

PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: U55209MH2006PTC161066

NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of **PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED** ("the Company") will be held on Saturday, September 30, 2017 at 12.15 PM at C/o Market City Resources Private Limited, Ground Floor, R.R. Hosiery Building, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai- 400011 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the financial year ended March 31, 2017, Profit and Loss Statement as at that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajaykumar Kejriwal who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Shishir Shrivastava who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint , M/s A.M. Ghelani & Company, Chartered Accountants (firm regn no. 103173W), as Statutory Auditors of the Company for a period of five years i.e. from FY 2017-18 to FY 2021-2022 (subject to ratification of their re-appointment at every AGM).

**By order of the Board of Directors
For Phoenix Hospitality Company Private Limited**



**Place : Mumbai
Date : August 8, 2017**

**Ashokkumar Ruia
Director
DIN: 00086762**

PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

**Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013
CIN: U55209MH2006PTC161066**

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Shareholders are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
3. Authorised Representative of Shareholders should fill in the attendance slip for attending the Meeting.
4. The Register of Directors Shareholding shall be available for inspection at the Meeting.
5. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of business under Item Nos. 5 and 6 is annexed hereto.

**By order of the Board of Directors
For Phoenix Hospitality Company Private Limited**



**Place : Mumbai
Date : August 8, 2017**

**Ashokkumar Ruia
Director
DIN: 00086762**

PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: U55209MH2006PTC161066

ATTENDANCE SLIP

I/We hereby record my/our presence at the Annual General Meeting of the Company held on Saturday, September 30, 2017 at 12.15 PM at C/o Market City Resources Private Limited, Ground Floor, R.R. Hosiery Building, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai- 400011.

Name _____

Regd. Folio. No. _____ No. of Shares held _____

Client ID. No. _____ DP. ID. No. _____

Name of Proxy/Representative, if any _____

Signature of the Shareholder(s)/Proxy/Representative _____

Note: Member/ Proxy attending the Meeting must fill-in this Attendance Slip and hand it over at the entrance of the venue of this Meeting.

PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013
CIN: U55209MH2006PTC161066

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U55209MH2006PTC161066

Name of the company: PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Registered office: Phoenix Mill Premises 4-62 Senapati Bapat Marg, Lower Parel, Mumbai- 400013

Name of the Member(s)	
Address	
Email ID	
DP ID Client Id/ Folio No.	

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: _____ or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held Saturday, September 30, 2017 at 12.15 PM at C/o Market City Resources Private Limited, Ground Floor, R.R. Hosiery Building, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai- 400011 and at any adjournment thereof in respect of such resolutions as are indicated below:

PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: U55209MH2006PTC161066

Resolution No.

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the financial year ended March 31, 2017, Profit and Loss Statement as at that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajaykumar Kejriwal who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Shishir Shrivastava who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint , M/s A.M. Ghelani & Company, Chartered Accountants (firm regn no. 103173W), as Statutory Auditors of the Company for a period of five years i.e. from FY 2017-18 to FY 2021-2022 (subject to ratification of their re-appointment at every AGM).

Affix Re. 1
revenue
Stamp

Signed this..... day of..... 20....

Signature of shareholder.....

