



KOLTE-PATIL DEVELOPERS LIMITED

Corporate Identity Number (CIN): L45200PN1991PLC129428

Registered Office: 8th Floor, City Bay, CTS No. 14(P), 17 Boat Club Road, Pune - 411001.

Tel. No. +91 20 67429200 Email ID: investorrelation@koltepatil.com

Website: www.koltepatil.com

NOTICE

Notice is hereby given that the **34TH ANNUAL GENERAL MEETING of KOLTE-PATIL DEVELOPERS LIMITED ('the Company')** will be held on **Monday, 22 September 2025 at 12.30 PM (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

- To receive, consider, approve and adopt:
 - the Audited Standalone Financial Statement of the Company for the financial year ended 31 March 2025 and the Report of the Board of Directors' and Auditors' thereon and
 - the Audited Consolidated Financial Statement of the Company for the financial year ended 31 March 2025 and the Report of Auditors' thereon.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of: Section 149, 152, 160 and 161 and other applicable provisions, sections, rules of the Companies Act, 2013 ("**Companies Act**"), the relevant provisions of the Companies (Appointment & Qualification) Rules, 2014 read with all applicable rules and regulations framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force); read with the provisions of memorandum of association and articles of association of the Company, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Tuhin Parikh (DIN: 00544890), who was appointed as an Additional Director of the Company by the Board of Directors,

based on the recommendation of the Nomination and Remuneration Committee with effect from 11 August 2025 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 under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is eligible for appointment, be and is hereby appointed as a Director (Non-Executive and Non-Independent) with effect from 11 August 2025 and whose office shall be not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

- 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 149, 152, 160 and 161 and other applicable provisions, sections, rules of the Companies Act, 2013 ("**Companies Act**"), the relevant provisions of the Companies (Appointment & Qualification) Rules, 2014 read with all applicable rules and regulations framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force); read with the provisions of memorandum of association and articles of association of the Company, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Asheesh Mohta (DIN: 00358583), who was appointed as an Additional

Director of the Company by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee with effect from 11 August 2025 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 under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is eligible for appointment, be and is hereby appointed as a Director (Non-Executive and Non-Independent) with effect from 11 August 2025 and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company.”

4. 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 149, 152, 160 and 161 and other applicable provisions, sections, rules of the Companies Act, 2013 (**“Companies Act”**), the relevant provisions of the Companies (Appointment & Qualification) Rules, 2014 read with all applicable rules and regulations framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force); read with the provisions of memorandum of association and articles of association of the Company, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mohit Arora (DIN: 08100136), who was appointed as an Additional Director of the Company by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee with effect from 11 August 2025 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 under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is eligible for appointment, be and is hereby appointed as a Director (Non-Executive and Non-Independent) with effect from 11 August 2025 and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director,

Company Secretary or any other officer(s) of the Company.”

5. 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 Rs. 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 Non-Convertible Securities) Regulations, 2021 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 the Foreign Exchange Management (debt Instruments) Rules, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Consolidated FDI Policy, 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 Ministry of Corporate Affairs, 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 secured/unsecured redeemable Non-Convertible Debentures ("NCDs") or Debt instruments and/or Fully or Partly Convertible Debentures, non-convertible redeemable preference shares, and/or other debt securities, and/or Bonds ("Debt instruments") and /or Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") in the course of domestic and/or international offerings representing either equity shares or a combination of the foregoing for an amount not exceeding INR 2500,00,00,000/- (Rupees Two Thousand 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, disclosure document(s), general information document, key information document(s), as applicable, and/or such other documents/writings/circulars / memoranda in such manner, by way of cash at such time or times in such tranche or tranches and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and determine and consider proper and beneficial to the Company including as to when the said Equity Shares, NCDs, Debt Instruments, GDRs or ADRs (together the "Securities") are to be issued, the consideration for the issue, the coupon rate(s) applicable, redemption period, utilisation of the issue proceeds and all matters connected with or incidental thereto; allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company, so as to enable the Company to list on any Stock Exchange in India and / or Luxembourg and /or London and /or New York and /or Singapore and / or Hong Kong and /

or any of the Overseas Stock Exchanges as may be permissible.

