COMPANIES ACT. 1956.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KOLTE- PATIL DEVELOPERS LIMITED

I. The name of the Company is **KOLTE-PATIL DEVELOPERS LIMITED.**

II. The Registered Office of the Company will be situated in the State of Maharashtra, within Jurisdiction of Registrar of Companies, Pune.

III. The objects for which the Company is established are:

A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

*1 To carry on in India or elsewhere the business of builders of flats, dwelling houses, shops, offices, industrial estates, bungalows, chawls, housing colonies, shopping malls, parking plazas, lease of lands and other immovable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any land or lands or buildings of any tenure or description wherever situated or rights or interests therein or connected therewith, to prepare building, sites and to construct, reconstruct, pull down, alter, improve, decorate and furnish and maintain flats, maisonettes, dwelling houses, shops, offices, buildings, industrial estates, works and conveniences of all kinds, to layout roads, pleasure and recreation grounds, to plant, drain or otherwise improve the land or any part thereof and to manage or let the same or any part thereof for any period whether belonging to the Company or not and at such rent and on such conditions as the Company shall think fit, to collect rents and income thereof, to act as contractor or subcontractor for construction related activities, to provide project management services such as designing, planning, constructing, managing, developing real estate projects, sourcing of land, management of construction, arrangement of funds, broking for renting, leasing of premises (including residential, commercial, Industrial premises) and marketing of real estate for a fee, brokerage, commission and to provide property management services, mechanized housekeeping, guesthouse management, facade cleaning, electro mechanical services like electrician, plumber, carpenter, gardening, landscaping and horticulture services, catering and canteen management, office support services like supply of office boys, pantry boys, receptionist, mall management, floor maintenance & restoration services, security management, laundry services, garden & lawn maintenance - hard and soft landscaping, occupancy management.

*** Substituted vide Resolution No. 1 passed through Postal Ballot dated December 6, 2010**

B. OBJECTS INCIDENTAL ON ANCILARY TO THE ATTAINMENT OF MAIN OBJECTS

2. To promote and float and work as Promoters of Co-operative Housing Societies, Industrial Housing Societies, Industrial Estates and any other societies or any type of organisations and to construct or build for such societies, buildings, houses, industrial estates, or any other type of construction works.

3. To carry on in India or elsewhere the business of promoter and/or Contractors of flats, shops, offices, and structures.

4. To manufacture the pre-cast and pre-fabricated houses, buildings, industrial estates, and parts thereof, pillars and any other type of pre-cast and pre-fabricated constructions, and materials and for this purpose to install factories and other plants and machineries,

required for and to obtain licenses and other rights for the purpose of pre-fabrication and pre-cast constructions.

5. To build, construct, erect, improve, maintain, alter, enlarge, purchase, hire or otherwise acquire or provide any buildings, offices, factories, workshops, plants or machinery, or other things necessary or useful for the purpose of carrying out the above objects of the Company, to purchase, take on lease or otherwise acquire lands and hereditaments, of any tenure, for the objects aforesaid, and to sell, lease or otherwise dispose of any property of the Company.

6. To carry on the business of manufacturing, installing and building of re-inforced concrete piles and other types of piles and foundations for all types of buildings and structures.

7. To acquire, build, make, construct, equip, maintain, improve, alter and work factories, buildings, roads, water courses and other works and conveniences which may be necessary or convenient or the purpose of the Company or may seem calculated directly or indirectly to advance the Company's interest and to contribute, to subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management carrying out or control thereof and to carry on the business of merchants and dealers in bricks, timber, hardware and other building requisites, builders, merchants, bricks and tiles, terracotta makers.

8. To purchase, acquire and undertake all or any part of the business property and liabilities of any person or Company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of the Company.

9 To pay for any property, rights or privileges, acquired by the Company or for the services rendered, or to be rendered in connection with the promotion of or the business of the Company or for acquisition of any property for the Company or otherwise either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and to issue any shares either as fully paid up or with such amount credited as paid up thereon, as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company. While so doing the Company shall comply with all requirements of law for the time being in force.

10. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the company for such consideration as may be thought fit and in particular for stock, shares, whether fully or partly paid up, or securities of any other Company.

11. To improve, manage, cultivate, develop, exchange, let on lease, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any of the properties and rights of the Company on such terms as the Company shall determine, and to supply power, light and heat, to layout land for building purposes, and to sell the same, and to build on, improve, let on building leases, advances money to persons, building or otherwise to develop the same.

12. To sell or subject to any rights, concession or licence obtained or contracts entered into and generally to sell the whole or any part of the property and business of the Company for cash or for shares whether fully paid up or not, debentures, or securities of another Company, or partly in cash or partly in such shares, debentures, or securities.

13. To appoint representatives or agents and constitute agencies of the Company in any part of the world.

14. To remunerate any person or Company for any services rendered to the Company or for services rendered or to be rendering in placing or assisting to place, or guaranteeing the placing of, any of the shares of the Company's capital or debentures, debenture stock, or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

15. To subscribe for, acquire, hold, sell and otherwise deal in shares, stock, debentures, debenture-stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any Company (body corporate or undertaking) or whatever nature and where so ever constituted or carrying on business in shares, stocks, debentures, debenture-stock, bonds, mortgages, obligations and other securities issued or guaranteed by any government, sovereign rules, commissioner, trust, municipal, local or other authority or body of whatever nature, whether in India or elsewhere.

16. To lend money to such persons or companies and on such terms as may be deemed expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons or companies, provided that the Company shall not carry on any business which may come within the purview of the Banking Regulation Act, 1949 or of the Insurance Act, 1983.

17. To apply for, purchase or otherwise, acquire and protect, prolong and renew in any part of the world any patents, patent rights, brevets invention, trademarks designs, licences, protections, concessions, monopolies and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences or privileges in respect of or otherwise turn to account, the property, rights and information so acquired and to carry on any business in any way connected therewith.

18 To expend money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes of information of the Company or which the Company may acquire or propose to acquire.

19. To insure with any other Company, firm or persons against losses, damages and risks of all kinds which may affect the Company.

20. To receive moneys, securities or valuables on deposit at interest or otherwise from persons having dealings with the Company or for custody on any terms whatsoever, subject to the provisions of Section 58-A of the Companies Act, 1956 and directions issued by the Reserve Bank of India under the Reserve Bank of India Act, 1934, provided that the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949 nor shall such transactions tantamount to carry on banking business.

21. To invest surplus moneys of the Company in such investments (other than shares or stock in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments.

22. To receive moneys on loan, borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other persons or Company of any obligation undertaken by the Company or any other person or Company as the case may be subject to Section 58-A of the Companies Act, 1956 and Reserve Bank of India directives.

23. To procure registration or recognition of the Company in/or under the laws of any place outside India.

24. To open any kind of account in any bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

25. To engage, employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistants, clerks, coolies, and other servants and laborers and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity to any such person or to his widow or children and generally to provide for the welfare of all employees.

26. To form, incorporate or promote any Company or Companies, whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other objects or object which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in obtaining subscription for or placing or assisting to place or to obtain subscription of or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of the Company or any stock, shares, bonds, debentures, obligations or securities of any other Company held or owned by the Company or in which the Company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other Company in which the Company may have interest.

27. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities supreme, national, local, municipal or otherwise or any place in which the Company may have interest and to carryon any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company, or effecting any modification in the constitution of the Company, or furthering the interests of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company and to oppose and resist, whether directly or indirectly ,any legislation which may seem disadvantageous to the Company and to obtain from any such Government Authority or any company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights privileges and concessions.

28. To amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture licence, or reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engaged in or about to carryon or engage in, or being authorised to carry on or engage in any business or transaction which the Company is authorised to carry on.

29. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase, and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards, and donations.

30. To create any depreciation fund, reserve and, insurance fund, sinking fund, or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company or by way of Investment Reserve or for redemption of debenture or redeemable preference shares or for any other purpose conducive to the interests of the Company.

31. To assist any other Company under the same management with in the meaning of the Companies Act, 1956 or any statutory modification thereof, in any manner and to any extent including the giving of loan and guarantees or the providing of securities of any kind whatsoever in connection with any loan given to the latter by any person, firm or body corporate.