Signature of Proxy holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

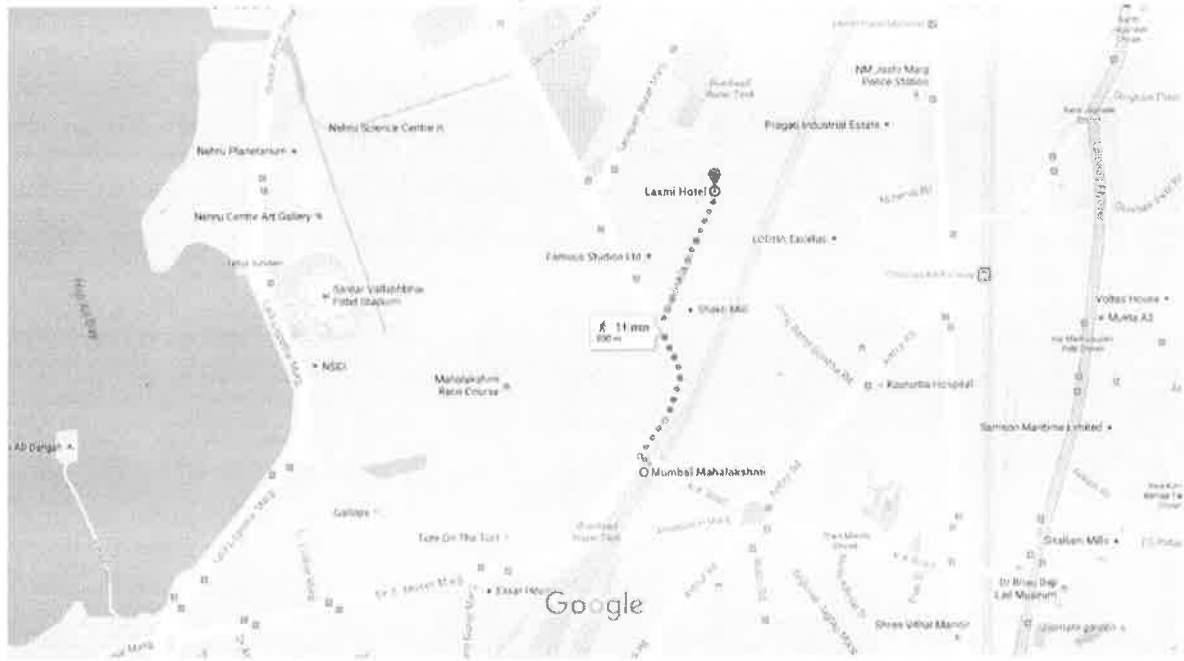
PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: U55209MH2006PTC161066

Route map to the venue of AGM

Venue: Market City Resources Private Limited, Ground Floor, R.R. Hosiery Building, Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai- 400011



Landmark: Next to Laxmi Hotel

Distance from Mahalaxmi Railway Station: 850 m

PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: U55209MH2006PTC161066

DIRECTORS' REPORT

To
The Members,
Phoenix Hospitality Company Private Limited

Your Directors have pleasure in presenting Directors' Report of the Company together with the Audited Statement of Accounts for the year ended March 31, 2017.

1. FINANCIAL STATEMENTS & RESULTS

a. Financial Results

The Company's performance during the year ended March 31, 2017 as compared to the previous financial year, is summarized below:

Particulars	For the financial year ended March 31, 2017 (in Rs.)	For the financial year ended March 31, 2016 (in Rs.)
Total Income	5,40,800	6,32,501
Total Expenditure	1,71,32,385	1,38,57,038
Profit / (Loss) Before Tax		
Tax Expenses		
• Current tax	-	-
• Deferred tax	-	(1,504)
• Excess/Short Provision	-	-
Profit / (Loss) After Tax	(1,65,91,585)	(1,34,25,931)

b. Operations

There was no change in nature of the business of the Company, during the year under review.

c. Report on performance of subsidiaries, associates and joint venture companies

Sr No.	Name of Company	No of Shares	% Holding
1.	Palladium Constructions Private Limited	1,55,86,495	47.55%

PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: U55209MH2006PTC161066

	(Associate)		
2.	Graceworks Realty & Leisure Private Limited (Subsidiary)	52,250	77.33%
3.	Alliance Spaces Private Limited (Subsidiary)	1,158,950	57.99%
4.	Gangetic Hotels Private Limited (Associate)	2,070,800	41.48%
5.	Starboard Hotels Private Limited (Associate)	2,499,374	49.99%
6.	Mirabel Entertainment Private Limited (Associate)	5,000	50.00%

d. Share Capital

Authorized Share Capital:

The Company has an authorized share capital of Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 Equity Shares of Rs.10/- each.

Issued, Subscribed and Paid up Share Capital:

The Company has an Issued, Subscribed and Paid up Share Capital of Rs. 2,32,14,000/- (Rupees Two Crore Thirty Two Lakh Fourteen Thousand only) divided into 23,21,400 Equity Shares of Rs.10/- each.

During the year, the company has not issued shares with differential voting rights nor issued any sweat equity shares. Further, the Company has not issued any equity shares under employee's stock options scheme during the year under review.

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

e. Dividend

Considering the loss incurred in the current financial year, your Directors have not recommended any dividend for the financial year under review.

f. Transfer To Reserves

In view of loss incurred during the year under review, the Board of Directors has

PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: U55209MH2006PTC161066

not recommended transfer of any amount to reserves.

g. Revision Of Financial Statement

There was no revision of the financial statements for the year under review.

h. Deposits

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

i. Disclosures Under Section 134(3)(I) Of The Companies Act, 2013

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position, have occurred between the end of the financial year of the Company and date of this report.

j. Disclosure of orders passed by regulators or courts or tribunal

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

k. Particular of contracts or arrangement with related parties

During the financial year 2016-17, the Company has not entered into any related party transactions as per provisions of the Companies Act, 2013 read with relevant rules framed thereunder. All other related party transactions as per the Accounting Standards were entered into during the financial year 2016-17 were on arm's length basis and were in the ordinary course of the business.

