



KOLTE-PATIL DEVELOPERS LIMITED

Corporate Identity Number (CIN): L45200PN1991PLC129428

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

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NOTICE

Notice is hereby given that the **30th ANNUAL GENERAL MEETING of KOLTE-PATIL DEVELOPERS LIMITED ('the Company')** will be held on Friday, 17 September 2021 at 11.30 AM (IST) through two-way Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

- (a) the Audited Standalone Financial Statement of the Company for the financial year ended 31 March 2021 and 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 2021 and the Report of Auditors' thereon.
2. To appoint a Director in place of Mr. Milind Kolte (DIN: 00170760) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special 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 read with Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, approval be and is hereby accorded for the remuneration payable as set out below to Mr. Rajesh Patil (DIN - 00381866) who was re-appointed as the Chairman and Managing Director of the Company for a period of 5 (Five) years in Annual General Meeting held on 21 September 2019 and whose term expires on 14 April 2025, 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 remuneration.

I. Salary and Allowance:

Salary Per Month: In the scale of ₹ 500,000/- to ₹ 20,00,000/-

Salary of ₹ 500,000/- 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.

RESOLVED FURTHER THAT Notwithstanding anything herein, where in any financial year during the tenure of the Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approval, if any, as may be required under the Companies Act, 2013 and rules made thereunder.

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.”

4. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special 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 read with Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, approval be and is hereby accorded for the remuneration payable as set out below to Mr. Naresh Patil (DIN - 00881077) who was re-appointed as Whole Time Director designated as Vice Chairman of the Company for a period of 5 (Five) years in Annual General Meeting held on 21 September 2019 and whose term expires on 14 April 2025, 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 remuneration.

I. Salary and Allowance:

Salary Per Month: In the scale of ₹ 500,000/- to ₹ 20,00,000/-

Salary of ₹ 500,000/- 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.

RESOLVED FURTHER THAT Notwithstanding anything herein, where in any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approval, if any, as may be required under the Companies Act, 2013 and rules made thereunder.

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 a **Special 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 read with Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 as amended from time to time, approval be and is hereby accorded for the remuneration payable as set out below to Mr. Milind Kolte (DIN - 00170760) who was re-appointed as Whole Time Director designated as Executive Director of the Company for a period of 5 (Five) years in Annual General Meeting held on 21 September 2019 and whose term expires on 14 April 2025, 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 remuneration.

I. Salary and Allowance:

Salary Per Month: In the scale of ₹ 500,000/- to ₹ 20,00,000/-

Salary of ₹ 500,000/- 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.

RESOLVD FURTHER THAT Notwithstanding anything herein, where in any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approval, if any, as may be required under the Companies Act, 2013 and rules made thereunder.

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 pursuant to provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Yashvardhan Patil (DIN- 06898270), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 05 February 2021 and who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 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 intention to propose Mr. Yashvardhan Patil as a candidate for the office of director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special 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 and rules made thereunder and Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification(s) or re-enactment thereof, approval be and is hereby accorded to the appointment of Mr. Yashvardhan Patil (DIN -06898270) as Whole Time Director designated as Executive Director of the Company, for a period of 5 (five) years with effect from

31 May 2021 to 30 May 2026 on the terms and conditions including remuneration as set out below, 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.

I. Salary and Allowance:

Fixed Monthly Salary: Fixed Salary of ₹ 12,00,000/- per month with such increment(s) as the Board/committee may decide from time to time, however subject to a ceiling of ₹ 25,00,000/- per month.

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

Variable Pay: The variable pay up to ₹ 2,00,00,000/- p.a. shall be payable subject to the achievement of certain milestones as determined by the Board/Committee, in its sole discretion. The Variable pay shall be paid as per the 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. Use of own car for official purpose subject to payment of appropriate conveyance allowance by the Company.
- g. 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.

RESOLVED FURTHER THAT Notwithstanding anything herein, where in any financial year during the currency of tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approval, if any, as may be required under the Companies Act, 2013 and rules made thereunder.

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."

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

"RESOLVED THAT pursuant to provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Nirmal Kolte (DIN -05159986), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31 May 2021 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 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 intention to propose Mr. Nirmal Kolte as a candidate for the office of director, be and is hereby appointed as Director, liable to retire by rotation."

9. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special 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 and rules made thereunder and Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification(s) or re-enactment thereof, approval be and is hereby accorded to the appointment of Mr. Nirmal Kolte (DIN -05159986) as Whole Time Director designated as Executive Director of the Company, for a period of 5 (five) years from 31 May 2021 to 30 May 2026 on the terms and conditions including remuneration as set below, 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, .

I. Salary and Allowance:

Fixed Monthly Salary: Fixed Salary of ₹ 7,00,000/- per month with such increment(s) as the Board/committee

may decide from time to time, however subject to a ceiling of ₹ 8,50,000/- per month.

