



Kolte-Patil Developers Limited

(CIN: L45200PN1991PLC129428)

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

Website: www.koltepatil.com • **email:** investorrelation@koltepatil.com **Tel:** +91 20 67429200

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") for the time being in force (including any statutory modification, amendments or re-enactment thereof), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); the Secretarial Standard 2 on General Meetings ("SS2") issued by the Institute of Company Secretaries of India ("ICSI") and SEBI circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 03, 2024 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November, 11, 2024 and Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, 2021 Circular No. 03/2022 dated May 05, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated 22 September 2025 respectively ("MCA Circulars"), and subject to other applicable laws and regulations, that the Resolutions appended below is proposed to be passed by the Members of Kolte-Patil Developers Limited (the "Company") by way of postal ballot through Remote E-voting process.

Pursuant to the MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only to those Members whose e-mail addresses are registered with the Company/Bigshare Services Private Limited, Registrar and Transfer Agent ("RTA") of the Company ("Bigshare") or the Depository Participant(s). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through Remote E-voting

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Nitin Prabhune (CP No:3800), Practicing Company Secretary, Pune as the Scrutinizer for conducting the Postal Ballot process (through remote e-voting only) in a fair and transparent manner.

Members desiring to exercise their votes through the remote e-voting process are requested to refer to the instructions mentioned in the Notice and record "Assent (For)" or "Dissent (Against)" by following the procedure as stated in the Notice.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 and Section 110 of the Act are appended hereto for your consideration and approval.

SPECIAL BUSINESS:

1. TO APPOINT MS. AVANI VISHAL DAVDA AS AN INDEPENDENT DIRECTOR 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 read with Schedule IV 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, Ms. Avani Vishal Davda (DIN: 07504739), 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 November 2025 until the date of ensuing 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 her candidature for the office of director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and has duly registered her name in the data bank of Independent Directors pursuant to Rule 6 of the Companies (Appointment and Qualification of

Directors) Rules, 2014 and under Regulation 25 (8) that she meets the criteria for independence as provided in Regulation 16 (1) (b) of SEBI LODR Regulations and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company with effect from 11 November 2025 up to 10 November 2030 and the term shall not be subject to retirement 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.”

2. TO APPOINT MR. DALIP CHARANJIT SEHGAL AS A NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR 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. Dalip Charanjit Sehgal (DIN: 00217255), 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 25 November 2025 until the date of ensuing 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 25 November 2025 and whose office shall be not 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.”

3. TO APPROVE REMUNERATION PAYABLE TO NON-EXECUTIVE - INDEPENDENT DIRECTORS BY WAY OF COMMISSION

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 Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration by way of commission or otherwise to the Non-Executive Independent Directors of the Company for the financial year 2025-26 and thereafter, at an amount not exceeding 1% p.a. (one percent per annum) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT in the event if in any financial year, there are no profits or profits are inadequate, the Company shall pay to the Directors of the Company, (other than the Managing Director and the Whole-time Directors) commission by way of remuneration in accordance with the limits specified in Schedule V to the Companies Act, 2013 upto Rs. 3 crores (Rupees Three crores) in aggregate.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

Place: Pune
Date: 25 November 2025

By order of Board of Directors
For Kolte-Patil Developers Limited
Sd/-
Vinod Patil
Company Secretary
Membership No. A13258

NOTES:

1. The Explanatory Statement as required, inter-alia, under Section 102 (1) of the Companies Act, 2013 ("the Act") and the SEBI Listing Regulations setting out the material facts relating to the proposed Resolution, is appended to and forms part of this Notice.
2. As per MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Member/Record of Depositories as on 21 November 2025 ("cut-off date") and whose email addresses are registered with the Company/Depositories on the said date.
3. In compliance with Section 108 and other applicable provisions of the Act, read with the related Rules, SEBI Listing Regulations and other law(s) as applicable, the Company is pleased to provide e- voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged services of Central Depository Services (India) Limited for this purpose.
4. The communication of assent/dissent of the Members will only take place through the remote e- voting system.
5. **Remote e-voting will commence on Saturday, 29 November 2025 at 09.00 AM (IST) and end on Sunday, 28 December 2025 at 05.00 PM (IST) (both days inclusive). Members are requested to follow the procedure as stated in the Procedure and Instructions for Remote e-voting for casting their vote.**
6. Member(s) whose name(s) appear in the Register of Members / Record of Depositories as on cut-off date and have not registered / updated their respective email ID(s) may do the same, by following the procedure mentioned herein. Certain documents referred herein, shall be available for inspection accordingly, by the Members from the date of dispatch of this Notice till 28 December 2025 during business hours of the Company. Members seeking to inspect such documents can send an email to investorrelation@koltepatil.com. A person who is not a Member as on the cut-off date, should treat this Notice for information purposes only. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman / Company Secretary or any other authorised personnel of the Company. The results of the Postal Ballot will be announced within two (2) working days from the closure of e-voting. The said results would be displayed at the Registered Office of the Company and on its website at www.koltepatil.com, www.evotingindia.com and simultaneously intimated to the National Stock Exchange of India Limited and BSE Limited.
7. The Notice and Explanatory Statement with requisite enclosures, if any, have also been made available on the website of the Company i.e. www.koltepatil.com and on the website of the e-voting agency viz. www.evotingindia.com. All dates and times mentioned herein, are as per Indian Standard Time.
8. A Member cannot exercise his/her vote through proxy on Postal Ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives and are requested to provide a proof of authorisation (board resolution/authority letter/ power attorney, etc.) in favour of their authorised representatives to the Scrutinizer, by way of upload on the e-voting portal and an email to nitinprabhunecs@gmail.com.
9. Resolutions passed by Members with requisite majority through remote e-voting shall be deemed to be passed on the last date specified for e-voting, i.e. 28 December 2025 as if they have been passed at a General Meeting of the Members.
10. The advertisement confirming dispatch of this Notice, by electronic mode, will be published in the English and Marathi (Pune Edition) newspaper. Requisite related filings made with the Stock Exchange(s), are available on the website of the Company and can be accessed by the Members on the weblink: <https://www.koltepatil.com>.
11. Members who have not registered/updated their email IDs so far are requested to register/ update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Contact Company's RTA, by sending an email at investor@bigshareonline.com along with request letter, folio no., name of the Member, and scanned copy of the share certificate (front and back), PAN Card (self-attested scanned copy) and Aadhar Card (self-attested scanned copy).
Demat Holding	Contact respective Depository Participant.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at (Company's website). Members are requested to submit these details to their

DP in case the shares are held by them in electronic form, and to the Company at registered office, in case the shares are held in physical form.

13. Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates alongwith the self-attested copy of Permanent Account Number (PAN) card and Aadhar card to the Company, to enable us to consolidate all such multiple folios into one single folio.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

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

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	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 Myeasi 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click

Depository	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.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 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.

- (i) 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for Kolte-Patil Developers Limited to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) 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 nitinprabhuneecs@gmail.com and to the Company at investorrelation@koltepatil.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 (investorrelation@koltepatil.com) /RTA email id (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.

If you have any queries or issues regarding attending 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, Central Depository Services (India) Limited ("CDSL"), 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Ms. Avani Vishal Davda was appointed as an Additional Director (Independent) by the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee of the Company with effect from 11 November 2025, pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Avani Vishal Davda will hold office up to the date of ensuing General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Ms. Avani Vishal Davda for the office of Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013 with effect from 11 November 2025 to 10 November 2030.

In terms of Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of such appointment, whichever is earlier. Therefore, the approval of shareholders is being sought for the appointment of Ms. Avani Vishal Davda, through this Postal Ballot

Ms. Avani Vishal Davda has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 17 of SEBI Listing Regulations. In opinion of the Board of Directors of the Company, Ms. Avani Vishal Davda fulfils the conditions specified in the Act and the Rules framed thereunder and SEBI Listing Regulations, for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Avani Vishal Davda as Independent Director is being placed before the shareholders for their consideration and approval.