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

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

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

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

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

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to determine issue price, tenor, interest rate, number of debt instruments to be issued / offered in each tranche and the class of investors, listings and other terms & conditions of the Debt Instruments, and to open necessary bank accounts including escrow accounts in accordance with applicable law, to apply for dematerialization with the concerned depositories and to make applications to the stock exchanges for in-principle approval and final approvals for listing, 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, disclosure document(s), general information document, key information document(s), as applicable, 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 of by the Board in such manner which is not disadvantageous to the shareholders and the Company.

RESOLVED FURTHER THAT the approval of the members is hereby accorded to the Board to appoint

merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such /intermediaries 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."

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

"RESOLVED THAT in supersession to the earlier resolution passed, pursuant to the provisions of

Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby accords its sanction and authorizes the Board of Directors of the Company ("the Board") to borrow any sum or sums of money from time to time from any one or more of the company's bankers and/or from any one or more other persons, firms, bodies corporate or financial institutions, agencies, mutual funds, trusts, non-resident Indians, overseas corporate bodies, overseas banks, foreign institutional investors or such other persons/ investors, whether by way of Advances or Deposits or Loans (in foreign currency and/or rupee currency) or securities (comprising Fully/ Partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable warrants and or Secured Premium Notes other debts instruments) or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of all or any of the company's assets and properties whether movable or immovable or stock in trade or work in progress and all or any of the undertakings of the company, notwithstanding that the moneys to be borrowed together with moneys already borrowed by the company (apart from the temporary loans obtained/to be obtained from the company's bankers in the ordinary course of business) shall not at any time exceed the sum of INR 3000,00,00,000/- (Rupees Three Thousand Crores only) over and above the aggregate of the paid up capital of the company and its free reserves (that is to say, reserves not set apart for any specific purpose), exclusive of interest and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all the moneys borrowed/to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may deem fit, as also to execute all such deeds and documents as may be necessary, usual or expedient for this purpose."

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

"RESOLVED THAT in supersession to the earlier resolution passed, pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force), the Company hereby accords its sanction and authorizes the Board of Directors of the Company ("the Board") to mortgage and/or charge and/or assignment, in addition to mortgages and/or Charges and/or assignments created/ to be created by the Company, in such form and manner and with such ranking as to priority and at such time

and on such term as the Board may determine, on all or any of the movable and/or immovable, Tangible and/or intangible properties and/or Contracts both present and future and/or the whole or any part of undertaking(s) of the Company together with a power to take over the management of the business and concern of the Company in certain events of default, in favour of lender(s), agent(s), trustee(s) for securing the borrowings availed/to be availed by the Company and/or any of the Company's subsidiary by way of loan(s) (in foreign currency and/ or rupee currency) and/or advances including Credit facilities and/or securities (comprising fully/partly convertible Debentures and/or Non-Convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or Floating Rate Notes/Bonds or other debt instruments), issued or to be issued by the Company from time to time subject to the limits of INR 3000,00,00,000/- (Rupees Three Thousand Crores only) over and above the aggregate of paid up capital and free reserves (that is to say, reserves not set apart for any specific purpose) of the Company excluding interest at the respective agreed rates, additional interest, compound interest in the case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, premium (if any) on redemption, remuneration of Agent(s), trustee(s), all other costs, charges and expenses including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other moneys payable by the Company in terms of loan agreement(s), heads of agreement(s), devaluation/ fluctuation in the rates of exchange of foreign currency involved by the Debenture trust deed/s or any other document, entered into/to be entered into between the Company and the lender(s)/agent(s), trustee(s) in respect of said loans/borrowings/debentures/ securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors (including any Committee thereof) and lender(s), agent(s), trustee(s).

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board or Committee be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty or doubts relating thereto in regard to that may arise in regard to creating mortgage/charge as aforesaid."