32. To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitous or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.

33. To subscribe, contribute or otherwise to assist or guarantee money for any national, charitable, benevolent object or for any exhibitions.

34. To provide for the welfare of employees (including directors) or ex-employees of the Company or its predecessors in business and the Wives, widows and families or the dependents or connections such persons by building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, houses, profit-sharing, bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to Provident Fund and other associations, institutions, funds, profit-sharing or other- schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit; to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public institutions, objects or purposes, or for any exhibitions.

35. Subject to the provisions of Section 78 of the Companies Act 1956 to place to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think it any moneys belonging to the Company including those received by way of premium on shares, on debentures issued by the Company at a premium and any moneys received in respect of forfeited shares and moneys arising from the re-issue by the Company of forfeited shares.

36. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuating funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are of were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or its allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds circulated to be for the benefit of or to advance the interest and well being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone, or in conjunction with any such other Company as aforesaid.

37. To distribute among the members in specific and property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of winding up, subject to provisions of Companies Act.

38. To manage lands, buildings, houses and other property belonging to the Company and to collect rent and income and supply to tenants and occupiers of all kinds of conveniences and advantages.

39. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce and where need be to contest any awards and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.

40. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops, for scientific and technical research and experiments to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches, both scientific and technical investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings, and conferences and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise generally to encourage, promote and reward studies, researches investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

41. To promote, sponsor, undertake, carry out or assist in any programme of rural development or any activity or promotion and growth of the national economy.

[$]41A. To carry on the business of planting, cultivating, growing, procuring, processing, refining, packing, exporting, importing, blending, trading and selling of all kinds of and varieties of flowers, foliage, potted plants, fruits, vegetables, floriculture, tissue culture, agriculture, horticulture hybrid seed culture, aquaculture and biotech products.

C. OTHER OBJECTS

42. To carry on in all the respective branches or any of them the business of builders, masonry and general construction contractors and among other things to construct, execute, carry out, equip, improve, work roadways, docks, harbors, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric, and other supply works, houses, buildings and erection of every kind.

43. To purchase take on lease or otherwise acquire any mines, mining rights and mettaliferious land and any interest therein and to explore, work, exercise, development and turn to account the same.

44. To carry on the business as an investment Company and for that purpose acquire and hold either in the name of the Company or in that if any nominees, shares, debentures, debenture-stocks, bonds, notes and securities issued or guaranteed by any Government, Commissioner, public body or authority, Supreme, dependent, municipal, local or otherwise, company, corporation, association or trust in any part of the world and to exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares, stocks, obligations or other security including without prejudice to the generality of the foregoing, all such powers to vote or control as may be conferred by virtue of the holding by the Company of same special proportion off the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultancy services for or in relation to any such.

[$] Inserted vide order of Hon'ble Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai for approval to the Scheme of Amlgamation of PNP Agrotech Private Limited and Tuscan Real Estate Private Limited ("Transferor Companies") with Kolte-Patil Developers Limited ("Transferee Company") and their respective shareholders and creditors passed on 08 February 2024.

