



Creation, not Construction

**PROCEEDINGS OF 23<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF KOLTE-PATIL DEVELOPERS LIMITED HELD ON SATURDAY, SEPTEMBER 13, 2014 AT 11.00 A.M. AT MAHRATTA CHAMBER OF COMMERCE INDUSTRIES & AGRICULTURE, SUMANT MOOLGAONKAR AUDITORIUM, GROUND FLOOR, A WING, MCCIA TRADE TOWER, SENAPATI BAPAT ROAD, PUNE – 411016**

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**Directors present:**

- |                   |   |
|-------------------|---|
| Mr. Rajesh Patil  | - Chairman and Managing Director and Member |
| Mr. Milind Kolte  | - Executive Director and Member             |
| Mr. Prakash Gurav | - Chairman of Audit Committee               |
| Mr. Jayant Pendse | - Director                                  |

**In attendance:**

- |                    |                           |
|--------------------|---------------------------|
| Mr. Sujay Kalele   | - Chief Executive Officer |
| Mr. Vasant Gaikwad | - Chief Financial Officer |
| Mr. Vinod Patil    | - Company Secretary       |

Mr. Rajesh Patil, Chairman took the Chair.

The Chairman made the following announcements that:

- I. The requisite quorum was present and therefore, called the meeting to order.
- II. The Register of Directors and Key Managerial Personnel and their shareholding pursuant to Section 171 of the Companies Act, 2013 is available for inspection.
- III. The Company has received 4 proxies representing 3,45,49,881 equity shares.
- IV. The Company has received Nil representations from Bodies Corporate.
- V. There are no qualifications, observations or comments on financial transactions or matters, in the auditor's report having any adverse effect on the functioning of the Company.
- VI. The e-voting facility was kept open for a period of three days from Monday, September 08, 2014 at 9.00 a.m. to Wednesday, September 10, 2014 at 5.30 p.m.
- VII. Mr. S. V. Deulkar, Practising Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process and has submitted his report on e-voting.

*(Handwritten Signature)*



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The Chairman welcomed the members to the 23<sup>rd</sup> Annual General Meeting (23<sup>rd</sup> AGM) of the Company and informed them of the present economic scenario and the general working of the Company.

The Chairman then invited queries on Annual Accounts and Reports.

Mr. Rajesh Patil, Chairman and Managing Director of the Company explained in detailed the information asked by the members.

Thereafter, the following notice items Nos. 1 to 17 were transacted at the 23<sup>rd</sup> AGM:

Resolution No. 1	To consider and approve Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date and the Report of the Directors' and Auditors' thereon
Resolution No. 2	To ratify the payment of Interim Dividend on Equity Shares for the financial year 2013-14 and to declare a final dividend on Equity Shares for the financial year 2013-14
Resolution No. 3	To appoint a Director in place of Mrs. Vandana Patil (DIN - 00588888), who retires by rotation and being eligible, offers herself for re-appointment
Resolution No. 4	To re-appoint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the fourth consecutive Annual General Meeting of the Company and to fix their remuneration
Resolution No. 5	To consider and approve amendment to Articles of Association of the Company
Resolution No. 6	To consider and approve re-appointment of Mr. Rajesh Patil as Chairman and Managing Director w.e.f. 15th April 2015 for a period of five years
Resolution No. 7	To consider and approve re-appointment of Mr. Naresh Patil as Whole Time Director designated as Vice Chairman w.e.f. 15th April 2015 for a period of five years
Resolution No. 8	To consider and approve re-appointment of Mr. Milind Kolte as Whole Time Director designated as Executive Director w.e.f. 15th April 2015 for a period of five years
Resolution No. 9	To consider and approve re-appointment of Mrs. Sunita Kolte as Whole Time Director designated as Executive Director w.e.f. 15th April 2015 for a period of five years



*(Handwritten signature)*





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Resolution No. 10	To consider and approve appointment of Mr. Jayant Pendse as Independent Director of the Company with effect from September 13, 2014 up to September 12, 2019, not liable to retire by rotation
Resolution No. 11	To consider and approve appointment of Mrs. Manasa Vishwanath as Independent Director of the Company with effect from September 13, 2014 up to September 12, 2019, not liable to retire by rotation
Resolution No. 12	To consider and approve appointment of Mr. G. L. Vishwanath as Independent Director of the Company with effect from September 13, 2014 up to September 12, 2019, not liable to retire by rotation
Resolution No. 13	To consider and approve appointment of Mr. Achyut Watve as Independent Director of the Company with effect from September 13, 2014 up to September 12, 2019, not liable to retire by rotation
Resolution No. 14	To consider and approve appointment of Mr. Prakash Gurav as Independent Director of the Company with effect from September 13, 2014 up to September 12, 2019, not liable to retire by rotation
Resolution No. 15	To consider and approve the place of keeping register of members and debenture holders at the place other than the Registered office of the Company
Resolution No. 16	To consider and approve the Employee Stock Option Scheme 2014
Resolution No. 17	To consider and approve appointment of Mr. Nirmal Kolte as Vice President - Projects w.e.f. October 01, 2014 for period of 5 years

*Note: This does not purport to be the minutes of the Annual General Meeting of the Company.*

The voting on all the above resolutions was conducted through e-voting pursuant to the Clause 35B of the Listing Agreement and by way of Poll at the 23<sup>rd</sup> AGM of the Company.