8. 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 Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time read with the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and as per the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Mehta & Mehta, a Peer Reviewed firm of Company Secretaries in Practice, having ICSI Unique Identification No. P1996MH007500, who have given their consent and have confirmed their eligibility to be appointed as Secretarial Auditors, in terms of provisions of Listing Regulations, be and are hereby appointed as Secretarial Auditors of the Company, for a period of Five consecutive years from the financial year 2025-26 till the financial year 2029-30, on the remuneration and the terms and conditions as set out in the explanatory statement.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorised on behalf of the Company, to sign, deliver and execute any contract or document in this regard and to do all such acts, deeds, matters and things as it may, in their absolute discretion deem necessary or desirable for the purpose of giving effect to this resolution and with the power to the Board to settle all questions, difficulties or doubts that may arise in connection with the implementation of the Resolution".

9. 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 2024-25 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 2024-25, amounting to INR 100,000/- (Rupees One Lakh only) and also the payment of Goods and Service Tax and other taxes/cess as applicable and re-imbursalment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

RESOLVED FURTHER 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 appointment of M/s. Harshad S. Deshpande, Cost Accountants having Membership No. 25054 to conduct the audit of the cost records of the Company for the financial year 2025-26, at a fees of INR 125,000/- (Rupees One Lakh Twenty Five Thousand only) and also the payment of Goods and Service Tax and other taxes/cess as applicable and re-imbursalment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby approved and confirmed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

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

Vinod Patil
Company Secretary
(Membership No. A13258)

Place: Pune
Date: 29 August 2025

NOTES

- The Ministry of Corporate Affairs has vide General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 2/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Companies Act" or the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM. The registered office of the Company shall be deemed to be the venue of the AGM.
- 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 the MCA and SEBI Circulars 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 Mr. Nitin Prabhune, Practicing Company Secretary is the Scrutinizer for AGM, to scrutinize the e-voting process in a fair and transparent manner.
- 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 appointment, as required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.
- Pursuant to Section 171 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the venue of the Annual General Meeting.
- The Register of Contracts or arrangements, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company.
- 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 2025 (Amount in INR)	Date of transfer to IEPF
Final dividend for FY 17-18	05 November 2018	351,194	03 November 2025
Interim dividend for FY 18-19	07 May 2019	222,380	05 May 2026
Final dividend for FY 18-19	28 October 2019	155,179	26 October 2026
Final dividend for FY 21-22	18 September 2022	259,946	17 September 2029
Final Dividend for FY 22-23	25 September 2023	426,678	23 September 2030
Final Dividend for FY 23-24	22 September 2024	381,208	20 September 2031

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.

8. 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 atleast 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.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. 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.
11. 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.
12. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA and SEBI Circulars.

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

Item No. 02, 03 and 04

Pursuant to the terms of Share Purchase Agreement and Shareholders Agreement dated 13 March 2025

executed by and between the Company, BREP Asia III India Holding Co VII Pte. Ltd., Mr. Rajesh Anirudha Patil, Late Mr. Naresh Anirudha Patil, Mr. Milind Digambar Kolte, Ms. Sunita Rajesh Patil, Ms. Vandana Naresh Patil, Ms. Sunita Milind Kolte, Mr. Yashvardhan Rajesh Patil, Ms. Ankita Rajesh Patil, Mr. Harshvardhan Naresh Patil and Ms. Priyanjali Naresh Patil ("Agreements") and pursuant to the provisions of the Articles of Association of the Company, the Board, at its meeting held on 11 August 2025 on the recommendation of the Nomination and Remuneration Committee, appointed following persons:

- A) Mr. Tuhin Parikh (DIN: 00544890) as an Additional Director (Non-Executive and Non-Independent) with effect from 11 August 2025 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as a Director (Non-Executive and Non-Independent), not liable to retire by rotation;
- B) Mr. Asheesh Mohta (DIN: 00358583) as an Additional Director (Non-Executive and Non-Independent) with effect from 11 August 2025 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as a Director (Non-Executive and Non-Independent), liable to retire by rotation; and
- C) Mr. Mohit Arora (DIN: 08100136) as an Additional Director (Non-Executive and Non-Independent) with effect from 11 August 2025 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as a Director (Non-Executive and Non-Independent), liable to retire by rotation.

