



## KOLTE-PATIL DEVELOPERS LIMITED

Corporate Identity Number (CIN): L45200PN1991PLC129428

Registered Office: 2nd Floor, City Point, Dhole Patil Road, Pune – 411001.

Tel. No. +91 20 66226500 Fax No. +91 20 66226511 Email ID: investorrelation@koltepatil.com

Website: www.koltepatil.com

### NOTICE

Notice is hereby given that the **28th ANNUAL GENERAL MEETING** of **KOLTE-PATIL DEVELOPERS LIMITED** will be held at Palladium, Residency Club, General A.K. Vaidya Marg, Pune - 411001, Maharashtra, India on **Saturday, 21 September 2019** at 10:30 AM to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt:

- (a) the Audited Standalone Financial Statement of the Company for the year ended 31 March 2019, the Report of the Board of Directors' and Auditors' thereon and
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31 March 2019 and the Report of Auditors' thereon.

2. To confirm the payment of Interim Dividend on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2018-19.

**"RESOLVED THAT** the Interim Dividend of ₹1.40 per share paid on 75,814,909 equity shares, for the financial year 2018-19 be and is hereby ratified and confirmed.

**FURTHER RESOLVED THAT** the Final Dividend of ₹1 per share on 75,814,909 equity shares, for the financial year 2018-19, as recommended by the Board of Directors, be and is hereby approved."

3. To appoint a Director in place of Mr. Naresh Patil (DIN: 00881077) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, approval be and is hereby accorded to the re-appointment of Mr. Rajesh Patil (DIN - 00381866) as the Chairman and Managing Director of the Company, for

a period of 5 (five) years with effect from 15 April 2020 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, approval be and is hereby accorded to the re-appointment of Mr. Naresh Patil (DIN - 00881077) as Whole Time Director designated as Vice Chairman of the Company, for a period of 5 (five) years with effect from 15 April 2020 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including

the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, approval be and is hereby accorded to the re-appointment of Mr. Milind Kolte (DIN - 00170760) as Whole Time Director designated as Executive Director of the Company, for a period of 5 (five) years with effect from 15 April 2020 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

7. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prakash Gurav (DIN-02004317), a Non-Executive Independent Director of the Company, who holds office up to 12 September 2019 and in respect of

whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his/her intention to propose Mr. Prakash Gurav as a candidate for the office of director, Mr. Prakash Gurav who is eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Companies Act, 2013, be and is hereby re-appointed to hold the office as Independent Director of the Company for second term of 5 consecutive years with effect from 13 September 2019 up to 12 September 2024, not liable to retire rotation."

8. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jayant Pendse (DIN-02434630), a Non-Executive Independent Director of the Company, who holds office up to 12 September 2019, in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his/her intention to propose Mr. Jayant Pendse as a candidate for the office of director and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby re-appointed to hold the office as Independent Director of the Company for second term of 5 consecutive years with effect from 13 September 2019 up to 12 September 2024, not liable to retire rotation."

9. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. G L Vishwanath (DIN- 01758785), a Non-Executive Independent Director of the Company, who holds office up to 12 September 2019, in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies

Act, 2013 signifying his/her intention to propose Mr. G L Vishwanath as a candidate for the office of director and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby re-appointed to hold the office as Independent Director of the Company for second term of 5 consecutive years with effect from 13 September 2019 up to 12 September 2024, not liable to retire rotation."

10. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Manasa Vishwanath (DIN- 05241229), a Non-Executive Independent Director of the Company, who holds office up to 12 September 2019, in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his/her intention to propose Mrs. Manasa Vishwanath as a candidate for the office of director and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby re-appointed to hold the office as Independent Director of the Company for second term of 5 consecutive years with effect from 13 September 2019 up to 12 September 2024, not liable to retire rotation."

11. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 188 (1) (f) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the approval be and is hereby accorded for the re-appointment of Mr. Nirmal Kolte (relative of Mr. Milind Kolte – Executive Director and Mrs. Sunita Kolte – Non Executive Director of the Company) as Vice President - Projects with effect from 01 October 2019 on the following terms and conditions for a period of Three (3) years:-

**Salary:** ₹450,000/- per month, however subject to a ceiling of ₹850,000/- per month.

Salary includes Basic salary, House Rent Allowance, Medical Allowance, bonus and Other Allowance as per Company policy.

**Performance Linked Incentive (PLI):** As per the policy of the Company, PLI will be paid for each financial year based on the performance.

**Perquisites and Allowances:**

- (a) Medical and accident insurance premium as per company rules  
(b) Leave in accordance with the policy of the Company from time to time

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deeds, things as may be necessary to give effect to this resolution."

12. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 188 (1) (f) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the approval be and is hereby accorded for the appointment of Mr. Yashvardhan Patil (relative of Mr. Rajesh Patil – Chairman and Managing Director of the Company) as AVP – Business Development in Anisha Lifespaces Private Limited, a Wholly Owned Subsidiary of the Company with effect from 01 October 2019 on the following terms and conditions for a period of Three (3) years:-

**Salary:** ₹450,000/- per month, however subject to a ceiling of ₹850,000/- per month.

Salary includes Basic salary, House Rent Allowance, Medical Allowance, bonus and Other Allowance as per Company policy.