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

Variable Pay: The variable pay up to ₹ 1,00,00,000/- p.a. shall be payable subject to the achievement of certain milestones as determined by the Board/Committee, in its sole discretion. The Variable pay shall be paid as per the Company policy.

II. Perquisites:

- Leave Travel concession for self and family once in a year incurred in accordance with the rules of the Company.
- Fees of clubs subject to maximum of two clubs. No admission and life membership fee will be paid.
- Personal accident insurance as per Company policy.
- 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.
- Gratuity as per the rules of the Company but shall not exceed one half month's salary for each completed year of service.
- Use of own car for official purpose subject to payment of appropriate conveyance allowance by the Company.
- 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.

RESOLVED FURTHER THAT Notwithstanding anything herein, where in any financial year during the currency of tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approval, if any, as may be required under the Companies Act, 2013 and rules made thereunder.

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."

- 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 as AVP-Business Development in Kolte-Patil Integrated Townships Limited (a Subsidiary and Joint Venture Company of the Company), who is relative of Mr. Milind Kolte – Executive Director and Mr. Nirmal Kolte – Executive Director of the Company, with effect from October 01, 2021 on the following terms and conditions for a period of Three (3) years:-

Salary and Allowance:

Fixed Monthly Salary: Fixed Salary of ₹ 7,00,000/- per month with such increment(s) as the Board/committee may decide from time to time, however subject to a ceiling of ₹ 8,50,000/- per month.

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

Variable Pay: The variable pay up to ₹ 1,00,00,000/- p.a. shall be payable subject to the achievement of certain milestones as determined by the Board/Committee, in its sole discretion. The Variable pay shall be paid as per the Company policy.

Perquisites and Allowances:

- Medical and accident insurance premium as per company rules,
- Leave in accordance with the policy of the Company from time to time'
- Gratuity as per the rules of the Company but shall not exceed one half month's salary for each completed year of service

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."

- 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, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI LODR Regulations"), Mr. Umesh Joshi (DIN: 02557162), Independent Director of the Company, whose current period of office is expiring on 16th September, 2021 and who has submitted declaration(s) under Section 149(7) that he meets the criteria for independence as

provided in Section 149 (6) of the Companies Act, 2013 and has duly registered his name in the data bank of Independent Directors pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and under Regulation 25 (8) that he meets the criteria for independence as provided in Regulation 16 (1) (b) of SEBI LODR Regulations and who is eligible for re-appointment, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Umesh Joshi as an Independent Director of the Company, to hold office for a second term of 5 (Five) consecutive years with effect from 17th September, 2021 to 16th September, 2026 and the term shall not be subject to retirement by rotation."

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

"RESOLVED THAT pursuant to the Section 149, 152, 160 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Achyut Watve (DIN-01179251), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 05 February 2021 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 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 intention to propose Mr. Achyut Watve 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 has duly registered his name in the data bank of Independent Directors pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and under Regulation 25 (8) that he meets the criteria for independence as provided in Regulation 16 (1) (b) of SEBI LODR Regulations and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company with effect from 05 February 2021 up to 04 February 2026 and the term shall not be subject to retirement by rotation."

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

"RESOLVED THAT partial modification to the Special Resolution passed by the shareholders on 21 September 2019, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Jayant Pendse (DIN- 02434630), who has attained the age of seventy five (75) years on 09 June 2021 to continue to be a Non-Executive Independent Director of the Company up to 12 September 2024, being the date of expiry of his current term of office.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

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

"RESOLVED THAT pursuant to the Section 149, 152, 160 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Girish Vanvari (DIN-07376482), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29 July 2021 and who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 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 intention to propose Mr. Girish Vanvari 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 has duly registered his name in the data bank of Independent Directors pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and under Regulation 25 (8) that he meets the criteria for independence as provided in Regulation 16 (1) (b) of SEBI LODR Regulations and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company with effect from 29 July 2021 up to 28 July 2026 and the term shall not be subject to retirement by rotation."

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 Section 149, 152, 160 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Sudha Navandar (DIN- 02804964), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29 July 2021 and who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 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 intention to propose Mrs. Sudha Navandar as a candidate for the office of director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and has duly registered her name in the data bank of Independent Directors pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and under Regulation 25 (8) that she meets the criteria for independence as provided in Regulation 16 (1) (b) of SEBI LODR Regulations and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company with effect from 29 July 2021 up to 28 July 2026

and the term shall not be subject to retirement by rotation.”

