



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 **27th ANNUAL GENERAL MEETING of KOLTE-PATIL DEVELOPERS LIMITED** will be held at Regal Hall, The Pride Hotel, 5 University Road, Shivajinagar, Pune – 411005, Maharashtra, India, on **Saturday, 29 September 2018 at 11.30 AM** to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt:
 - the Audited Financial Statement of the Company for the year ended 31 March 2018, the Report of the Board of Directors' and Auditors' thereon and
 - the Audited Consolidated Financial Statement of the Company for the financial year ended 31 March 2018 and the Report of Auditors' thereon.
- To declare a Final Dividend on Equity Shares for the financial year 2017-18:

“RESOLVED THAT the Final Dividend of ₹2 per share on 75,798,409 equity shares of ₹10 each fully paid as recommended by the Board of Directors of the Company for the financial year 2017-18 be and is hereby declared.”
- To appoint a Director in place of Mrs. Vandana Patil (DIN: 00588888) who retires by rotation and being eligible, offers herself for re-appointment.
- To re-appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof :

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Deloitte Haskins & Sells LLP (LLP Registration No. AAB- 8737, FRN – 117366W/W-100018), be and is hereby re-appointed as the Statutory Auditors of the Company to hold

office from the conclusion of this 27th AGM till the conclusion of 32nd AGM to be held in the calendar year 2023, on such remuneration plus applicable taxes thereon and reimbursement of out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors, from time to time, based on the recommendation of the Audit Committee”

SPECIAL BUSINESS:

- 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 2017-18 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 2017-18, 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-imburement 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: 23 May 2018

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, 22 September 2018 to Saturday, 29 September 2018 (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 21 September 2018.
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 2018 (Amount in INR)	Date of transfer to IEPF
Final dividend for FY 10-11	16 September 2011	405,481.60	15 September 2018
Final dividend for FY 11-12	16 September 2012	406,348.80	15 September 2019
Interim dividend for FY 12-13	30 November 2012	523,906.00	29 November 2019
Final dividend for FY 12-13	09 September 2013	288,363.50	08 September 2020
Interim dividend for FY 13-14	31 December 2013	429,232.50	30 December 2020
Final dividend for FY 13-14	22 October 2014	334,510.00	21 October 2021
Final dividend for FY 14-15	24 October 2015	263,455.00	23 October 2022
Final dividend for FY 15-16	23 October 2016	437,983.50	22 October 2023
Final dividend for FY 16-17	04 November 2017	344,318.40	03 November 2024

The list of investors or shareholders, who have not claimed dividend is available on the Company's website 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 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, 26 September 2018 at 09.00 AM and will close on Friday, 28 September 2018 at 05.00 PM. The Company has appointed Mr. Sridhar Mudaliar, Partner 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 26 September 2018 at 09.00 AM and ends on 28 September 2018 at 05.00 PM. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on 22 September 2018 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
- (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 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"> • 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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	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.
	<ul style="list-style-type: none"> • 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).

(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 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.
- 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on 26 September 2018 at 9.00 a.m. and ends on 28 September 2018 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on 22 September 2018, 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 under help section or write an email to 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 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. 05

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 2018 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. 05 of the Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 05 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: 23 May 2018

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

Name of the Director	Mrs. Vandana Patil
Designation	Non-Executive Director
Director Identification Number	00588888
Age (in years)	47
Date of appointment	16 January 2012
Qualification	B. Com
Expertise in specific functional area	Total experience of more than 10 years in Cost Management and Human Resource Development.
Names of listed entities in which the person holds the directorship	NIL
The membership of Committees of the board	NIL
Relationship with other Directors	Wife of Mr. Naresh Patil (Vice Chairman)
Number of shares held in the Company	7,039,319



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**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) ofshares of the above named company, hereby appoint

- 1. Name:
Address:
Email ID:
Signature:or failing him/her
- 2. Name:
Address:
Email ID:
Signature:or failing him/her
- 3. 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 27th Annual General Meeting of the Company, to be held on Saturday, 29 September 2018 at 11.30 AM at Regal Hall, The Pride Hotel, 5 University Road, Shivajinagar, Pune – 411005, Maharashtra, India, or any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description
ORDINARY BUSINESS:	
1	To consider and adopt : (a) The Audited Financial Statement of the Company for the year ended 31 March 2018, 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 2018 the Report of the Auditors' thereon.
2	To declare a Final Dividend on Equity Shares for the financial year 2017-18
3	To appoint a Director in place of Mrs. Vandana Patil (DIN 00588888) who retires by rotation and being eligible, offers herself for re-appointment
4	To re-appoint M/s. Deloitte Haskins and Sells LLP as Statutory Auditors of the Company
SPECIAL BUSINESS:	
5	To ratify the appointment and remuneration of M/s Harshad S. Deshpande, Cost Auditor of the Company for the financial year 2017-18

Signed this _____ day of _____ 2018.

