

NITIN PRABHUNE

B.Com. LL. B. F. C. S.

PRACTICING COMPANY SECRETARY

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CERTIFICATE

To,
The Board of Directors,
Kolte-Patil Developers Limited
8th Floor, City Bay, CTS NO. 14 (P),
17 Boat Club Road, Pune-411 001,
Maharashtra India

Subject: Certificate under Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

I, Nitin Prabhune, a Practicing Company Secretary having Membership Number F6707 and Certificate of Practice Number: 3800 have been engaged by Kolte-Patil Developers Limited (hereinafter referred to as "**the Company**") for the purpose of issuing this certificate in connection with the proposed preferential issue of 1,26,75,685 (One Crore Twenty Six Lakhs Seventy Five Thousand Six Hundred Eighty-Five) equity shares of the Company ("**Subscription Shares**"), having face value of INR 10/- (Indian Rupees Ten only) each, at a price of INR 329/- (Indian Rupees Three Hundred and Twenty Nine only) per Subscription Share, aggregating to INR 417,03,00,365/- (Indian Rupees Four Hundred Seventeen Crores Three Lakhs Three Hundred Sixty Five only) to BREP Asia III India Holding Co VII Pte. Ltd. ("**Proposed Preferential Issue**") in accordance with Regulation 163(2) of Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (hereinafter referred to as "**SEBI ICDR Regulations**").

Examination and Verification

I have examined the following documents and records:

1. Certified true copies of resolutions passed by the Board of Directors of the Company in its meeting held on 13 March 2025 recommending the Proposed Preferential Issue;
2. Draft notice of the extra-ordinary general meeting of the members of the Company for considering the Proposed Preferential Issue;
3. List of proposed allottee and its shareholding in the Company before and after the Proposed Preferential Issue;



4. Valuation report prepared by Mr. Shahid F. Chowala dated 13 March 2025, an independent registered valuer, under the applicable provisions of the SEBI ICDR Regulations and other applicable laws, for pricing of the Proposed Preferential issue;
5. Recommendation of the committee of independent directors of the Company dated 13 March 2025 pursuant to the relevant SEBI ICDR Regulations in favour of the Proposed Preferential Issue;
6. Relevant provisions of the SEBI ICDR Regulations, Companies Act, 2013, and other applicable laws; and
7. Other necessary disclosures and declarations provided by the Company and its management.

Certification

Based on the above examination and the information and explanations provided by the management of the Company, I hereby certify that the Proposed Preferential Issue by the Company is being made in accordance with the provisions and requirements of Chapter V of the SEBI ICDR Regulations including but not limited to the following:


1. Adherence to the conditions for making a preferential issue under Regulation 160;
2. Compliance with pricing norms specified under Regulations 164 and 166A;
3. Compliance with the conditions for disclosures as prescribed under the applicable provisions; and
4. Conformity with the eligibility requirements to make a preferential issue and other provisions of SEBI ICDR Regulations.

This certificate is issued solely for the purpose of compliance with the SEBI ICDR Regulations and placing it before the extra-ordinary general meeting of the shareholders of the Company as required under Regulation 163(2) of the SEBI ICDR Regulations and should not be used for any other purpose without my prior written consent.

Place: Pune

Date: 17.03.2025

Peer Review No: 2197/2022


CS Nitin B. Prabhune

C.P. No.: 3800

UDIN: F006707F004109531