**Performance Linked Incentive (PLI):** As per the policy of the Company, PLI will be paid for each financial year based on the performance.

**Perquisites and Allowances:**

- (a) Medical and accident insurance premium as per company rules  
(b) Leave in accordance with the policy of the Company from time to time

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deeds, things as may be necessary to give effect to this resolution."

13. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 188 (1) (f) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the approval be and is hereby accorded for the appointment of Mr. Virag Kolte (relative of Mr. Milind Kolte – Executive Director and Mrs. Sunita Kolte – Non Executive Director of the Company) as AVP-Business Development in Kolte-Patil I-Ven Townships (Pune) Limited, an Associate Company of the Company with effect from 01 October 2019 on the following terms and conditions for a period of Three (3) years:-

**Salary:** ₹450,000/- per month, however subject to a ceiling of ₹850,000/- per month.

Salary includes Basic salary, House Rent Allowance, Medical Allowance, bonus and Other Allowance as per Company policy.

**Performance Linked Incentive (PLI):** As per the policy of the Company, PLI will be paid for each financial year based on the performance.

**Perquisites and Allowances:**

- (a) Medical and accident insurance premium as per company rules
- (b) Leave in accordance with the policy of the Company from time to time

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deeds, things as may be necessary to give effect to this resolution."

14. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 along with rules enacted thereunder ("Companies Act") (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company, listing agreements entered into by the Company with the stock exchanges where equity shares of the Company of face value ₹10 (Rupees Ten) each are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended ("SEBI

Debt Regulations"), Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR"), Foreign Exchange Management Act, 1999 as amended ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and clarifications issued thereon from time to time and subject to other required rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the stock exchanges, Department of Industrial Policy & Promotion and / or any other competent authorities from time to time to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, stock exchanges, RBI, Foreign Investment Promotion Board, GOI and/or any other concerned statutory or other relevant authorities as may be required in this regard and in partial modification of resolution passed by the members by way of postal ballot dated 22 March 2019 and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board of Directors of the Company ("Board" which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board in its absolute discretion to offer, issue and allot equity shares ("Equity Shares") and/or secured/unsecured redeemable Non-Convertible Debentures ("NCDs") or Debt instruments and/or Fully or Partly Convertible Debentures and/or Bonds ("Debt instruments") and /or Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") ("Securities") in the course of domestic and/or international offerings representing either equity shares or a combination of the foregoing for an amount not exceeding ₹500,00,00,000/- (Rupees Five Hundred Crores only), inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, as the Board deems fit to all eligible investors including but not limited to existing equity shareholders as on record date, residents and / or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and/or otherwise and/or a combination thereof, whether or not such investors are members, promoters, directors or their relatives /

associates of the Company, in the course of domestic and/or international offerings through public issue and / or private placement and /or rights issue and / or preferential allotment and/or qualified institutional placement ("QIP") and/or any other permitted modes through prospectus and/or an offer document and/ or private placement offer letter and/or such other documents/writings/ circulars / memoranda in such manner, by way of cash at such time or times in such tranche or tranches and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and determine and consider proper and beneficial to the Company including as to when the said Equity Shares, NCDs, Debt Instruments, GDRs or ADRs (together the "Securities") are to be issued, the consideration for the issue, the coupon rate(s) applicable, redemption period, utilisation of the issue proceeds and all matters connected with or incidental thereto; allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company, so as to enable the Company to list on any Stock Exchange in India and / or Luxembourg and /or London and /or New York and /or Singapore and / or Hong Kong and / or any of the Overseas Stock Exchanges as may be permissible.

**RESOLVED FURTHER THAT** the Securities issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the Securities in the international market and may be governed by the applicable laws.

**RESOLVED FURTHER THAT** in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and other applicable provisions, as amended from time to time.

**RESOLVED FURTHER THAT** in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time, the pricing shall be determined in compliance with principles and provisions set out in Regulation 176 of Chapter VI of the SEBI (ICDR) Regulations, as amended from time to time. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of the Securities in case of a QIP shall be the date on which the

Board decides to open the proposed issue subsequent to receipt of the relevant approval from the shareholders, or the date on which the holder of the applicable QIP Securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be and the Board be and is hereby authorized to offer a discount of not more than five per cent on the price calculated for the Qualified institutional Placement.

**RESOLVED FURTHER THAT** the allotment of Securities issued pursuant to a QIP shall be completed within 12 (twelve) months from the date of this resolution.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to determine issue price, tenor, interest rate, number of debt instruments to be issued / offered in each tranche and the class of investors, listings and other terms & conditions of the Debt Instruments, as may be deemed necessary or expedient in the best interest of the Company, without requiring any further recourse to and/or approval of the Members, including but not limited to appoint Debenture Trustee(s), and other intermediaries if required.