45. To take up an advertising agency business.

46. To carry on the business as imports, exporters, retailers and wholesalers in any goods.

#47. To construct, build, develop, maintain, operate, own and transfer roads, express ways, intra-urban roads and / or peri-urban roads like ring road and / or urban bypasses, sub-ways, highways, bridges, airports, ports, jetty, rail systems, infrastructure facilities, metro-rail facilities, mono-rail facilities, mass rapid transit system, sky walks, light rain transit system, warehouses, cold storage facilities or other types of storage facilities, water supply projects, irrigation projects, inland water ways, inland ports, water treatment systems, solid waste management systems, sanitation and sewerage systems, sewage treatment and disposal plants or any other public facility of similar nature, chemical and petrochemical plants, fertilizer plants, cements plants, steel plants, concrete plants, refractory plants, gas works, process plants, thermal nuclear and hydroelectric power stations, Free Trade Zones / Special Economic Zones or other Export Promotion Parks, Software Promotion Parks, Electronic Hardware Parks, Bio-Technology Parks or other Industrial Parks, renewable energy facilities, electrical transmissions and distribution for all types of industrial / residential projects, power / energy generating stations, any project for generation and / or distribution of electricity or any other form of power including without limitation thermal, solar, hydro, wind, tidal, geo-thermal and any other form of energy that may be permitted by official policy using conventional fuels such as coal, liquid fuels, liquefied natural gas, liquid petroleum gas or coal gas and/or non-conventional fuels including biomass, storage, handling, packing and transport facilities and all types of logistic services, to enter into agreement with Government / Statutory Authorities including Central and State Government agencies either in India or abroad for selling of carbon credits and also to apply for license, approval as may be required for selling CERs (carbon credits) to any countries, agencies and statutory bodies and also to Companies in India or abroad.

#48. To carry on trade or retail business including acting as importers, exporters, buyers, sellers, dealers, stockists, suppliers, wholesalers, retailers, contractors, stores, lessors, hirers of goods of every description and goods, components, sub-components, consumables, peripherals or products or articles, involved in the goods and to act as agents for any of such articles, goods or any services for Indian or Overseas principals in India through retail formats and including carrying on business through hyper markets, super markets, mega stores / discount stores, cash & carry, departmental stores, shoppers plaza, direct to home, phone order and mail order, catalogue, through Internet and other forms and multi level channels for all products and services, dealing in all kinds of goods, materials and items and establishing, developing, setting up, managing, letting on hire acquiring and running food, service and entertainment centers including but not limited to multiplexes, cinemas, gaming centers, amusement parks, restaurants, Holiday Resorts and food courts or providing various types of hospitality services and acquiring of land or building on lease or freehold or any commercial or industrial or residential building for running and management of retail business and to acquire flats, offices and retail spaces for carrying on retail business and to sell them, lease or sublet them.

 # Inserted vide Resolution No. 2 passed through Postal Ballot dated December 6, 2010

IT IS HEREBY DECLARE THAT

Nothing in this paragraph shall authorise the company to do any business, which may fall within the purview of the Banking Regulation Act 1949 or the Insurance Act, 1938.

IV. The liability of the members is limited.

V. **The Authorised Share Capital of the Company is Rs. 2,24,00,01,000/- (Rupees Two Hundred Twenty Four Crores and One Thousand Only) divided into Rs. 1,24,00,01,000/- (Rupees One Hundred Twenty Four Crores and One Thousand only) comprising of 12,40,00,100 (Twelve Crores Forty Lakhs and One Hundred) Equity Shares of Rs. 10/- (Rupees Ten) each and Rs. 100,00,00,000/- (Rupees One Hundred Crores only) comprising of 10,00,00,000 (Ten Crores) Preference Shares of Rs. 10/- (Rupees Ten) each with a power for Company to reduce its capital or to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being the provided by the Articles of Association of the Company.

****Substituted vide order of Hon'ble National Company Law Tribunal, Mumbai for approval of the Scheme of Amalgamation of Kolte-Patil Integrated Townships Limited ("Transferor Company") with Kolte-Patil Developers Limited ("Transferee Company") and their respective shareholders and creditors passed on 07 October 2025.**

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Name, Address, Description and Occupation of each subscriber and his Signature	No. of Shares taken by each subscriber	Name, Address, Description and Occupation of witness and his Signature
1. Rajesh Anirudha Patil S/o. Shri Anurudha Vishwanath Patil, Residing at 172, Navi Peth, Jalgaon- 425 001. Age : 29, Occ.: Business	One Equity	Diwakar Bapurao Dahotre, S/o. Mr. Bapurao Bandopant Dahotre Chartered Accountant 202, Mahadkar Chambers, Karve Road, Pune–411 029. .
2. Milind Digambar Kolte S/o. Shri Digambar Ninu Kolte Residing at 172, Navi Peth, Jalgaon - 425 001. Age. : 29, Occ. : Business	One Equity	
Total Two Equity Shares		

Place : Jalgaon
Date : 27.7.1991