There are no materially significant related party transactions entered into by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

The details of transactions/contracts/arrangements entered by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013 and Accounting Standards, during the financial year 2016-18 under review, has been furnished in notes to the financial statements.

l. Particulars of Loans, Guarantees, Investments and Securities

Full particulars of loans, guarantees, investments and securities provided during

PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: U55209MH2006PTC161066

the financial year under review along with the purposes for which such loans, guarantees and securities are proposed to be utilized by the recipients thereof, has been furnished in notes to the financial statements.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Board Of Directors & Key Managerial Personnel

Mr. Ajaykumar Kejriwal who retires by rotation and being eligible, offers himself for re-appointment.

Mr. Shishir Shrivastava who retires by rotation and being eligible, offers himself for re-appointment.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

a. Board Meetings

The Board of Directors met 07 times during the financial year ended March 31, 2017 i.e. on May 6, 2016, August 5, 2016, September 9, 2016, October 1, 2016, November 8, 2016, December 21, 2016, and February 9, 2017 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

b. Internal Control Systems

Adequate internal control systems commensurate with the nature of the Company's business and its size and complexity of operations are in place has been found to be operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

c. Disclosure Under Section 197(12) Of The Companies Act, 2013 And Other Disclosures As Per Rule 5 Of Companies (Appointment & Remuneration) Rules, 2014: Not Applicable

d. Payment Of Remuneration / Commission To Directors From Holding Or Subsidiary Companies: Not Applicable

4. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2017, the Board of Directors hereby confirms that:

PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: U55209MH2006PTC161066

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit/loss of the Company for that year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

5. AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

a. Observations of Statutory Auditors on accounts for the year ended March 31, 2017

The observations made by the Statutory Auditors in their report for the financial year ended March 31, 2017 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

b. Ratification of Appointment of Auditors

As per the provisions Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, as M/s A.M. Ghelani and Company, Chartered Accountants are eligible to be appointed as Statutory Auditors of the Company. Hence, it has been proposed to appoint M/s A.M. Ghelani and Company, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years to hold office, from the conclusion of this ensuing Annual General Meeting (AGM) till the conclusion of the Annual General Meeting of the Company to be held for financial year 2021-2022 (subject to ratification of their re-appointment at every AGM).

Necessary resolution for appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: U55209MH2006PTC161066

6. OTHER DISCLOSURES

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. Extract Of Annual Return

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended March 31, 2017 made under the provisions of Section 92(3) of the Act forms part of this Report as Annexure III.

b. Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies' (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company.

c. FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of earnings and outgo in foreign currency are given below:

Particulars	2016 -17 (In Rs.)	2015-2016 (In Rs.)
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

7. BUSINESS RISK MANAGEMENT

The Company's management systems, organization structure, standard operating procedures governs how the Company conducts the business and manages associated risks. The identification and evaluation of the business risks in the Company is carried out by the Board.

8. SEXUAL HARASSMENT POLICY

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace and has also established an Internal Complaints

PHOENIX HOSPITALITY COMPANY PRIVATE LIMITED

Reg. Off.: Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: U55209MH2006PTC161066

Committee, as stipulated by The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules thereunder. During the year under review, no complaints in relation to such harassment at workplace have been reported.

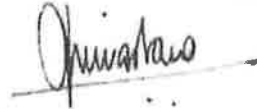
9. ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

**For and on behalf of the Board
For Phoenix Hospitality Company Private Limited**



Ashokkumar Ruia
Director
DIN: 00086762



Shishir Shrivastava
Director
DIN: 01266095

August 8, 2017
Place: Mumbai

ANNEXURE I

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2017

[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	:	U55209MH2006PTC161066
Registration Date	:	10/04/2006
Name of the Company	:	Phoenix Hospitality Company Private Limited
Category / Sub-Category of the Company	:	Private Limited Company
Address of the Registered office and contact details	:	Phoenix Mill Premises 462 Senapati Bapat Marg, Lower Parel, Mumbai 400013
Whether listed company	:	No
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	N.A.