In the opinion of the Board, they also fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for their appointment as Directors (Non-Executive and Non-Independent) of the Company.

The Company has received notice in writing from a Member under section 160 of the Act, proposing the candidature of Mr. Tuhin Parikh, Mr. Asheesh Mohta and Mr. Mohit Arora for the office of Director of the Company

Mr. Tuhin Parikh, Mr. Asheesh Mohta and Mr. Mohit Arora would be entitled to receive sitting fees for attending the Meetings of the Board of Directors of the Company.

Except for the relevant appointee, none of the other Directors/Key Managerial Personnel or their relatives is concerned or interested financially or otherwise, in the resolutions set out at Item No. 02, 03 and 04.

The Board recommends these Ordinary Resolutions mentioned at Item No. 02, 03 and 04 for your approval.

Item No. 05

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, disclosure document(s), general information document, key information document(s), as applicable, 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 INR 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores only), inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, at such time or times in such tranche or tranches as the Board deems fit and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors. The Equity Shares shall rank pari passu with the existing equity shares of the Company.

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

- a) The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VI of the SEBI(ICDR) Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of Equity Shares;
- b) The pricing for this purpose shall be in accordance with regulation 176 of Chapter 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.

The Board recommends the Special Resolution set forth at Item No. 05 for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution at Item No. 05.

Item No. 06 and 07

The Members in 32nd Annual General Meeting held on 19 August 2023 had approved the borrowing limits of the Company upto ₹1,500 Crores in excess of the paid up capital and free reserves.

In view of the future business opportunities and in view of the proposed financial requirement for purchase of lands, ongoing projects, proposed projects, construction of IT Parks/Residential projects, project finance etc., the Company may raise finance up to ₹3,000 Crores from financial institutions, agencies, mutual funds, trusts, non-resident Indians, overseas corporate bodies, overseas banks, foreign institutional investors or such other persons/investors, whether by way of Advances or Deposits or Loans (in foreign currency and/or rupee currency) or securities (comprising Fully/Partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable warrants and or Secured Premium Notes other debts instruments).

Also, in order to borrow loans from Banks, institutions, etc., and for the loans already borrowed, the Board needs authorizations to mortgage/ hypothecate the assets of the Company as security / collateral security. In order to mortgage or hypothecate the assets of the Company the consent of the shareholders in the General Meeting is required under Section 180(1) (a) of the Companies Act, 2013 authorizing the Board with necessary powers.

The Board is proposing an overall limit of ₹3,000 Crores in excess of paid up capital and free reserves under Section 180 (1) (c) and Section 180 (1) (a) of the Companies Act, 2013 taking into consideration the existing and near future borrowings.

The Board commends the Special Resolutions set forth as Item No. 06 and 07 for the approval of the shareholders.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed resolution.

Item No. 08

In accordance with the provisions of Section 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013 (hereinafter "The Act"), and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and on the recommendation of the Audit Committee, the Board of Directors at their meeting held on 29 August 2025 have approved appointment of M/s Mehta & Mehta, Company Secretaries, (ICSI Unique Identification No. P1996MH007500), as the Secretarial Auditors of the Company, for a period of three consecutive years commencing from FY 2025-26 till FY 2029-30, subject to the approval of the shareholders of the Company.

The Company had appointed M/s SVD & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for the financial year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report. The said firm have been associated with the Company as Secretarial Auditors for more than 10 years, during which they have provided valuable professional services and contributed to the Company's compliance framework.

In line with the Company's policy of adopting best practices in corporate governance, the Board believes that a change in Secretarial Auditors would be appropriate and desirable. Accordingly, it is proposed to appoint a new firm of Secretarial Auditors in place of the existing Secretarial Auditors.

Accordingly, it is proposed to appoint M/s Mehta & Mehta, Practicing Company Secretaries, (ICSI Unique Identification No. P1996MH007500), as Secretarial Auditors of the Company for the above period.