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

(A) **“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI LODR Regulations”), Regulation 6 of, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted / delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce, offer, issue and allot not exceeding 25,00,000 (Twenty Five Lakhs) equity shares of the Company having face value of ₹ 10 (Rupees Ten) per share (“Equity Shares”) under the ‘Kolte-Patil Employee Stock Option Scheme - 2021’ (hereinafter referred to as the “Scheme”) by way of issuance of employee stock options, the salient features of which are furnished in the explanatory statement to this Notice to such persons who are employees of the Company including Directors (other than Promoters of the Company, Persons belonging to Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“Eligible Employees”), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Scheme and applicable law.

RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Scheme and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the then Equity Shares.

RESOLVED FURTHER THAT the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant made under the Scheme in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/

undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Scheme and to modify, change, vary, alter, amend, revise, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed Scheme without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT any of the Director, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to take necessary steps for listing of the securities allotted under the Scheme on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, at its absolute discretion, deem necessary including authorizing or directing the Nomination and Remuneration Committee to appoint merchant bankers, brokers, solicitors, registrars, advertisement agency, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

- (B) **“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the

Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), issued by the Securities and Exchange Board of India ("SEBI") and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce, offer, issue and allot 25,00,000 equity shares of the Company having face value of ₹ 10 (Rupees Ten) per share ("Equity Shares") under the 'Kolte-Patil Employee Stock Option Scheme - 2021' (hereinafter referred to as the "Scheme") by way of issuance of employee stock options, the salient features of which are furnished in the explanatory statement to this Notice to such persons who are employees, including directors, of the Company's extant and future subsidiary company(ies) (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion ("Eligible Employees"), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Scheme and applicable law.

RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Scheme and other applicable laws in force and such Equity Shares shall rank paripassu in all respects with the then Equity Shares.

RESOLVED FURTHER THAT the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant made under the Scheme in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Scheme and to modify, change, vary, alter, amend, revise, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations including but not limited to, amendment(s) with respect to price, period, eligibility

criteria or to suspend, withdraw, terminate or revise the Scheme in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as it may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed Scheme without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT any of the Directors, Company Secretary and Chief Compliance Officer of the Company and be and are hereby severally authorized to take necessary steps for listing of the securities allotted under the Scheme on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

17. 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 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 any other convertible instruments ("Convertible Instruments") 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, Convertible Instruments, 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 5% (Five percent) 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 pari passu 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 off 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."

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

"RESOLVED THAT pursuant to the applicable provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors to enter into related party transactions up to ₹ 200,00,00,000/- (Rupees Two Hundred Crores only) per financial year, for availing/providing various services including sale/purchase of material with Kolte-Patil Integrated Townships Limited (Formerly known as Kolte-Patil I-Ven Townships (Pune) Limited), a subsidiary and joint venture company - Related Party, whether it constitutes material transaction(s) or otherwise, as defined in the Regulations ("Transactions") for a period of five (5) years starting from 01 April 2021, in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Kolte-Patil Integrated Townships Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this Resolution."

19. 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 Rule 14 of 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

2020-21 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 2020-21, 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-imbusement 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**

Place: Pune
Date: 29 July 2021

Vinod Patil
Company Secretary
(Membership No. A13258)

NOTES:

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 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.
- 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.
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for electronic inspection for the Members without any fee from the date of circulation of this Notice upto the date of AGM. The Members seeking to inspect can send an e- mail to secretarial department of the Company at investorrelation@koltepatil.com
- 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 2021 (Amount in INR)	Date of transfer to IEPF
Final dividend for FY 13-14	22 October 2014	334,190	21 October 2021
Final dividend for FY 14-15	24 October 2015	263,035	23 October 2022
Final dividend for FY 15-16	23 October 2016	437,302	22 October 2023
Final dividend for FY 16-17	04 November 2017	343,257	03 November 2024
Final dividend for FY 17-18	05 November 2018	352,202	04 November 2025
Interim dividend for FY 18-19	18 April 2019	223,004	17 April 2026
Final dividend for FY 18-19	27 October 2019	155,505	26 October 2026

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.

5. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.koltepatil.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

Item No. 3, 4 and 5

The members of the Company had approved the re-appointment and remuneration payable to Mr. Rajesh Patil – Chairman and Managing Director, Mr. Naresh Patil – Whole Time Director designated as Vice Chairman and Mr. Milind Kolte – Whole Time Director designated as Executive Director, in the 28th Annual General Meeting held on 21 September 2019 for the term of five (5) years expiring on 14 April 2025. The terms and conditions of re-appointment are reproduced in the resolutions set out in item no. 3, 4 and 5:

Pursuant to Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of members by way of Special Resolution is required, if the compensation payable to executive directors who are promoters or members of the promoter group, exceeds 5 per cent of the net profits of the Company.

Since the number of executive directors on the Board of the Company is five (5), it is proposed to take approval

of members as per Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for payment of remuneration to all Executive Directors, by way of Special Resolution.