The terms and conditions of appointment of Ms. Avani Vishal Davda are available for inspection to the shareholders of the Company for all working days at Registered Office between 09.00 a.m. and 03.00 p.m. up to the date of 28 December 2025.

Ms. Avani Vishal Davda would be entitled to receive sitting fees for attending the Meetings of the Board of Directors of the Company and also remuneration by way of commission for the respective financial years, if approved by the Board of Directors from time to time, on the recommendation of Nomination and Remuneration Committee of the Company.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure A to this Notice.

Except Ms. Avani Vishal Davda and her relatives if any, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends this Ordinary Resolution mentioned at Item No. 01 for your consideration and approval.

ITEM NO. 2:

Mr. Dalip Charanjit Sehgal was appointed Additional Director (Non-Executive and Non-Independent), not

liable to retire by rotation, by the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee with effect from 25 November 2025, pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company to hold the office till the conclusion of next Annual General Meeting.

In terms of Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of such appointment, whichever is earlier. Therefore, the approval of shareholders is being sought for the appointment of Mr. Dalip Charanjit Sehgal, through this Postal Ballot.

In the opinion of the Board, he also fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI Listing Regulations, for his appointment as Director (Non-Executive and Non-Independent) of the Company.

The Company has received a notice in writing from a Member under section 160 of the Act, proposing the candidature of Mr. Dalip Charanjit Sehgal for the office of Director of the Company.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure A to this Notice.

Except Mr. Dalip Charanjit Sehgal and his relatives, if any, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends this Ordinary Resolution mentioned at Item No. 02 for your consideration and approval.

ITEM NO. 3

The Company's Non-Executive Independent Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, risk management.

The Non-Executive Independent Directors are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances.

The corporate governance norms have been strengthened by the Companies Act, 2013 and the SEBI Listing Regulations with key emphasis on effective governance, risk management, Environmental, Social, and Governance (ESG), statutory compliances etc. and thereby placing increased accountability on the Board of Directors. The role and responsibilities of the Board of Directors particularly Non-Executive Independent Directors have increased more and require greater time commitments and attention, which reflects in the financial performance and governance.

Pursuant to the provisions of Section 197 of the Act, the Company can pay commission upto 1% p.a. (one percent per annum) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, to its Non-Executive Directors, if there is a Managing Director or Whole Time Director. However, sitting fees paid/to be paid to the Non-Executive Independent Directors shall not be part of the abovementioned limits.

The Board of Directors of the Company at its meeting held on 25 November 2025 on recommendation of Nomination and Remuneration Committee, subject to the approval of the Members, approved payment of commission not exceeding in aggregate, 1% p.a. (one percent per annum) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, to the Non-Executive Independent Directors of the Company for FY 2025-26 and thereafter.

In the event, if there are no profits or profits are inadequate in any financial year, then Company shall pay commission to the Non-Executive Independent Directors of the Company in accordance with the limits specified in Schedule V to the Companies Act, 2013, within the overall limit of Rs. 3 crores (Rupees Three crores) in aggregate.

The Non-Executive Independent Directors along with their relatives are deemed to be concerned or interested, financially or otherwise in the Resolution at Item No.3 of the Notice to the extent of their shareholding in the Company.

The Managing Director and other Key Managerial Personnel of the Company and their relatives are not interested in this resolution.

The Disclosure required under Schedule V to the Company Act, 2013 is given in Annexure I to this Notice.

The Board of Directors of the Company recommends this Special Resolution mentioned at Item No. 03 for your consideration and approval.