M/s. Mehta & Mehta, Practicing Company Secretaries have consented to the said appointment and confirmed that their appointment, if made, would be within the limits laid down in guidelines issued by the Council of the Institute of Company Secretaries of India and in accordance with the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI Listing Regulations.

They have further confirmed that, they do not incur any disqualifications to be appointed as Secretarial Auditors as provided in Annexure 2 of SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and they have no conflict of interest with the Company. M/s. Mehta & Mehta has provided confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India (ICSI) and hold a valid certificate issued by the 'Peer Review Board of ICSI' which is valid till 30 June 2028.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

a. Proposed fees payable to the Secretarial Auditors:

The Board of Directors of the Company, on recommendation of the Audit Committee, and subject to approval of the members of the Company at the AGM, have, for FY 2025-26, approved a fee of INR 400,000/- (Rupees Four Lakhs only) plus applicable taxes and reimbursement of the out of pocket expenses, as may be incurred by the Secretarial Auditors during the course of Audit. The fee for subsequent financial years during their tenure will be determined by the Board, based on the recommendation of the Audit Committee.

There is no material change in the fees payable to new auditors. The fees of outgoing auditors are INR 365,000/- (Rupees Three Lakhs Sixty Five Thousand only) plus taxes.

Besides the audit services, the Company would obtain certifications which are to be mandatorily received from the Secretarial Auditors under various statutory regulations from time to time and such other services which are not restricted for which it will seek the approval of the Board and will be remunerated separately on mutually agreed terms.

b. Details in relation to and credentials of the Secretarial Auditors proposed to be appointed:

M/s. Mehta & Mehta is a peer-reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by experienced partners, all of whom are distinguished professionals

in the field of corporate governance and compliance. Their collective expertise spans corporate advisory services, Secretarial Audit, transactional services, litigation, advocacy and legal due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence and commitment. The firm specialises in compliance audit and assurance services, advisory and representation services and transactional services. It has experience in handling the secretarial audits of listed and large unlisted companies.

c. Basis of recommendation for appointment:

While considering the appointment, the Board and the Audit Committee considered various factors, including its relevant experience with listed companies, the firm's capabilities in delivering quality secretarial audit services to other companies of similar size, complexity, the clientele it serves and its technical expertise. The Board believes that the qualification and experience of M/s. Mehta & Mehta in conducting Secretarial Audit of listed companies and their knowledge in legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to the compliance requirements. Accordingly, the Board have recommended their appointment to the members of the Company.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 08 of the Notice for approval by the Members.

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. 08 of the Notice.

Item No. 09

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 2025. 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 2025 and approve and confirm their appointment and remuneration for the year ended 31 March 2026 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 09 of the Notice for approval by the Members.

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. 09 of the Notice.

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

- (i) The voting period begins on Friday, 19 September 2025 at 09:00 AM (IST) and ends on Sunday, 21 September 2025 at 05:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 12 September 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) 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 abovesaid 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 Depository	<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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System My easi new (token) tab. 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, 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 cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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 Depository	<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.nsd.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

Type of shareholders	Login Method
	4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name i.e. Kolte-Patil Developers Limited or e-Voting service provider name i.e. CDSL 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 abovementioned website.

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

CDSL: Members facing any technical issue in login can contact CDSL helpdesk by sending a request at :helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

NSDL: Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Kolte-Patil Developers Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 the email address viz; nitinprabhunecs@gmail.com and to the Company at the email address viz; investorrelations@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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/ THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. 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 7 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 7 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

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 company at investorrelation@koltepatil.com and RTA at 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 toll free no. 1800 21 09 911.

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 toll free no. 1800 21 09 911.