**RESOLVED FURTHER THAT** the Company may enter into any arrangement with any agencies or bodies as are authorized by the Board for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and /or international practice and regulations, and under the norms and practices prevalent in the domestic/ international capital markets and subject to applicable laws and regulations and the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the consent of the members be and is hereby accorded to the Board to do all such acts, deeds, matters and things including but not limited to finalization and approval of the offer documents(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the proceeds as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Equity Shares shall be listed with the stock exchanges, where the existing Equity Shares of the Company are listed and the same shall rank paripassu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** in the event the Equity Shares are issued in the course of rights issue, if the Equity Shares are not subscribed, the same may be disposed of by the Board in such manner which is not disadvantageous to the shareholders and the Company.

**RESOLVED FURTHER THAT** the approval of the members is hereby accorded to the Board to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts/agreements, memorandum, documents, etc. as may be required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed by the Company in relation to the issue of Securities, be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue

of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company."

15. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the financial year 2018-19 to M/s. Harshad S. Deshpande, Cost Accountants having Membership No. 25054 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2018-19, amounting to ₹70,000/- (Rupees Seventy Thousand only) and also the payment of Goods and Service Tax and other taxes/cess as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

By Order of the Board  
**For Kolte-Patil Developers Limited**

**Vinod Patil**

Company Secretary  
(Membership No. A13258)

Place: Pune  
Date: 28 May 2019

## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, on a poll, instead of himself and the proxy need not be a member of the Company. The proxy form, in order to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. Blank proxy form is attached to the Annual Report.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business in the notice is annexed hereto.
3. The Profile of Director seeking re-appointment, as required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 14 September 2019 to Saturday, 21 September 2019 (both days inclusive).
5. Pursuant to Section 171 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the venue of the Annual General Meeting.
6. The Register of Contracts or arrangements, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company.
7. The Dividend would be payable within 30 days from date of declaration to the shareholders whose names appear in the Register of Members on 13 September 2019.
8. The Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
9. The Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent:
  - (a) Change if any, in their address with Pin Code Number.
  - (b) Quote their Ledger Folio No. in all their correspondence.
  - (c) Send their Share Certificates for consolidation.
  - (d) Request for nomination forms for making nominations as per Section 72 of the Companies Act, 2013, if not already intimated.
10. The Beneficial Owner(s) of dematerialized shares are requested to intimate change in their address to the concerned Depository Participant.
11. The Members are requested to note that dividend not encashed or not claimed within seven years from the date of transfer to the Company's Unpaid Account will, as per Section 125 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF).

### The details of unclaimed amounts are as follows:-

Unclaimed Accounts	Date of transfer to unclaimed account	Unclaimed amount as on 31 March 2019 (Amount in INR)	Date of transfer to IEPF
Final dividend for FY 11-12	16 September 2012	509,131	15 September 2019
Interim dividend for FY 12-13	30 November 2012	523,826	29 November 2019
Final dividend for FY 12-13	09 September 2013	288,363	08 September 2020
Interim dividend for FY 13-14	31 December 2013	429,232	30 December 2020
Final dividend for FY 13-14	22 October 2014	334,510	21 October 2021
Final dividend for FY 14-15	24 October 2015	263,455	23 October 2022
Final dividend for FY 15-16	23 October 2016	437,983	22 October 2023
Final dividend for FY 16-17	04 November 2017	344,048	03 November 2024
Final dividend for FY 17-18	05 November 2018	354,054	04 November 2025

The list of investors or shareholders, who have not claimed dividend is available on the Company's website [www.koltepatil.com](http://www.koltepatil.com) under Investor Section.

The applicants/Members wishing to claim the unclaimed dividend are requested to correspond with the Compliance Officer or Registrar and Share Transfer Agent of the Company i.e. M/s. Bigshare Services Private Limited.

12. For registering/changing email address, Shareholders are requested to complete the online registration form – "Form for Registering/Changing E-mail Address" on the website of the Company [www.koltepatil.com](http://www.koltepatil.com) under the Investors section.

### PROCEDURE FOR E-VOTING

In compliance with provisions of Section 108 of the companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is required to provide the e-voting facility to the members of the Company for the business to be transacted at the General Meeting of the Company. In this regards, the Company entered into agreement with Central Depository Services (India) Limited for providing the e-voting facility to the members of the Company.

The e-voting will commence on Wednesday, 18 September 2019 at 09.00 AM and will close on Friday, 20 September 2019 at 05.00 PM. The Company has appointed Mr. Sridhar Mudaliar, Partner (CP No. 2664) or failing him Mr. S. V. Deulkar, Partner (CP No. 965) of M/s. SVD & Associates, Company Secretaries, Pune as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The procedure and instructions for the same are as follows:

#### The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Wednesday, 18 September 2019 at 09.00 AM and ends on Friday, 20 September 2019 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 14 September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required

to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take



utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Kolte-Patil Developers Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (ix) above to cast vote.
- (B) The voting period begins on Wednesday, 18 September 2019 at 09:00 A.M and ends on Friday, 20 September 2019 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14 September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least (2) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, to the chairman of the Company.