Annexure A

The Profile of Director seeking appointment/re-appointment, as required in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard-2 issued by ICSI

Particular	Ms. Avani Vishal Davda	Mr. Dalip Charanjit Sehgal
Designation	Independent Director	Non-Executive Director
Director Identification Number (DIN)	07504739	00217255
Age (in years)	46 years	67 years
Qualification	1. Bachelor's degree in Commerce with Honors (Advertising & Media) from the University of Mumbai 2. Master of Management Studies (MMS) from the Narsee Monjee Institute of Management Studies, University of Mumbai (Gold Medallist)	Bachelor's degree in Arts and a Master's degree in Business Administration from the University of Delhi.
Profile	Ms. Avani Davda is an eminent business leader with diverse experience in operating and leadership roles across consumer, retail and hospitality industries. She has successfully demonstrated skill in creating premium brand experience in the consumer and retail space. Currently, she is strategic advisor at Bain Advisory Network. Prior to joining Bain, she has played multiple leadership roles in various industry segments. Her professional career took off when she started her career with Tata Group as a recruit into the Group's flagship leadership program 'TAS' (Tata Administrative Services) in 2002. Thereafter she worked in Tata companies including TAJ Luxury Hotels (IHCL) and Tata Consumer Products Ltd. She was the Chief Executive Officer of Tata Starbucks Private Limited, the 50/50 joint venture between Starbucks Coffee Company and Tata Global Beverages Limited (TGBL). As the founding CEO, she successfully set up the JV Company and created the right leadership and cultural environment that resulted in aggressive expansion of over 85 Starbucks stores in India in three years. The brand was established in six key metropolitan cities of India and is recognized for unmatched coffee house experience. Subsequently, she played role of MD and CEO at Godrej Nature's Basket from May 2016 to November 2019. In Godrej, she led the transformation and turnaround of the business with a focus on delivering store level profitability culminating in the strategic sale of the business. She was featured in Fortune US's annual global list of '40 under 40 leaders' in 2013	Mr. Dalip Sehgal holds a bachelor's degree in arts and a master's degree in Business Administration from the University of Delhi. He has over four decades of work experience. He has previously been associated with Westerly Retail Private Limited as its Chief Executive Officer, Hindustan Lever Limited as an Executive Director, Godrej Consumer Products Limited, Godrej Hershey Foods & Beverage Limited as its Managing Director & Chief Executive Officer and Graviss Holdings Private Limited (part of the Graviss Group which owns and manages food and beverage retail units and hotels in India) as its Managing Director. He was the Chief Executive Officer of Westerly Retail Private Limited from February 20, 2018, to April 1, 2022. He presently serves as an Executive Director and Chief Executive Officer of Nexus Select Mall Management Private Limited ("NSMMPL"), Manager to Nexus Select Trust and Independent Director on the Board of Indira IVF Hospital Limited. During his employment of over seven years collectively with Westerly Retail Private Limited and NSMMPL, he has been involved in the management of portfolio assets owned by the Sponsor Group.

	and ranked 13 on Fortune and Food & Wine's list of '25 Most Innovative Women in Food and Drink' in 2014 — the only Indian woman on the list. She was nominated as a Young Global Leader in 2014 by the World Economic Forum, Geneva, Switzerland. Avani was also named in "ET & Spencer Stuart Women Ahead" 2019	
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Directorship held: 1. Mahindra Logistics Limited 2. Persistent Systems Limited 3. NIIT Limited 4. Emami Limited Committee Membership held: 1. Mahindra Logistics Limited: i. Audit Committee - Member ii. Stakeholders Relationship Committee - Member 2. Persistent Systems Limited: i. Audit Committee – Member ii. Stakeholder Relationship Committee – Member iii. Corporate Social Responsibility Committee - Chairperson 3. NIIT Limited: i. Audit Committee – Member ii. Stakeholder Relationship Committee - Member iii. Nomination & Remuneration Committee - Chairperson	Directorship held: 1. Indira IVF Hospital Limited Committee Membership held: 1. Indira IVF Hospital Limited: Nominations and Remuneration Committee - Member
Shareholding in Kolte-Patil Developers Limited	Nil	Nil
Relationship with other Director	None	None