Signature of the shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

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

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ATTENDANCE SLIP

27th Annual General Meeting

Saturday, 29 September 2018 at 11.30 AM

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

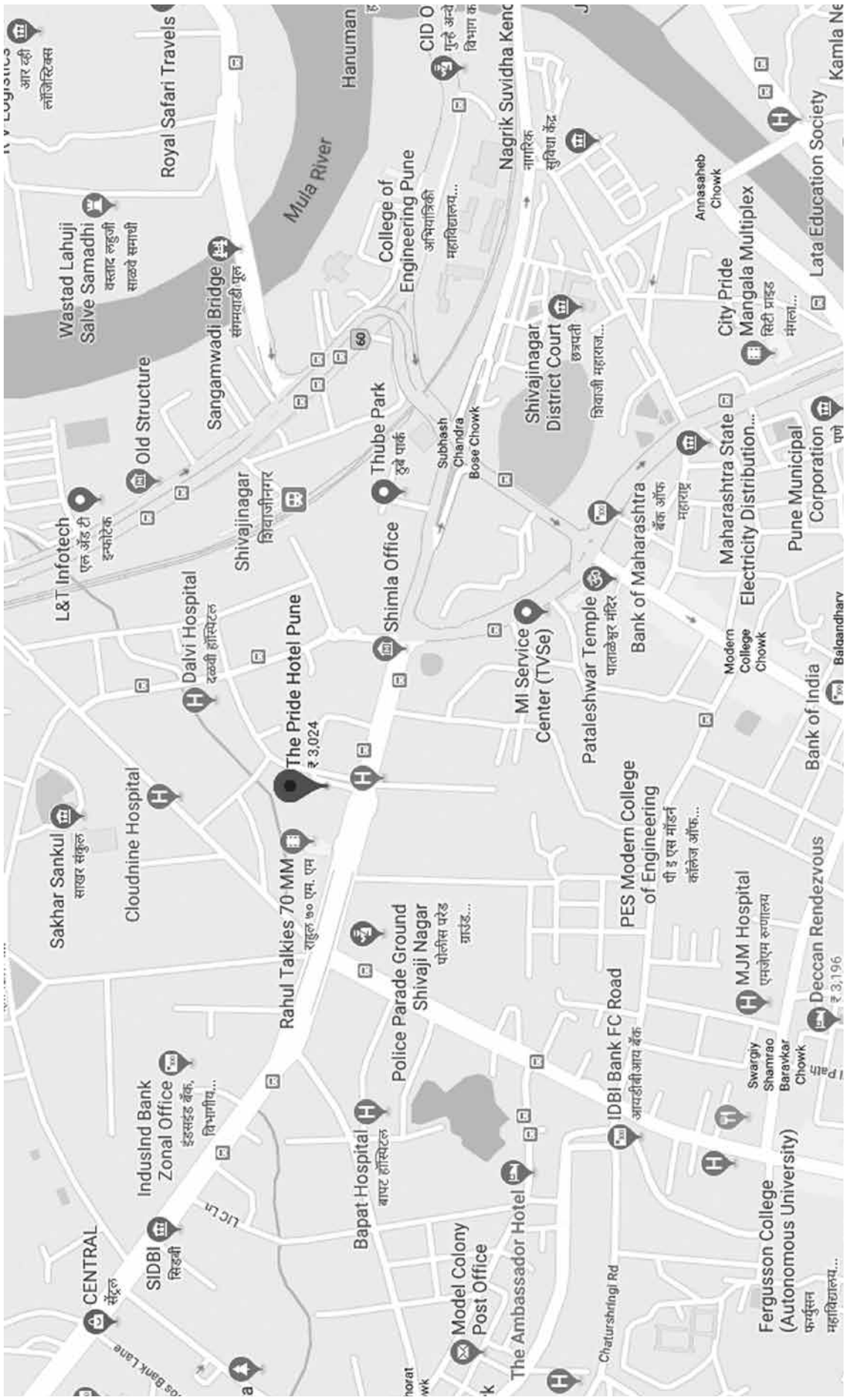
I/We hereby record my/our presence at the 27th Annual General Meeting of the Company held at Regal Hall, The Pride Hotel, 5 University Road, Shivajinagar, Pune – 411005, Maharashtra, India, on Saturday, 29 September 2018 at 11.30 AM.

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.



Aravali Logistics
आर व्ही
लॉजिस्टिक्स

Wastad Lahuji
Salve Samadhi
वस्ताद लहुजी
सालवे समाधी

Royal Safari Travels

Sangamwadi Bridge
संगमवाडी पूल

The Pride Hotel Pune
₹ 3,024

Hanuman

College of Engineering Pune
अभियांत्रिकी
महाविद्यालय...

Nagrak Suvidha Kenc
नागरिक
सुविधा केंद्र

L&T Infotech
एल अँड टी
इन्फोटेक

Old Structure

Dalvi Hospital
दळवी हॉस्पिटल

Shivajinagar
शिवाजीनगर

Thube Park
तुबे पार्क

Subhash
Chandra
Bose Chowk

Shivajinagar
District Court
छत्रपती
शिवाजी महाराज...

Annasaheb
Chowk

City Pride
Mangala Multiplex
सिटी प्राइड
मंगला...

Lata Education Society
Kamla Ne

Sakhar Sankul
साखर संकुल

Cloudnine Hospital

Rahul Talkies 70 MM
राहुल ७० एम. एम

Police Parade Ground
Shivaji Nagar
पोलीस परेड
ग्रॉउंड...

MI Service
Center (TVSe)

Pataleshwar Temple
पाताळेश्वर मंदिर

PES Modern College
of Engineering
पी एस् मॉडर्न
कॉलेज ऑफ...

Bank of Maharashtra
बँक ऑफ
महाराष्ट्र

Maharashtra State
Electricity Distribution...

Pune Municipal
Corporation
पुणे

CENTRAL
सेंट्रल

Indusind Bank
Zonal Office
इंडसइंड बँक,
विभागीय...

SIDBI
सिडबी

Bapat Hospital
बापट हॉस्पिटल

Model Colony
Post Office

The Ambassador Hotel

IDBI Bank FC Road
आयडीबीआय बँक

MJM Hospital
एमजेएम रुग्णालय

Swargiv
Shamrao
Baravkar
Chowk

Fergusson College
(Autonomous University)
फर्ग्युसन
महाविद्यालय...

Deccan Rendezvous
₹ 3,196

Bank of India
Balaandhar

Modern
College
Chowk