None of the Directors, Key Managerial Personnel except Mr. Rajesh Patil, Mr. Naresh Patil and Mr. Milind Kolte and their relatives, is in any way concerned or interested in the said Resolutions.

The Board of Directors recommend the Special Resolutions as set out at Item No. 3, 4 and 5 of the Notice for seeking approval of the Members.

Item No. 6 and 7

On the recommendation of Nomination and Remuneration Committee, Mr. Yashvardhan Patil was appointed as an Additional Director by the Board with effect from 05 February 2021, pursuant to Section 161 of the Companies Act, 2013, read with Article 148 of the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Yashvardhan Patil will hold office up to the date of ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000/- proposing the candidature of Mr. Yashvardhan Patil for the office of Director, liable to retire by rotation.

Further, the Board of Directors in their meeting held on 31 May 2021 has appointed Mr. Yashvardhan Patil as Whole Time Director designated as Executive Director for a period of Five (5) years, on the terms and conditions as set out in resolution. The remuneration is within the limits prescribed by the applicable provisions of the Companies Act, 2013.

Pursuant to Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of members by way of Special Resolution is required, if the compensation payable to executive directors who are promoters or members of the promoter group, exceeds 5 per cent of the net profits of the Company.

A brief profile of Mr. Yashvardhan Patil is given in the Notice of this Annual General Meeting.

None of the Directors, Key Managerial Personnel except Mr. Yashvardhan Patil and his relatives, is in any way concerned or interested in the said Resolution.

The Board of Directors recommend an Ordinary Resolution and Special Resolution set out at Item No. 6 and 7 respectively, of the Notice for approval by the Members.

Item No. 8 and 9

On the recommendation of Nomination and Remuneration Committee, Mr. Nirmal Kolte was appointed as an Additional Director by the Board with effect from 31 May 2021, pursuant to Section 161 of the Companies Act, 2013, read with Article 148 of the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Nirmal Kolte will hold office up to the date of ensuing Annual General Meeting. The Company has received notice in writing under the

provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000/- proposing the candidature of Mr. Nirmal Kolte for the office of Director, liable to retire by rotation.

The Board, at its meeting held on 31 May 2021 on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Nirmal Kolte as Whole Time Director designated as Executive Director of the Company w. e. f. 31 May 2021 for a period of 5 (five) years on the terms and conditions set out in resolution. The remuneration is within the limits prescribed by the applicable provisions of the Companies Act, 2013.

Pursuant to Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of members by way of Special Resolution is required, if the compensation payable to executive directors who are promoters or members of the promoter group, exceeds 5 per cent of the net profits of the Company.

A brief profile of Mr. Nirmal Kolte is given in the Notice of this Annual General Meeting.

None of the Directors, Key Managerial Personnel except Mr. Nirmal Kolte and his relatives, is in any way concerned or interested in the said Resolution.

The Board of Directors recommend an Ordinary Resolution and Special Resolution set out at Item No. 8 and 9 respectively, of the Notice for approval by the Members.

Item No. 10

The shareholders of the Company in Annual General Meeting held on 21 September 2019 had approved the appointment of Mr. Virag Kolte as AVP Business Development in Kolte-Patil Integrated Townships Limited, a Subsidiary and Joint Venture Company of the Company with effect from 01 October 2019.

Subject to the approval of shareholders, the Board of Directors in their meeting held on 31 May 2021 has approved the revised terms and conditions which are as follows, for a period of 3 (three) years starting from 01 October 2021:

Salary and Allowance:

Fixed Monthly Salary: Fixed Salary of ₹ 7,00,000/- per month with such increment(s) as the Board/committee may decide from time to time, however subject to a ceiling of ₹ 8,50,000/- per month.

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

Variable Pay: The variable pay up to ₹ 1,00,00,000/- p.a. shall be payable subject to the achievement of certain milestones as determined by the Board/Committee, in its sole discretion. The Variable pay shall be paid as per the Company policy.

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'
- (c) Gratuity as per the rules of the Company but shall not exceed one half month's salary for each completed year of service

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 Mr. Nirmal Kolte- Executive Director
- (c) Nature of Relationship: Son of Mr. Milind Kolte and Brother of Mr. Nirmal Kolte
- (d) Nature, material terms, monetary value and particulars of contract or arrangement: Fixed Salary up to ₹ 700,000/- per month subject to a ceiling of ₹ 850,000/- per month and Variable pay up to ₹ 1,00,00,000/- 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 Mr. Nirmal Kolte- Executive Director are concerned or interested in the resolution at Item No. 10.

The Board recommends the resolution set forth at Item No. 10 for the approval of the members.

Item No. 11

The Members of the Company on 17 September 2016 approved the appointment of Mr. Umesh Joshi as an Independent Director of the Company for a period of five years with effect from 17 September 2016.