The Results declared along with Scrutinizer's Report shall be placed on the Company's website [www.koltepatil.com](http://www.koltepatil.com) within two (2) working days of passing of the resolutions at the AGM of the Company and shall be communicated to National Stock Exchange of India Limited and BSE Limited.

#### **REQUEST TO MEMBERS**

Members desirous of getting any information/clarification on the Accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days in advance of the meeting to the Compliance Officer so that, the same may be attended appropriately.

**Members are requested to bring the Attendance Slip duly filled in for attending the meeting, with identity proof.**

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 04

The Board, at its meeting held on 28 May 2019 on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Rajesh Patil as Chairman and Managing Director of the Company w. e. f. 15 April 2020 for a period of 5 (five) years on the terms and conditions mentioned herein below:-

#### I. Salary and Allowance:

**Salary Per Month:** In the scale of ₹5,00,000/- to ₹20,00,000/-

Salary of ₹5,00,000/- per month with such increment(s) as the Board may decide from time to time, however subject to a ceiling of ₹20,00,000/- per month.

Salary includes Basic salary, House Rent Allowance, Medical Allowance and Other Allowance as per Company policy.

#### II. Perquisites:

- a. Leave Travel concession for self and family once in a year incurred in accordance with the rules of the Company.
- b. Fees of clubs subject to maximum of two clubs. No admission and life membership fee will be paid.
- c. Personal accident insurance as per Company policy.
- d. Contribution towards Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company but to the extent these either singly or put together are not taxable under the Income Tax Act.
- e. Gratuity as per the rules of the Company but shall not exceed one half month's salary for each completed year of service.
- f. Free Telephone cell at residence subject to long distance personal call charges being reimbursed to the Company.
- g. Use of own car for official purpose subject to payment of appropriate conveyance allowance by the Company.
- h. Earned leave as per the rules of the Company not exceeding one month's salary leave for every eleven months of service.

The appointee will be entitled to the perquisites and allowances as per the Company rules.

In arriving at the value of perquisites, the value shall be determined on the basis of actual cost to the Company from time to time.

#### III. Commission

The Board of Directors of the Company will decide from time to time the percentage of Commission payable on Net profit of the Company for the respective financial year. For this purpose, Net profit shall be computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

#### IV. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in the financial year during the currency of the tenure of Chairman and Managing Director, the Company has no profit or profits are inadequate, the Company may pay minimum remuneration by way of salary, perquisite and allowances as per Schedule V of the Companies Act, 2013.

The above remuneration is within the limits prescribed by the applicable provisions of the Companies Act, 2013.

The Board recommends the resolution for the approval of the members.

Mr. Rajesh Patil-Chairman and Managing Director is concerned or interested in this resolution and Mr. Naresh Patil- Vice Chairman and Mrs. Sunita Kolte – Non Executive Director being relatives of Mr. Rajesh Patil are interested in this resolution.

### Item No. 05

The Board, at its meeting held on 28 May 2019 on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Naresh Patil as Whole Time Director designated as Vice Chairman of the Company w.e.f. 15 April 2020 for a period of 5 (five) years on the terms and conditions mentioned herein below:-

#### I. Salary and Allowance:

**Salary Per Month:** In the scale of ₹5,00,000/- to ₹20,00,000/-

Salary of ₹5,00,000/- per month with such increment(s) as the Board may decide from time to time, however subject to a ceiling of ₹20,00,000/- per month.

Salary includes Basic salary, House Rent Allowance, Medical Allowance and Other Allowance as per Company policy.

#### II. Perquisites:

- a. Leave Travel concession for self and family once in a year incurred in accordance with the rules of the Company.
- b. Fees of clubs subject to maximum of two clubs. No admission and life membership fee will be paid.

- c. Personal accident insurance as per Company policy.
- d. Contribution towards Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company but to the extent these either singly or put together are not taxable under the Income Tax Act.
- e. Gratuity as per the rules of the Company but shall not exceed one half month's salary for each completed year of service.
- f. Free Telephone cell at residence subject to long distance personal call charges being reimbursed to the Company.
- g. Use of own car for official purpose subject to payment of appropriate conveyance allowance by the Company.
- h. Earned leave as per the rules of the Company not exceeding one month's salary leave for every eleven months of service.

The appointee will be entitled to the perquisites and allowances as per the Company rules.

In arriving at the value of perquisites, the value shall be determined on the basis of actual cost to the Company from time to time.

### III. Commission

The Board of Directors of the Company will decide from time to time the percentage of Commission payable on Net profit of the Company for the respective financial year. For this purpose, Net profit shall be computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

### IV. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in the financial year during the currency of the tenure of Vice Chairman, the Company has no profit or profits are inadequate, the Company may pay minimum remuneration by way of salary, perquisite and allowances as per Schedule V of the Companies Act, 2013.

The above remuneration is within the limits prescribed by the applicable provisions of the Companies Act, 2013.

The Board recommends the resolution for the approval of the members.

Mr. Naresh Patil- Vice Chairman is concerned or interested in this resolution. Mr. Rajesh Patil- Chairman and Managing Director and Mrs. Sunita Kolte – Non

Executive Director being relatives of Mr. Naresh Patil are interested in this resolution.