Annexure I

STATEMENT PURSUANT TO THE PROVISIONS OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD – 2 ISSUED BY ICSI AND SEBI LISTING REGULATIONS, AS APPLICABLE] IN RESPECT OF ITEM NO. 03 OF THE NOTICE

I. General information:

- a. Nature of Industry: The Company is in the business of Real Estate Development
- b. Date or expected date of commencement of production: The Company is an existing Company and is in operation since 1991.
- c. In case of new companies, expected date of commencement of activities as per project approved by Financial Institution appearing in the prospectus: Not applicable.
- d. Financial performance based on given indicators (Standalone):

(Rs. In Lakhs)

Particulars	Financial Year 2024-25	Financial Year 2023-24	Financial Year 2022-23
Revenue from Operations	1,08,860	57,914	90,273
Profit/(Loss) Before Tax (PBT)	9,136	(10,224)	5,291
Profit/(Loss) After Tax (PAT)	6,862	(7,126)	4,037

- e. Export performance and net foreign exchange earned: Nil
- f. Foreign investments or collaborators, if any:

BREP ASIA III INDIA HOLDING CO VII PTE. LTD (Foreign Promoter) holds 3,54,72,652 equity shares (i.e. 40% of the paid up capital). Further, there is no foreign direct investment in the Company except to the extent of equity shares held by Foreign Portfolio Investors (FPI) and Foreign Institutional Investors (FII).

II. Information about Appointee:

	Ms. Avani Vishal Davda	Mr. Girish Vanvari						
Background details:	Please refer the profile attached as annexure to the Notice and forming part of this notice	Mr. Girish Vanvari is Fellow of the Institute of Chartered Accountants of India with more than 30 years of consulting experience, Mr. Girish Vanvari is the Founder of Transaction Square - a Tax, Regulatory and Business Advisory Firm.						
Past remuneration:	Nil	Except for sitting fees for attending the meeting of Board and Committee thereof, no other remuneration is paid to Mr. Girish Vanvari. The details of sitting fees paid are as follows: (Rs. In Lakhs)<table><tr><td>FY 2024-25</td><td>4.00</td></tr><tr><td>FY 2023-24</td><td>2.00</td></tr><tr><td>FY 2022-23</td><td>4.00</td></tr></table>	FY 2024-25	4.00	FY 2023-24	2.00	FY 2022-23	4.00
FY 2024-25	4.00							
FY 2023-24	2.00							
FY 2022-23	4.00							
Recognition or awards	Please refer the profile attached as annexure to the Notice and forming part of this notice	N.A.						
Job profile and suitability:	Their detailed profiles are provided under heading “Profile of Directors” forming part of this Notice	Mr. Girish Vanvari has regularly worked with many large multinationals and Indian promoter companies in advising them on various tax and regulatory issues. Further, he has built an exclusive legacy of work in M&A deals and restructuring transactions for some of the biggest deals in the industry.						
Remuneration proposed:	Commission or otherwise to the Non-Executive Independent Director of the Company for the financial year 2025-26 and thereafter, at an amount not exceeding 1% p.a. (one percent per annum) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act.							

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current remuneration structure of the industry.	
Pecuniary relationship directly or indirectly with the Company or relationship with the personnel, if any:	Ms. Avani Vishal Davda is not holding any shares of the Company. There is no other pecuniary relationship with the Company or the key Managerial Personnel.	Ms. Girish Vanvari is holding 30,000 equity shares of the Company. There is no other pecuniary relationship with the Company or the key Managerial Personnel.

III. Other information:

a. Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement, Expected increase in productivity in profits in measurability terms:

The Company intends to pay commission up to 1% p.a. (one percent per annum) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013. However, minimum remuneration/commission up to Rs. 3 crores (Rupees Three crores) in aggregate will be paid, if there are no profits or profits are inadequate in any financial year. The minimum remuneration/commission is to be paid in the event of inadequate profits is being proposed as an abundant caution.

IV. Disclosures: N.A.