The Board, at its meeting held on 31 May 2021 on the recommendation of the Nomination and Remuneration Committee, has considered the re-appointment of Mr. Umesh Joshi as an Independent Director of the Company for a period of five years with effect from 17 September 2021 for a period of 5 (five) years.

A brief profile of Mr. Umesh Joshi is given in the Notice of this Annual General Meeting.

None of the other Directors/ Key Managerial Personnel except Mr. Umesh Joshi and his relatives, is interested in this Special Resolution.

The Board of Directors recommend a Special Resolution set out at Item No. 11 of the Notice for approval by the Members.

Item No. 12

Mr. Achyut Watve was appointed as an Additional Director by the Board with effect from 05 February 2021, pursuant to Section 161 of the Companies Act, 2013, read with Article 148 of the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Achyut Watve will hold office up to the date of ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000/- proposing the candidature of Mr. Achyut Watve for the office of Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013 with effect from 05 February 2021 to 04 February 2026.

Mr. Achyut Watve has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In opinion of the Board, Mr. Achyut Watve fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Achyut Watve as Independent Director is being placed before the shareholders for their approval.

The terms and conditions of appointment of Mr. Achyut Watve are available for inspection to the shareholders of the Company for all working days at Registered Office between 09.00 a.m. and 11.00 a.m. up to the date of this Annual General Meeting.

A brief profile of Mr. Achyut Watve is given in the Notice of this Annual General Meeting.

None of the Directors, Key Managerial Personnel except Mr. Achyut Watve of the Company and his relatives, is in any way concerned or interested in the said Resolution.

The Board of Directors recommend an Ordinary Resolution set out at Item No. 12 of the Notice for approval by the Members.

Item No. 13

The Members of the Company at the 28th Annual General Meeting held on 21 September 2019 had appointed Mr. Jayant Pendse as the Independent Directors of the Company for a term of five (5) consecutive years commencing from 13 September 2019 and expiring on 12 September 2024.

Pursuant to the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), approval of members by way of Special Resolution is required for any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

The Board of Directors, at its meeting held on 31 May 2021, has unanimously decided the continuation of directorships of Mr. Jayant Pendse, up to 12 September 2024 being the date of expiry of his current term of office.

Mr. Jayant Pendse has attained the age of seventy five (75) years on 09 June 2021. Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for continuation of their directorships up to 12 September 2024, being the date of expiry of their current term of office, will be required to be passed.

Justification for continuation of the directorship for each of the aforesaid directors are stated below:

Mr. Jayant Pendse has been an active member of the Board and the Board Committees of which he is a member. He brings independent judgement on the Board of the Company and his continued association will be valuable and positive. With his expertise, skills and knowledge, particularly in the field of finance and accounts, he articulates and provides his valuable guidance and inputs in all matters pertaining to the financial statements. Mr. Jayant Pendse is physically fit and current with finance and business matters.

None of the Directors, Key Managerial Personnel except Mr. Jayant Pendse of the Company and his relatives, is in any way concerned or interested in the said Resolution.

The Board of Directors recommend a Special Resolution set out at Item No. 13 of the Notice for approval by the Members.

Item no. 14 and 15

Mr. Girish Vanvari and Mrs. Sudha Navandar were appointed as an Additional Director by the Board with effect from 29 July 2021, pursuant to Section 161 of the Companies Act, 2013, read with Article 148 of the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Girish Vanvari and Mrs. Sudha Navandar will hold office up to the date of ensuing Annual General Meeting. The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, from the members along with a deposit of ₹ 100,000/- proposing the candidature of Mr. Girish Vanvari and Mrs. Sudha Navandar for the office of Independent Directors, to be appointed under the provisions of Section 149 of the Companies Act, 2013 with effect from 29 July 2021 to 28 July 2026.

Mr. Girish Vanvari and Mrs. Sudha Navandar have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In opinion of the Board, Mr. Girish Vanvari and Mrs. Sudha Navandar fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Girish Vanvari and Mrs. Sudha Navandar as an Independent

Directors are being placed before the shareholders for their approval.

The terms and conditions of appointment of Mr. Girish Vanvari and Mrs. Sudha Navandar are available for inspection to the shareholders of the Company for all working days at Registered Office between 09.00 a.m. and 11.00 a.m. up to the date of this Annual General Meeting.

A brief profile of Mr. Girish Vanvari and Mrs. Sudha Navandar is given in the Notice of this Annual General Meeting.

None of the Directors, Key Managerial Personnel except Mr. Girish Vanvari and Mrs. Sudha Navandar of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board of Directors recommend an Ordinary Resolutions set out at Item No. 14 and 15 of the Notice for approval by the Members.

