683	0.73
	Purchase of shares as on 20/09/2019	5700	0.04	107383	0.77
	Purchase of shares as on 27/09/2019	1000	0.01	108383	0.78
	At the end of the year	108383	0.78	108383	0.78
7.	Kokila Girdharlal Chavda				
	At the beginning of the year	112149	0.80	112149	0.80
	Sale of shares as on 30/09/2019	-200	0.00	111949	0.80
	Purchase of shares as on 06/03/2020	39000	0.28	150949	1.08
	Purchase of shares as on 31/03/2020	5000	0.04	155949	1.12
	At the end of the year	155949	1.12	155949	1.12
8.	Nalini Narendra Pandya				
	At the beginning of the year	137313	0.98	137313	0.98
	Sale of shares as on 27/03/2020	-93000	0.67	44313	0.32
	At the end of the year	44313	0.32	44313	0.32
9.	Heena Narendra Pandya				
	At the beginning of the year	137000	0.98	137000	0.98
	Sale of shares as on 06/03/2020	-39000	0.28	98000	0.70
	At the end of the year	98000	0.70	98000	0.70
10.	NAYANA BALUBHAI BHATT				
	At the beginning of the year	0	0.00	0	0.00
	Purchase of shares as on 08/11/2019	1860	0.01	1860	0.01
	Purchase of shares as on 15/11/2019	3195	0.02	5055	0.04
	Purchase of shares as on 22/11/2019	1220	0.01	6275	0.04
	Purchase of shares as on 29/11/2019	100	0.00	6375	0.05
	Purchase of shares as on 06/12/2019	3430	0.02	9805	0.07
	Purchase of shares as on 27/12/2019	533	0.00	11269	0.08
	Purchase of shares as on 27/03/2020	93000	0.67	104269	0.75
	Purchase of shares as on 31/03/2020	15000	0.11	119269	0.85
	At the end of the year	119269	0.85	119269	0.85

iv. Shareholding of Directors and Key Managerial Personnel.

There is no change in Director's and Key Managerial Personnel's shareholding.

V. INDEBTEDNESS

Indebtedness of the Company as on 31st March, 2020 including interest outstanding/accrued but not due for payment

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,93,42,887	2,25,28,566	NIL	6,18,71,453
ii) Interest due but not paid	0	0		0
iii) Interest accrued but not due	0	0		0
Total (i + ii + iii)	3,93,42,887	2,25,28,566	NIL	6,18,71,453
Change in Indebtedness during the financial year				
• Addition	5,49,42,725	0	NIL	5,49,42,725
• Reduction	0	83,71,086		(83,71,086)
Net Change	5,49,42,725	83,71,086	NIL	4,65,71,639
Indebtedness at the end of the financial year				
i) Principal Amount	9,42,85,612	1,41,57,480	NIL	10,84,43,092
ii) Interest due but not paid	0	0		0
iii) Interest accrued but not due	0	0		0
Total (i + ii + iii)	9,42,85,612	1,41,57,480	NIL	10,84,43,092

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager for the year ended 31st March, 2020.

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Samit Hede	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	24,00,000	24,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	71,000	71,000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961.		
2.	Stock Option		
3.	Sweat Equity		

4.	Commission - as % of profit - others, specify...		
5.	Others, please specify		
	Total (A)	24,71,000	24,71,000
	Ceiling as per the Act		

B. Remuneration to other directors for the year ended 31st March, 2020

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	TOTAL AMOUNT				
		Dr. Surendra A. Dave	Mr. Dev Kirti Toprani	Mr. Ajit Warty	Mr. Kiran N. Talchekar	
1.	Independent Directors					
	<ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 	40,000	30,000	30,000	40,000	1,40,000
	Total	40,000	30,000	30,000	40,000	1,40,000

2.	Other Non-Executive Directors	Ms. Shibanee M. Harlalka	Dr. Prafulla R. Hede	Mr. Arun P. Pawar	Total
	<ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 	20,000	20,000	10,000	50,000
	Total				
	Total (2)	20,000	20,000	10,000	50,000

3.	Total (B)=(1+2)				1,90,000
	Total Managerial Remuneration (A+B)				26,61,000
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD for the year ended 31st March, 2020:

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		Company Secretary		Chief Financial Officer (CFO)	Total
		Kalpesh C. Joshi*	Richa Jain	Mr. Puspraj R. Pandey	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961. (b) Value of perquisites u/s 17(2) Income-tax Act, 1961. (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	30,000	1,50,000	6,09,000	7,89,000
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - Others, specify...				
5.	Others, please specify				
	Total	30,000	1,50,000	6,09,000	7,89,000

* Mr. Kalpesh Joshi, who resigned as CS of the Company w.e.f. 30th May, 2019

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details Penalty/ Punishment/ Compounding / fees imposed	Authority [RD / NCLT/ Court]	Appeal made, if any(give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					