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:- Not Applicable

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
-	-	-	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section
1	The Phoenix Mills Ltd Phoenix Mill Premises 462 Senapati Bapat Marg, Lower Parel, Mumbai 400013	L17100MH1905PLC000200	Holding	56.92%	2(46)
2	Graceworks Realty	U72900MH2000PTC126232	Subsidiar	77.33	2(87)(ii)

	& Leisure Private Limited		y		
3	Alliance Spaces Private Limited C/o Marketcity Resources Pvt Ltd, R R Hosiery Bldg Shree Laxmi Woollen Mills Estate, Opp Shakti Mills Mumbai-400011	U55101MH2007PTC169101	Subsidiary	57.99	2(87)(ii)
4	Gangetic Hotels Private Limited MAHMOODABAD ESTATE BUILDING 15, HAZRATGANJ LUCKNOW UP 226001	U55101UP2007PTC033633	Associate	41.48	2(6)
5	Starboard Hotels Private Limited C/o Marketcity Resources Pvt Ltd, R R Hosiery Bldg Shree Laxmi Woollen Mills Estate, Opp Shakti Mills Mumbai-400011	U55101MH1996PTC101044	Associate	49.99	2(6)
6	Mirabel Entertainment Private Limited Phoenix Mill Premises 462 Senapati Bapat Marg, Lower Parel, Mumbai 400013	U55101MH2007PTC172946	Associate	50.00	2(6)
7	Palladium Constructions Private Limited C/o Marketcity Resources Pvt Ltd, R R Hosiery Bldg Shree Laxmi Woollen Mills Estate, Opp Shakti Mills Mumbai-400011	U45400MH2008PTC178115	Associate	47.55	2(6)

(2) Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2):	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	2321400	2321400	100		2321400	2321400	100	-

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% 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	The Phoenix Mills Ltd	1321400	56.92	-	1321400	56.92	-	-
2	Ruia International Holding Co Pvt Ltd	1000000	43.08	-	1000000	43.08		-
	Total	2321400	100.00	-	2321400	100.00	-	00.00

iii. CHANGE IN PROMOTERS' SHAREHOLDING : Not Applicable

Sl. No.		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

	At the beginning of the year	-	-	-	-
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the End of the year	-	-	-	-

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS): Not Applicable

Sr. No.	Name of the shareholder	Shareholding		Date	Increase /Decrease in Shareholding	Reason	Cumulative Shareholding during the year(April 01, 2014 to March 31, 2015)	
		No. of shares at the beginning of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: Not Applicable

Sl. No.		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
	For each of the Directors and KMP				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	-	-	-	-

II INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	<u>Secured</u>	<u>Unsecured</u>		<u>Total</u>
	<u>Loans</u>	<u>Loans</u>		<u>Deposits</u>
	<u>excluding</u>			
	<u>deposits</u>			
Indebtedness at the beginning of the FY 2016 - 17	-	256,179,769		256,179,769
i) Principal Amount				
ii) Interest due but not paid		11,193,157		11,193,157
iii) Interest accrued but not due	-			-
Total (i+ii+iii)	-	267,372,926		267,372,926
Change in Indebtedness during the year				
• Addition		-		-
• Reduction	-	232,500,000		232,500,000
Net Change				
Indebtedness at the end of the FY 2016-17	-	34,872,926		34,872,926
i) i) Principal Amount				
ii) Interest due but not paid	-	15,310,320		15,310,320
iii) Interest accrued but not due				
Total (i+ii+iii)	-	50,183,246		50,183,246

III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. *Remuneration to Managing Director, Whole-time Directors and/or Manager: N.A.*

Sl. No.	Particulars	of	Name of MD/ WTD/ Manager				Total Amount
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	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profit					
	- others, specify					
5	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. REMUNERATION TO OTHER DIRECTORS: Nil

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		_____	_____	_____	_____	
	1. Independent Directors	-	-	-	-	-
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)					
	2. Other Non-Executive Directors					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD : Nil


Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
					Total
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	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

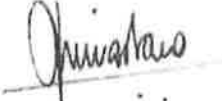
IV PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Nil

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

Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**For and on behalf of the Board
For Phoenix Hospitality Company Private Limited**


**Ashokkumar Ruia
Director
DIN: 00086762**


**Shishir Shrivastava
Director
DIN: 01266095**

**August 8, 2017
Place: Mumbai**