Item No. 16 [A] and [B]

Human Resource is the key resource for the continuing growth and development of the Company. To motivate the employees and enable them to participate in the long-term growth and financial success of the organization, with a common objective of maximizing the shareholder value, the Company introduced an Employee Stock Option Scheme (ESOS). The ESOS would not only enable the Company to attract and motivate employees by rewarding performance as also to retain best talents but also enable the employees to develop a sense of ownership with the organization.

As required under the SEBI Regulations, the Nomination and Remuneration Committee will administer the ESOS 2021 and formulate the detailed terms and conditions of the scheme including;

The Nomination and Remuneration Committee will, specify, inter alia, the following:

- ◆ Quantum of options to be granted under ESOS per employee and in aggregate.
 - ◆ Conditions under which options vested in employees may lapse in case of termination of employment for misconduct.
 - ◆ Time period within which an employee may exercise vested options in the event of termination or resignation.
 - ◆ Rights of an employee to exercise all vested options at one time or at various points of time within the exercise period.
 - ◆ Procedure for making fair and reasonable adjustment to the number of options and to the exercise period, in case of rights issues, bonus issues, other corporate actions, or otherwise.
- a) The number and the price of ESOS shall be adjusted in a manner such that the total value of the ESOS remains the same after corporate action.

b) For this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad shall be considered.

c) The vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the option holders.

- ◆ Lock-in period for the shares issued pursuant to exercise of options.
- ◆ The grant, vest and exercise of option in case of employees who are on long leave.
- ◆ Procedure for cashless exercise of options.

The salient features of the ESOS 2021 are presented below:

1. Total number of options to be granted:

The maximum number of Stock Options granted to all the Eligible Employees shall not exceed 25,00,000 of the aggregate number of fully diluted issued and paid up Share Capital of the Company on the Effective Date of ESOS 2021.

The Board may with the approval of the shareholders increase the maximum number of options under the ESOS at any time.

One option entitles the holder of the options to apply for one equity share of the Company.

2. Identification of classes of employees entitled to participate in the ESOS:

The employees of the Company and its holding and subsidiary Company(ies), as defined in Regulations (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force), whether working in India or out of India including the Directors, whether Whole-time Directors or otherwise, as may be decided by the Nomination and Remuneration Committee from time to time, would be entitled to be granted stock options under the ESOS Scheme(s).

An employee who is a promoter or belongs to the promoter group will not be eligible to participate in the ESOS. A director who either by himself or through his relative or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the company shall not be eligible to participate in the ESOS

The class of employees eligible for participating in the ESOS shall be determined on the basis of grade of the employee, length of service, his role and contribution to overall performance of the Company, the performance of profit centre/division to which he belongs, merits of employee, future potential contribution by the employee, etc. any other criteria as may be decided by the Board/ Nomination and Remuneration Committee at its sole discretion from time to time.

The options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

3. Requirements of vesting and period of vesting:

Vesting of options may commence after a period of not less than 1 (one) year from the date of grant and the vesting period may extend up to maximum of 4 years or such further or other period as the Board/Nomination and Remuneration Committee may determine, from the Grant Date.

The vesting may occur in one or more tranches, subject to the terms and conditions of vesting as may be stipulated by the Board/Nomination and Remuneration Committee which may include satisfactory performance of the employees and their continued employment with the Company, as the case may be, unless such employment is discontinued on account of death, permanent/total disability or on retirement.

If the employee voluntarily terminates employment with the Company, the options to the extent not vested shall lapse/expire and be forfeited forthwith. However, this shall not be applicable to the employee of the Company who has resigned or who may resign from time to time, if, approved by the Board/Nomination and Remuneration Committee.

4. Transferability of Employee Stock Options:

The Stock Options granted to an Eligible Employee shall not be transferable to any person and shall not be sold pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee while in employment, the right to exercise all the options granted to him till such date shall be transferred to his legal heirs or nominees.

5. Exercise Price or Pricing Formula:

The exercise price for the purpose of grant of options will be decided by the Nomination and Remuneration Committee at the time of the grant of options to an employee and shall not be less than the face value of the Company's Equity Shares. The exercise price for the purpose of grant of options will be the market price on the date of grant or the date of vesting of options or such other price as the Nomination and Remuneration Committee may determine within the guidelines prescribed by the Securities and Exchange Board of India or other relevant authority from time to time.

6. Exercise Period and the process of Exercise:

The Exercise period will commence from the date of vesting and the vested options will be exercisable by the Employees on payment of Exercise Price in full within a period of 2 years as mentioned in scheme.

The options will be exercised by the employees by written application to the designated officer of the Company/trust/ other entity which may be set up in any permissible manner for the purpose of the scheme to exercise the options in such manner and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee from time to time.