### Item No. 06

The Board, at its meeting held on 28 May 2019 on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Milind Kolte as Whole Time Director designated as Executive Director of the Company w.e.f. 15 April 2020 for a period of 5 (five) years on the terms and conditions mentioned herein below:-

#### I. Salary and Allowance:

**Salary Per Month:** In the scale of ₹5,00,000/- to ₹20,00,000/-

Salary of ₹5,00,000/- per month with such increment(s) as the Board may decide from time to time, however subject to a ceiling of ₹20,00,000/- per month.

Salary includes Basic salary, House Rent Allowance, Medical Allowance and Other Allowance as per Company policy.

#### II. Perquisites:

- a. Leave Travel concession for self and family once in a year incurred in accordance with the rules of the Company.
- b. Fees of clubs subject to maximum of two clubs. No admission and life membership fee will be paid.
- c. Personal accident insurance as per Company policy.
- d. Contribution towards Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company but to the extent these either singly or put together are not taxable under the Income Tax Act.
- e. Gratuity as per the rules of the Company but shall not exceed one half month's salary for each completed year of service.
- f. Free Telephone cell at residence subject to long distance personal call charges being reimbursed to the Company.
- g. Use of own car for official purpose subject to payment of appropriate conveyance allowance by the Company.
- h. Earned leave as per the rules of the Company not exceeding one month's salary leave for every eleven months of service.

The appointee will be entitled to the perquisites and allowances as per the Company rules.

In arriving at the value of perquisites, the value shall be determined on the basis of actual cost to the Company from time to time.

### III. Commission

The Board of Directors of the Company will decide from time to time the percentage of Commission payable on Net profit of the Company for the respective financial year. For this purpose, Net profit shall be computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

### IV. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in the financial year during the currency of the tenure of Executive Director, the Company has no profit or profits are inadequate, the Company may pay minimum remuneration by way of salary, perquisite and allowances as per Schedule V of the Companies Act, 2013.

The above remuneration is within the limits prescribed by the applicable provisions of the Companies Act, 2013.

The Board recommends the resolution for the approval of the members.

Mr. Milind Kolte, Executive Director is concerned or interested in this resolution and Mrs. Sunita Kolte – Non Executive Director being relative of Mr. Milind Kolte is interested in this resolution.

### Item No. 07 to 10

The Members of the Company on 13 September 2014 approved the appointment of Mr. Prakash Gurav, Mr. Jayant Pendse, Mr. G. L. Vishwanath and Mrs. Manasa Vishwanath as an Independent Directors of the Company for a period of five years with effect from 13 September 2014.

The Board, at its meeting held on 28 May 2019 on the recommendation of the Nomination and Remuneration Committee, has considered the re-appointment of Mr. Prakash Gurav, Mr. Jayant Pendse, Mr. G. L. Vishwanath and Mrs. Manasa Vishwanath as an Independent Directors of the Company for a period of five years with effect from 13 September 2019 for a period of 5 (five) years

None of the Directors except Mr. Prakash Gurav, Mr. Jayant Pendse, Mr. G. L. Vishwanath and Mrs. Manasa Vishwanath or their relatives, are interested in these Special Resolutions. The Board recommends these Special Resolutions for your approval.

### Item No. 11

Subject to the approval of shareholders, the Board of Directors on the recommendation Nomination and Remuneration Committee in their meeting held on 28 May 2019 approved the reappointment of Mr. Nirmal Kolte as Vice President - Projects with effect from 01 October 2019 on the following terms and conditions:

**Salary:** ₹450,000/- per month, however subject to a ceiling of ₹850,000/- per month.

Salary includes Basic salary, House Rent Allowance, Medical Allowance, bonus and Other Allowance as per Company policy.

Performance Linked Incentive (PLI): As per the policy of the Company, PLI will be paid for each financial year based on the performance.

#### Perquisites and Allowances:

- (a) Medical and accident insurance premium as per company rules
- (b) Leave in accordance with the policy of the Company from time to time

#### Particulars pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

- (a) Name of the Related Party: Mr. Nirmal Kolte
- (b) Name of the Director who is related: Mr. Milind Kolte – Executive Director and Mrs. Sunita Kolte – Non Executive Director
- (c) Nature of Relationship: Son
- (d) Nature, material terms, monetary value and particulars of contract or arrangement: Salary up to ₹450,000/- per month subject to a ceiling of ₹850,000/- per month and Performance Linked Incentive as per Company Policy
- (e) Educational qualification of Mr. Nirmal Kolte: Bachelors in Construction Management from the University of Melbourne, Australia and Master in Management from Lancaster University, UK.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Milind Kolte- Executive Director and Mrs. Sunita Kolte – Non Executive Director are concerned or interested in the resolution at Item No. 11.

The Board recommends the resolution set forth at Item No. 11 for the approval of the members.

