



To,  
The Assistant Manager,  
National Stock Exchange of India Limited Listing  
Department, 'Exchange Plaza', Bandra Kurla  
Complex,  
Bandra (East),  
Mumbai – 400051

To,  
The General Manager,  
BSE Limited,  
Corporate Relationship Department,  
1<sup>st</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

Date: 11 February 2025

**Sub: Scheme of Amalgamation for amalgamation of Kolte-Patil Integrated Townships Limited, a Wholly-Owned Subsidiary Company with the Company**

**ISIN: Equity: INE094I01018 and Debt: INE094I07049, INE094I07064 and INE094I07072.**

**Ref: NSE Symbol and Series: KOLTEPATIL and EQ  
BSE Code and Scrip Code - Equity: 9624 and 532924  
BSE Security Code and Security Name – Debt: 1. 974771 and KPDLZC33;  
2. 975276 and KPDL221223;  
3. 976030 and 0KPDL34.**

Dear Sir/Madam,

Pursuant of Regulation 30, 51 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, read together with Para A of Part A of Schedule III of the Regulations, we wish to inform you that the Board of Directors of Kolte-Patil Developers Limited ("Company") at their meeting held on Tuesday, 11 February 2025, provided its in-principal approval for the Scheme of Amalgamation involving Amalgamation of Kolte-Patil Integrated Townships Limited ("KPITL" or "Transferor Company"), a Wholly-Owned Subsidiary Company of the Company with Kolte-Patil Developers Limited ("KPDL" or "Transferee Company") (hereinafter referred as "Scheme") as per Section 230-232 and other applicable provisions of the Companies Act, 2013.

The Scheme is conditional upon and subject to necessary statutory and regulatory approvals/permissions and approval of the Members and consent from the secured and unsecured creditors of Transferor and Transferee Company.

The required details in terms of the above regulations read with read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 alongwith Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023 issued by the Securities and Exchange Board of India are enclosed as **Annexure A**.

We request you to take the above information on record and the same be treated as compliance under the applicable provision(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

**For Kolte-Patil Developers Limited**

**Vinod Patil  
Company Secretary and Compliance Officer  
Membership No. A13258**

Encl: As above

**KOLTE-PATIL DEVELOPERS LTD.**

CIN : L45200PN1991PLC129428

Pune Regd. Office: 8<sup>th</sup> Floor, City Bay, CTS NO. 14 (P), 17 Boat Club Road, Pune - 411001, Maharashtra, India. Tel.: + 91 20 6742 9200 / 6742 9201  
Bangalore Office: 121, The Estate Building, 10th floor, Dickenson Road, Bangalore 560042, India. Tel.: 080- 4662 4444 / 2224 3135/ 2224 2803

Web.: [www.koltepatil.com](http://www.koltepatil.com) Email id: info.kpdl@koltepatil.com

### Annexure A

| Sr. No. | Details  | Particulars  |
|---------|--|--|
| 1.      | Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;          | <p>The scheme of amalgamation (hereinafter referred as "Scheme") provides for Amalgamation of Kolte-Patil Integrated Townships Limited ("KPITL" or "Transferor Company"), a Wholly-Owned Subsidiary Company of the Company, with Kolte-Patil Developers Limited ("KPDL" or "Transferee Company").</p> <p>Kolte-Patil Developers Limited is a listed company whose securities are listed on National Stock Exchange of India (NSE) and BSE Limited (BSE).</p> <p>The turnover of Kolte-Patil Developers Limited, the Transferee Company, on standalone basis, for the nine months ended on 31 December 2024 is Rs. 62,664 Lakhs (on the basis of unaudited Financial Results).</p> <p>Kolte-Patil Integrated Townships Limited is a wholly-owned subsidiary of the Transferee Company.</p> <p>The turnover of the Transferor Company, on standalone basis, for the nine months ended on 31 December 2024 is Rs. 25,463 Lakhs (on the basis of unaudited Financial Results).</p> |
| 2.      | Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length" | <p>The Transferor Company is the wholly-owned subsidiary of the Transferee Company and is therefore the related party of the Transferee Company.</p> <p>However, the Scheme does not fall within the purview of related party transaction pursuant to the provisions of circular no. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs. Also, pursuant to Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party provisions are not applicable for the Scheme.</p>   |
| 3.      | Area of business of the entity(ies);   | <p>The Transferor Company is primarily engaged in the business of real estate development and developing an integrated township "Life Republic", Hinjewadi, Pune pursuant to the Integrated Township Policy issued by Urban Development Department, Government of Maharashtra, India.</p>  |

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|    |  |   |
|----|--|---|
|    |  | The Transferee Company is engaged in the business of construction and development of residential and commercial complexes, IT Parks, etc.   |
| 4. | Rationale for amalgamation/ merger   | <p>a) The Transferor Company is wholly-owned subsidiary company of the Transferee Company. The proposed amalgamation of the Transferor Company with the Transferee Company would therefore lead to a more efficient utilization of resources of both the entities, cash flows of the Transferor Company, synergies, cost savings, increase in net worth of Transferee Company and create a stronger base for future growth.</p> <p>b) The proposed merger would result in further integration in business strategies, greater financial strength and improved competitive position and flexibility for the Transferee Company. These would consequently result in increased shareholder value.</p> <p>c) This amalgamation will improve the organizational capability arising from the pooling of human capital that has diverse skills, talent and vast experiences.</p> |
| 5. | In case of cash consideration – amount or otherwise share exchange ratio   | <p>The Transferor Company is wholly-owned subsidiary of the Transferee Company. Consequently, pursuant to the Scheme becoming effective, all shares held by the Transferee Company in the Transferor Company shall stand cancelled and no new shares shall be issued by the Transferee Company to the shareholders of the Transferor Company.</p> <p>Also, no other consideration shall pass from the Transferee Company to the Transferor Company.</p>   |
| 6. | Brief details of change in shareholding pattern (if any) of listed entity. | Since there will be no issue of shares, there will be no change in the shareholding pattern of the Transferee Company (Listed Company) pursuant to the Scheme.  |

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