

RECONCILIATION OF SHARE CAPITAL AUDIT

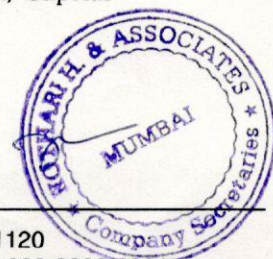
1. For the Quarter Ended : March 31, 2017
2. ISIN : INE977M01024
3. Face Value : Rs. 10/- each
4. Name of the Company : Phoenix Township Limited
5. Registered Office Address : Durga Bhavan, Hede Centre, Tonca Panaji, Goa - 403 001.
6. Correspondence Address : Balaji Bhavan, 2nd Floor, 14 BEST Marg, Colaba, Mumbai- 400 001.
7. Telephone & Fax Nos. : Tel No. +91-22-6159 0900
Fax No. +91-22-2202 8212
8. Email Address : complaince@hbgingdia.com
9. Name of the Stock Exchange where the Company's securities are listed : BSE Limited

	<u>No. of Equity Shares</u>	<u>% age</u>
10. Issued Capital	1,39,84,260	- 100.00%
11. Listed Capital	1,39,84,260	- 100.00%
12. Held in Dematerialised form in CDSL	81,55,459	- 58.32%
13. Held in Dematerialised form in NSDL	44,84,401	- 32.07%
14. Physical	13,44,400	- 9.61%
15. Total No. of Equity shares (12+13+14)	1,39,84,260	- 100.00%
16. Reasons for difference, if any Between (10 & 11), (10 & 15), (11 & 15)	N. A.	
17. Certifying the details of changes in Share Capital during the quarter under consideration as per table below:		

Particulars*	No. of Shares	Applied / Not Applied for listing	Listed on Stock Exchange	Whether Intimated to CDSL	Whether Intimated to NSDL	In-principal approval pending for SE
Nil	Nil	Nil	Nil	Nil	Nil	Nil

* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).

18. Register of Members is updated (Yes/No) : YES
If, not update, upto which date.

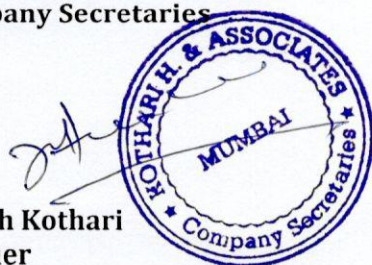


19. Reference of previous quarter with regards to excess dematerialization shares, if any : N. A.
20. Has the Company resolved the matter mentioned in Point No. 19 above in the current quarter? If not, reasons why? : N.A.
21. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay. :

Total No. of Demat Requests	No. of Requests	No. of Shares	Reasons for delay
Confirmed after 21 days	Nil	Nil	Nil
Pending for more than 21 days	Nil	Nil	Nil

22. Name, Telephone & Fax No. of the Compliance Officer of the Company : Mr. Sourabh Kothari
Tel: +91-22-6159 0900
+91-22-2283 1312
Fax: +91-22-2202 8212
23. Name, Address, Tel. & Fax No., Regn. No. of the Auditor : M/s. Kothari H. & Associates
Company Secretaries
208, BSE Building, Dalal Street, Fort, Mumbai - 400 001.
Tel No. +91-22-2272 1831
CP No. 5502
24. Appointment of Common Agency for Share Registry work : Adroit Corporate Services Pvt. Ltd.
17/20, Jaferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai -400 059. Maharashtra.
Tel: +91-22-2859 0942
Fax: +91-22-2850 3748
25. Any other details that the auditor may like to provide. (E.g. BIFR company, delisting from SE, company changed its name etc.) : Nil

**For Kothari H. & Associates
Company Secretaries**



**Hitesh Kothari
Partner
C.P. No. 5502
Membership No. F6038**

**Place: Mumbai
Date: 12/04/2017**