### Item No. 12

Subject to the approval of shareholders, the Board of Directors in their meeting held on 28 May 2019 approved the appointment of Mr. Yashvardhan Patil as AVP Business

Development in Anisha Lifespaces Private Limited, a wholly owned subsidiary of the Company with effect from 01 October 2019 on the following terms and conditions:

**Salary:** ₹450,000/- per month, however subject to a ceiling of ₹850,000/- per month.

Salary includes Basic salary, House Rent Allowance, Medical Allowance, bonus and Other Allowance as per Company policy.

Performance Linked Incentive (PLI): As per the policy of the Company, PLI will be paid for each financial year based on the performance.

**Perquisites and Allowances:**

- (a) Medical and accident insurance premium as per company rules
- (b) Leave in accordance with the policy of the Company from time to time

**Particulars pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:**

- (a) Name of the Related Party: Mr. Yashvardhan Patil
- (b) Name of the Director who is related: Mr. Rajesh Patil – Chairman and Managing Director
- (c) Nature of Relationship: Son
- (d) Nature, material terms, monetary value and particulars of contract or arrangement: Salary up to ₹450,000/- per month subject to a ceiling of ₹850,000/- per month and Performance Linked Incentive as per Company Policy
- (e) Educational qualification of Mr. Yashvardhan Patil: Graduation from University of Exeter.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Rajesh Patil – Chairman and Managing Director is concerned or interested in the resolution at Item No. 12.

The Board recommends the resolution set forth at Item No. 12 for the approval of the members.

**Item No. 13**

Subject to the approval of shareholders, the Board of Directors in their meeting held on 28 May 2019 approved the appointment of Mr. Virag Kolte as AVP Business Development in Kolte-Patil I-Ven Townships (Pune) Limited, an Associate Company of the Company with effect from 01 October 2019 on the following terms and conditions:

**Salary:** ₹450,000/- per month, however subject to a ceiling of ₹850,000/- per month.

Salary includes Basic salary, House Rent Allowance, Medical Allowance, bonus and Other Allowance as per Company policy.

Performance Linked Incentive (PLI): As per the policy of the Company, PLI will be paid for each financial year based on the performance.

**Perquisites and Allowances:**

- (a) Medical and accident insurance premium as per company rules
- (b) Leave in accordance with the policy of the Company from time to time

**Particulars pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:**

- (a) Name of the Related Party: Mr. Virag Kolte
- (b) Name of the Director who is related: Mr. Milind Kolte - Executive Director and Mrs. Sunita Kolte- Non Executive Director
- (c) Nature of Relationship: Son
- (d) Nature, material terms, monetary value and particulars of contract or arrangement: Salary up to ₹450,000/- per month subject to a ceiling of ₹850,000/- per month and Performance Linked Incentive as per Company Policy
- (e) Educational qualification of Mr. Virag Kolte: Master's Degree in Real Estate Development from New York University and Bachelor's Degree in Finance and General from Adelphi University

None of the Directors, Key Managerial Personnel or their relatives except Mr. Milind Kolte - Executive Director and Mrs. Sunita Kolte- Non Executive Director are concerned or interested in the resolution at Item No. 13.

The Board recommends the resolution set forth at Item No. 13 for the approval of the members.

**Item No. 14**

The Company proposes to raise long term funds for the purpose of its general corporate purposes and / or refinancing existing loans and / or any other purpose as the Board of Directors may deem fit.

The Company has been exploring various avenues for raising funds by way of issue of equity shares ("Equity Shares") and/or Non-Convertible Debentures ("NCDs") and/or Fully or Partly Convertible Debentures and/or Bonds ("Debt instruments") and /or Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") ("Securities") to all eligible investors including but not limited to existing of equity shareholders, institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and/or international offerings through public issue and/or private placement and /or rights issue and/or preferential allotment and /or qualified institutional placement ("QIP") and / or any other permitted modes

through prospectus and/or through an offer document and/or by way of private placement offer letter and/or such other documents/writings/ circulars / memoranda in such manner. The Board has proposed an amount not exceeding ₹500,00,00,000/- (Rupees Five Hundred Crores only), inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, at such time or times in such tranche or tranches as the Board deems fit and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors. The Equity Shares shall rank pari passu with the existing equity shares of the Company.

In the event of the issue of the Equity Shares as aforesaid by way of QIP, it will be ensured that:

- a) The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VI of the SEBI(ICDR) Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of Equity Shares;
- b) The pricing for this purpose shall be in accordance with Regulation 176 of Chapter VI of the SEBI (ICDR) Regulations. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;
- c) The issue and allotment of Equity Shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such Equity Shares shall be fully paid up on its allotment;
- d) The Equity Shares shall not be eligible to be sold for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI (ICDR) Regulations.

For making any further issue of shares to any person(s) other than existing equity shareholders of the Company approval of members is required to be obtained by way of passing a special resolution, in pursuance to section 62 (1) (c) of the Companies Act.

The Company had obtained this approval from Shareholders by way of postal ballot on 22 March 2019. However, since

the said approval for issuance of securities shall be the basis for the Board of Directors to determine the terms and conditions of any issuance of debt instruments by the Company for a period of 1 (one) year from the date on which the shareholders have provided the approval by way of special resolution, considering the timelines required for this issue, it will be in the interest of the Company to obtain this approval again. All debt instruments issued by the Company pursuant to such authority granted by the shareholders shall be priced on the basis of the prevailing market conditions and as specifically approved by the Board at such time.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution at Item No. 14.