The options will lapse if not exercised within the specified exercise period and may also lapse under certain circumstances as may be determined by the Nomination and Remuneration Committee even before the expiry of the specified exercise period.

7. Appraisal Process for determining the eligibility of the employees to ESOS:

The appraisal process for determining the eligibility of the employee will be specified by the Nomination and Remuneration Committee and will be based on criteria such as seniority of employee, length of service, performance record, merit of the employee, future potential contribution by the employee or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion.

The Nomination and Remuneration Committee will also determine the weightage / relative importance to be attached to each criteria for determining the eligibility of the employees.

8. Maximum number of options to be issued per employee and in aggregate:

The number of options that may be granted to employees under the Scheme shall be determined by the Nomination and Remuneration Committee from time to time. The maximum number of Stock Options granted to any Eligible Employee in any financial year shall not be more 1% of the Issued and Paid-up Share Capital of the Company on Fully Diluted Basis and in aggregate shall not exceed 25,00,000 Stock Options subject to fair and reasonable adjustment in case of corporate actions such as rights issue(s), bonus issue(s), merger(s), demerger(s), divestment(s), restructuring, etc.

9. Disclosure and Accounting Policies:

The Company and its subsidiary Companies shall comply with the disclosure and the accounting policies prescribed by SEBI and any other concerned authorities, from time to time.

10. Valuation Method:

The method of valuation which the Company will use to value its options will be fair value method as prescribed in the SEBI Regulations.

In case the Company calculates the employee compensation cost using intrinsic value of the stock options, the difference between the employee compensation cost so computed and employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in Directors' Report.

As the ESOS 2021 provides for the issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is sought pursuant to

Section 62 and all other applicable provisions, if any, of the Companies Act, 2013.

11. Other particulars/General

As per ESOS guidelines, a separate resolution is required to be passed if the benefits of ESOS are to be extended to employees of holding or subsidiary Companies. Thus, separate resolution under item 16 (Part B) is being proposed to cover those employees and /or such persons as may be permitted from time to time, under prevailing laws, rules and regulations and/or amendments thereto from time to time.

None of the Directors, Key Managerial Personnel or their relatives, are concerned or interested in the resolution at Item No. 16 [A] and [B].

The Board recommends the Special Resolution set forth at Item No. 16[A] and [B] for the approval of the members.

Item No. 17

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 paripassu 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 VIII 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 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. 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. 17.

The Board recommends the Special Resolution set forth at Item No. 17 for the approval of the members.

Item No. 18

Pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules thereunder, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material Related Party Transactions shall require approval of the shareholders by way of Resolution.

The Company avails or provides various services including sale/purchase of material to Kolte-Patil Integrated Townships Limited and the Company has invested in the securities of Kolte-Patil Integrated Townships Limited. On investment, the Company receives interest/dividend from Kolte-Patil Integrated Townships Limited.

Considering the nature of all related party transactions with Kolte-Patil Integrated Townships Limited, the aggregate amount of related party transactions may be considered as material related party transaction.

1	Name of the related party	Kolte-Patil Integrated Townships Limited
2	Nature of relationship	A subsidiary and joint venture company
3	Name of director who is related	Mr. Rajesh Patil is Chairman and Managing Director in Kolte-Patil Integrated Townships Limited Mr. Yashvardhan Patil is Nominee Director in Kolte-Patil Integrated Townships Limited Mr. Nirmal Kolte is Director in Kolte-Patil Integrated Townships Limited.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Kolte-Patil Integrated Townships Limited, a subsidiary and joint venture company is also engaged in real estate development and developing integrated township project namely Life Republic at Hinjewadi, Pune. Life Republic is a flagship project which is spread across ~390 acres Nature of Related Party Transactions: 1) Project Management Services 2) Supply for services/material vice versa 3) To give/accept/repay Inter Corporate Deposit 4) Interest on Interest on Optionally Convertible Debenture/Inter Corporate Deposits, 5) Dividend of Equity/Preference Shares, 6) Redemption of Optionally Convertible Debenture/Preference Shares 7) Buy back of Equity Shares Monetary Value – ₹ 200 Crores per financial year Period: Five (5) years starting from 01 April 2021.

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed transaction as mentioned in Item No. 18 will be material related party transaction. Hence the approval of the shareholders is sought by way of Resolution.

The Board recommends the Resolution set forth as Item No. 18 of the Notice for the approval of shareholders.

The Directors, Manager, Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the Resolution at Item No. 18 to the extent of their shareholding.