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

Vinod Patil
Company Secretary
(Membership No. A13258)

Place: Pune
Date: 29 August 2025

THE PROFILE OF DIRECTOR SEEKING APPOINTMENT, AS REQUIRED IN TERMS OF REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2

Particulars	Mr. Tuhin Parikh	Mr. Asheesh Mohta	Mr. Mohit Arora
Present Designation	Additional Director (Non-Executive and Non-Independent)	Additional Director (Non-Executive and Non-Independent)	Additional Director (Non-Executive and Non-Independent)
Director Identification Number	00544890	00358583	08100136
Age	52 years	48 years	37 years
Date of first appointment	11 August 2025 (Not liable to retire by rotation)	11 August 2025 (liable to retire by rotation)	11 August 2025 (liable to retire by rotation)
Qualification	Bachelor of accountancy degree from Narsee Monjee College of Commerce and Economics, and an MBA from Indian Institute of Management (Ahmedabad)	Bachelor of Commerce (honors) degree from the University of Calcutta and an MBA from the Indian School of Business.	MBA from the Indian Institute of Management, Bangalore and a BCom (Hons) from Shri Ram College of Commerce, Delhi University.
Expertise in specific functional areas	Mr. Parikh is the Head of Real Estate India at Blackstone. Since joining Blackstone in 2007, Mr. Parikh has been involved in identifying and evaluating Indian real estate in several sectors and completing significant transactions in business park developments and Class A office space plus listing India's first REIT on the stock exchange in 2019.	Mr. Mohta is the Head of Real Estate Acquisitions India at Blackstone, based in Mumbai. Since joining Blackstone in 2007, Mr. Mohta has been involved in analyzing real estate investments across the residential, commercial, and hospitality sectors.	Mr. Arora is the Managing Director in the Real Estate Group at Blackstone and is based in Mumbai. Since joining Blackstone in 2013, Mr. Arora has been involved in various investments in India including Indiabulls, Salarpuria Office Portfolio and Panchshil Office Parks.
Terms and Conditions of appointment	As provided in the explanatory Statement pursuant to Section 102 of the Companies Act, 2013 as part of Notice of Annual General Meeting.	As provided in the explanatory Statement pursuant to Section 102 of the Companies Act, 2013 as part of Notice of Annual General Meeting.	As provided in the explanatory Statement pursuant to Section 102 of the Companies Act, 2013 as part of Notice of Annual General Meeting .

Particulars	Mr. Tuhin Parikh	Mr. Asheesh Mohta	Mr. Mohit Arora
Names of other companies incorporated in India in which Directorship held and committees where he is involved	<p>Director in following companies:</p> <ol style="list-style-type: none"> 1. Knowledge Realty Office Management Services Private Limited 2. Ventive Hospitality Limited 3. Nexus Select Mall Management Private Limited 4. Sumangal Bhavan Private Limited 5. Newton Farms Private Limited 6. Blackstone Advisors India Private Limited <p>Committees in which he is member:</p> <ol style="list-style-type: none"> 1. Ventive Hospitality Limited : - Member of Nomination and Remuneration Committee and Stakeholders Relationship committee 2. Knowledge Realty Office Management Services Private Limited:- Member of Audit Committee, Stakeholders Relationship committee, Corporate Social Responsibility Committee and Risk Management Committee 	<ol style="list-style-type: none"> 1. South City Projects(Kolkata) Limited 2. Bagmane Developers Private Limited 3. GVT Resi Private Limited 4. Horizon Industrial Parks Limited 5. Nexus Select Mall Management Private Limited 	<ol style="list-style-type: none"> 1. GVT Resi Private Limited 2. P-One Infrastructure Private Limited 3. Eon Kharadi Infrastructure Private Limited
No. of Equity Shares held in the Company (% held)	Nil	Nil	Nil
Disclosures between Directors inter se	No inter-se relationship between the Directors	No inter-se relationship between the Directors	No inter-se relationship between the Directors
Remuneration Last Drawn	Not Applicable	Not Applicable	Not Applicable
Remuneration proposed	Not Applicable*	Not Applicable*	Not Applicable*
Number of meetings of Board attended during the financial year 2024-25	Not Applicable	Not Applicable	Not Applicable

* He will be entitled to receive sitting fees for attending the Meetings of the Board of Directors of the Company.