The Board recommends the resolution set forth at Item No. 14 for the approval of the members.

#### **Item No. 15**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Harshad S. Deshpande, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ended 31 March 2018. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the year ended 31 March 2019 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 15 of the Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 15 of the Notice for approval by the Members.

By Order of the Board  
**For Kolte-Patil Developers Limited**

**Vinod Patil**

Company Secretary  
(Membership No. A13258)

Place: Pune  
Date: 28 May 2019

The Profile of Director seeking re-appointment, as required in terms of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mr. Rajesh Patil	Mr. Naresh Patil	Mr. Milind Kolte	Mr. Prakash Gurav	Mr. Jayant Pendse	Mr. G L Vishwanath	Mrs. Manasa Vishwanath
DIN	00381866	00881077	00170760	02004317	02434630	01758785	05241229
Designation	Chairman and Managing Director	Vice Chairman	Executive Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Age (in years)	56	54	58	65	73	58	58
Date of Appointment	25 November 1991	25 November 1991	25 November 1991	13 August 2014	29 October 2009	26 December 2006	17 January 2012
Term of appointment	15 April 2020 to 14 April 2025	15 April 2020 to 14 April 2025	15 April 2020 to 14 April 2025	13 September 2019 to 12 September 2024	13 September 2019 to 12 September 2024	13 September 2019 to 12 September 2024	13 September 2019 to 12 September 2024
Reason for change	Re-appointment as Chairman and Managing Director.	Re-appointment as Vice Chairman	Re-appointment as Executive Director	Re-appointment as Non-Executive Independent Director	Re-appointment as Non-Executive Independent Director	Re-appointment as Non-Executive Independent Director	Re-appointment as Non-Executive Independent Director
Qualification	B. E. (Civil)	B. Com	B. Com, LL.B	Chartered Accountant	Bachelors' Degree in Science (Geology) and Masters' Degree in Exploration Geophysics from Indian Institute of Technology, Kharagpur	LLB	B.A., LLB
Number of other Public Limited Companies (in India) in which Directorship held	3	2	3	4	4	0	0
Chairman/ Member of Committees of the Company	NIL	NIL	Member of Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee	Chairman of Audit Committee Member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Nomination & Remuneration Committee	Chairman of Nomination and Remuneration Committee Member of Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee	Member of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee	Member of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee
Relationship with other Directors	Brother of Mr. Naresh Patil, Vice Chairman and Mrs. Sunita Kolte, Non-Executive Director	Brother of Mr. Rajesh Patil, Chairman and Managing Director and Mrs. Sunita Kolte, Non-Executive Director	Husband of Mrs. Sunita Kolte, Non-Executive Director	NIL	NIL	Husband of Mrs. Manasa Vishwanath – Non Executive Independent Director	Wife of Mr. G L Vishwanath – Non Executive Independent Director

Expertise in specific functional areas	Total experience of more than 28 years in business development, land procurement and funding requirements of the group companies, the new business planning and strategies.	Total experience of more than 28 years in Real Estate industry and his role and responsibilities include handling of the day-to-day business operations of the Company's business in Bangalore.	Total experience of more than 28 years in Real Estate industry for legal matters, operations, procurement, Liaisoning and planning of construction activity. His role and responsibilities include handling of the entire group Companies' day-to-day legal matters and operations, procurement and planning of construction activity.	He is a qualified Chartered Accountant with more than 40 years of professional experience. For 19+ years, he was associated with Cummins India Limited, a subsidiary of Cummins Inc., USA, one of the renowned companies in the world, engaged in design, development, manufacture and sale of IC engines for various applications, mainly for automotive and captive power equipment. He was on the Board of Cummins India Limited as an alternate Director and was also on the Board of many Cummins entities in India. He led the Finance function and was a member of senior management operations team, responsible for oversight of Cummins India operations. He had a stint of 12+ years at Tata Motors Limited (TML) and was Senior Vice President – Cooperate Finance, at the time of his retirement on December 31, 2013. At TML he set up captive 'Shared Service' and led the initiative of listing of TML at the New York Stock Exchange, USA. He was on the Board of many TML subsidiaries. He has an extensive experience in Accounting and control, External Financial Reporting, Taxation, Costing, IT and Business Management. He was associated with Tata Capital as Senior Advisor – Private Equity group.	After completing his Masters degree, he joined Indian Revenue Service in 1969 as an Officer of Income Tax Department in various cities and was promoted as Commissioner of Income Tax in 1991 and was posted in Hyderabad, Chennai and Pune. During the service in Income Tax Department, he was also on deputation to Oil and Natural Gas Commission (ONGC) where he handled development of Bombay High from 1978 to 1984. He was also on deputation as member of Income Tax Appellate Tribunal. He was then promoted as Chief Commissioner of Income Tax at Madurai and as Director General Investigation at Hyderabad. Thereafter, he was appointed as an Additional Secretary to Government of India and was posted as the Member of Central Board of Direct Taxes (CBDT). In 2006, he was appointed as the member of Income Tax Settlement Commission (ITSC) promoted in February 2007 as Vice Chairman - ITSC and further promoted in October 2007 as Chairman - ITSC, a post equivalent to the Secretary to Government of India. After retirement in June 2008, he is practicing as an Advocate in Pune.	Total experience of 32 years in legal field mainly constitutional Law, Corporate Law, M&A, Trademark, IPR, Contracts and Disputes relating to land property matters.	Total experience of 31 years in legal field mainly Civil Matter, Consumer Disputes, Family Law Matter and Property Law Matter.
Number of shares held	1,54,86,031	1,49,49,248	64,42,156	NIL	NIL	NIL	NIL
Affirmation	Based on the information available with us none of these Directors are debarred from holding the office of a director by virtue of any SEBI order or any other such authority.						