Item No. 19

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 2021. 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 2021 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. 19 of the Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 19 of the Notice for approval by the Members.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to maximum 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (ii) The voting period begins on Tuesday, 14 September 2021 at 09.00 AM and ends on Thursday, 16 September 2021 at 05.00 PM. 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 10 September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) A person, who is not member as on Cut-off date should treat this Notice for information purposes only.
 - (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been

decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

Instructions for e-voting:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for "Kolte-Patil Developers Limited" on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at cssvdassociates@gmail.com and to the Company at the email address viz; investorrelation@koltepatil.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - The Company has appointed Mr. Sridhar Mudaliar or failing him Ms. Meenakshi Deshmukh, Partner of M/s. SVD & Associates, Company Secretaries, Pune as the Scrutinizer for analyzing the remote e-voting and e-voting processes conducted during e-AGM in a fair and transparent manner
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorrelation@koltepatil.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelation@koltepatil.com and investor@bigshareonline.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Place: Pune
Date:29 July 2021

Vinod Patil
Company Secretary
(Membership No. A13258)

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

Particulars	Mr. Milind Kolte	Mr. Yashvardhan Patil	Mr. Nirmal Kolte	Mr. Umesh Joshi	Mr. Achyut Watve	Mr. Girish Vanvari	Mrs. Sudha Navandar
Designation	Executive Director	Executive Director	Executive Director	Independent Director	Independent Director	Independent Director	Independent Director
Director Identification Number (DIN)	00170760	06898270	05159986	02557162	01179251	07376482	02804964
Age (in years)	60	30	31	69	69	49	55
Qualification	B. Com, LL.B	Graduation from University of Exeter	Bachelors in Construction Management from the University of Melbourne, Australia and Master in Management from Lancaster University, UK.	B. E. (Civil), M. Tech. (Structures) IIT Bombay, F. I. E.	B. E. (Civil)	Fellow of the Institute of Chartered Accountants of India	Chartered Accountant in 1989, Certified Public Accountant (CPA), USA, in 2007, Insolvency Professional, 2017
Profile	Total experience of more than 30 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.	Total experience of more than 3 years in the area of business development, design and development, planning and setting up new businesses, strategies, technology, digitalization etc.	Total experience of more than 5 years in the area of Business Development, operations, procurement, Liaisoning and planning of construction activity.	Total experience of 40 years in the field of structural Engineering. Under his leadership, his firm has provided structural designs and consultancy for almost all the builders/developers/architects in Pune, Mumbai, like Kolkata, Bangalore, Delhi etc in India as well as some locations out of India also such as Bhutan, Tanzania, UAE, Kenya etc. Majority of the recent high rise buildings, commercial and residential projects, hotels and retail projects in Pune and Mumbai are using structural designs of his firm.	Total experience of more than 40 years in the field of structural Engineering. Under his leadership, his firm has provided structural designs and consultancy for almost all the builders/developers/architects in Pune and Mumbai. Majority of the recent high rise buildings, commercial and residential projects, hotels and retail projects in Pune and Mumbai are using structural designs of his firm.	With over 27 years of consulting experience, Mr. Girish is the Founder of Transaction Square - a Tax, Regulatory and Business Advisory Firm. Prior to his entrepreneurial venture, Mr. Girish had a 13-year stint with KPMG wherein he was the National Leader for Tax at KPMG India. He has regularly worked with many large multinationals and Indian promoter companies in advising them on various tax and regulatory issues. Further, he has built an exclusive legacy of work in M&A deals and restructuring transactions for some of the biggest deals in the industry.	Mrs. Sudha Pravin Navandar is a qualified Chartered Accountant registered with the Institute of Chartered Accountants of India and also cleared her Certified Public Accountant, USA. She has done post-qualification course on Information System Audit (DISA) and is also an insolvency professional. She is currently a partner in M/s. Pravin R. Navandar & Co. Chartered Accountants, with main focuses on corporate advisory services, income leakage, and IBC matters. She is also designated partner of Saksham Insolvency Resolution LLP.

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

Particulars	Mr. Milind Kolte	Mr. Yashvardhan Patil	Mr. Nirmal Kolte	Mr. Umesh Joshi	Mr. Achyut Watve	Mr. Girish Vanvari	Mrs. Sudha Navandar
Profile						Mr. Girish is a regular conference host, presenter and moderator at various tax conferences and seminars. He has been regularly featured in a number of international and Indian media outlets, newspapers and business magazines.	She is also an independent director on the board of Goa Glass Fibre Limited, Route Mobile Limited, Anand Rathi Financial Services Limited, Anand Rathi Wealth Limited and Tribhuvandas Bhimji Zaveri Ltd.
No. of Equity Shares held of ₹ 10 each	6,442,156	NIL	NIL	10,000	10,000	NIL	NIL
Relationship with other Director	Father of Mr. Nirmal Kolte – Executive Director	Son of Mr. Rajesh Patil - Chairman and Managing Director	Son of Mr. Milind Kolte - Executive Director	NIL	NIL	NIL	NIL