# KOLTE-PATIL DEVELOPERS LIMITED

Corporate Identity Number (CIN): L45200PN1991PLC129428

Registered Office: 2nd Floor, City Point, Dhole Patil Road, Pune – 411001.

Tel. No. +91 20 66226500 Fax No. +91 20 66226511 Email ID: investorrelation@koltepatil.com

Website: www.koltepatil.com

## 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]

Name of the Member(s):

Registered Address:

Email ID:

Folio No/Client Id:

DP ID:

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

1. Name: .....

Address: .....

Email ID: .....

Signature:.....or failing him/her

1. Name: .....

Address: .....

Email ID: .....

Signature:.....or failing him/her

1. Name: .....

Address: .....

Email ID: .....

Signature:.....or failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/or behalf at 28th Annual General Meeting of the Company, to be held on Saturday, 21 September 2019 at 10.30 AM at Palladium, Residency Club, General A.K. Vaidya Marg, Pune – 411 001, Maharashtra, India, or any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description
<b>ORDINARY BUSINESS:</b>	
1	To consider and adopt : (a) The Audited Standalone Financial Statement of the Company for the year ended 31 March 2019, the Report of the Board of Directors' and Auditors' thereon and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31 March 2019 the Report of the Auditors' thereon.
2	To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2018-19.
3	To appoint a Director in place of Mr. Naresh Patil (DIN: 00881077) who retires by rotation and being eligible, offers himself for re-appointment.
<b>SPECIAL BUSINESS:</b>	
4	To consider and approve re-appointment of Mr. Rajesh Patil (DIN: 00381866) as Chairman and Managing Director for a period of 5 years from 15 April 2020
5	To consider and approve re-appointment of Mr. Naresh Patil (DIN: 00881077) as Whole Time Director designated as Vice Chairman for a period of 5 years from 15 April 2020
6	To consider and approve re-appointment of Mr. Milind Kolte (DIN: 00170760) as Whole Time Director designated as Executive Director for a period of 5 years from 15 April 2020
7	To consider and approve re-appointment of Mr. Prakash Gurav (DIN: 02004317) as Independent Director for a period of 5 years from 13 September 2019
8	To consider and approve re-appointment of Mr. Jayant Pendse (DIN:02434630) as Independent Director for a period of 5 years from 13 September 2019
9	To consider and approve re-appointment of Mr. G L Vishwanath (DIN: 01758785) as Independent Director for a period of 5 years from 13 September 2019
10	To consider and approve re-appointment of Ms. Manasa Vishwanath (DIN: 05241229) as Independent Director for a period of 5 years from 13 September 2019
11	To consider and approve re-appointment of Mr. Nirmal Kolte as Vice President Project for a period of 3 years from 01 October 2019
12	To consider and approve appointment of Mr. Yashvardhan Patil as AVP-Business Development for a period of 3 years from 01 October 2019
13	To consider and approve appointment of Mr. Virag Kolte as AVP-Business Development for a period of 3 years from 01 October 2019
14	To consider and approve fund raising up to ₹500 Crores
15	To ratify the appointment and remuneration of M/s Harshad S. Deshpande, Cost Auditor of the Company for the financial year 2018-19

Signed this .....day of.....2019.

Affix Revenue Stamp

Signature of the shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Note:**

This form of Proxy Form 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.



## KOLTE-PATIL DEVELOPERS LIMITED

Corporate Identity Number (CIN): L45200PN1991PLC129428

Registered Office: 2nd Floor, City Point, Dhole Patil Road, Pune – 411001.

Tel. No. +91 20 66226500 Fax No. +91 20 66226511 Email ID: investorrelation@koltepatil.com

Website: www.koltepatil.com

### ATTENDANCE SLIP

**28th Annual General Meeting**

**Saturday, 21 September 2019 at 10.30 AM**

DP ID No.	L.F No
Client ID No.	No. of Shares held

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company held at Palladium, Residency Club, General A.K. Vaidya Marg, Pune – 411 001, Maharashtra, India, on Saturday, 21 September 2019 at 10.30 AM.

.....  
Name of Attending Member/Proxy

.....  
Signature of the Attending Member/Proxy

**Note:**

Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring this slip for the meeting.

## AGM Venue