The voting results on the above resolution was declared by Mr. Rajesh Patil, Chairman and Managing Director on the basis of the Report of Scrutinizer i.e. Mr. S. V. Deulkar, Practicing Company Secretary (for E-Voting and Poll).

The voting result along with Report of Scrutinizer shall also be posted on the Company's website.

For Kolte-Patil Developers Limited

Vinod Patil  
Company Secretary and Compliance Officer



S. V. Deulkar  
Practicing Company Secretary  
63, Ashoknagar, Pune -411007

To  
The Chairman,  
Kolte - Patil Developers Limited,  
2<sup>nd</sup> Floor, City Point,  
Pune - 411001

**Sub: Results of E-voting and Poll**

Dear Sir,

I undersigned, S. V. Deulkar, Practicing Company Secretary who have been appointed as the Scrutinizer of Kolte - Patil Developers Limited for following:

- a) E-voting conducted during 8th September, 2014 to 10th September, 2014,
- b) Poll conducted at 23<sup>rd</sup> Annual General Meeting (AGM) held on 13<sup>th</sup> September, 2014 and
- c) Combined report of E-voting and Poll


for the resolutions contained in the Notice of the said 23<sup>rd</sup> Annual General Meeting (AGM) held on 13<sup>th</sup> September, 2014.

I enclose my Reports on E-voting, Poll and Combined report of E-voting and Poll for your information and records.

I hereby declare that all the 17 (seventeen) resolutions as per the aforesaid Notice of the AGM of the Company have been passed by the requisite majority.

Thanking you,

Yours faithfully,



S. V. Deulkar  
Practicing Company Secretary  
C. P. No. 965

Place: Pune  
Date: 13<sup>th</sup> September, 2014

S. V. Deulkar

Practicing Company Secretary  
63, Ashok Nagar, Pune 411007

**Combined Report**

Kolte - Patil Developers Limited

Annual General Meeting dated 13th September, 2014

Sr. No	Resolutions	E - voting		Voting through Poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	Ordinary Resolution to consider & approve audited Balance Sheet & Profit and Loss Account as at 31st March, 2014.	2558156	0	56557894	0	59116050	0	Resolution passed unanimously
2	Ordinary Resolution to ratify the payment of interim dividend & to declare a final dividend on equity shares for the financial year 2013-14.	2558156	0	56557894	0	59116050	0	Resolution passed unanimously
3	Ordinary Resolution for re-appointment of Mrs. Vandana Patil, who retires by rotation.	1524476	1033680	34569426	0	36093902	1033680	Resolution passed with requisite majority
4	Ordinary Resolution to re-appoint M/s. Deloitte Haskins & Sells LLP as Statutory Auditors of the company & to fix their remuneration.	2558032	44	56557893	0	59115925	44	Resolution passed with requisite majority
5	Special Resolution to consider & approve amendment to the Articles of Association of the company.	2558156	0	56557894	0	59116050	0	Resolution passed unanimously
6	Ordinary Resolution for re-appointment of Mr. Rajesh Patil as Chairman & Managing Director for the period of five years.	1524520	1033636	13560274	0	15084794	1033636	Resolution passed with requisite majority





Sr. No	Resolutions	E - voting		Voting through Poll		Total		Result
		No. of Votes For	No. of Votes Against	No. of Votes For	No. of Votes Against	No. of Votes For	No. of Votes Against	
7	Ordinary Resolution for re-appointment of Mr.Naresh Patil as a Whole Time Director designated as Vice Chairman for the period of five years.	1524520	1033636	13543843	0	15068363	1033636	Resolution passed with requisite majority
8	Ordinary Resolution for re-appointment of Mr.Milind Kolte as a Whole Time Director designated as Executive Director for the period of five years.	1524508	1033648	44576185	0	46100693	1033648	Resolution passed with requisite majority
9	Ordinary Resolution for re-appointment of Mrs. Sunita Kolte as a Whole Time Director designated as Executive Director for the period of five years.	1524520	1033636	14141006	0	15665526	1033636	Resolution passed with requisite majority
10	Ordinary Resolution for appointment of Mr.Jayant Pendse as an Independent Director, not liable to retire by rotation.	1524520	1033636	56557894	0	58082414	1033636	Resolution passed with requisite majority
11	Ordinary Resolution for appointment of Mrs. Manasa Vishwanath as an Independent Director, not liable to retire by rotation.	224	2557932	56557893	0	56558117	2557932	Resolution passed with requisite majority
12	Ordinary Resolution for appointment of Mr. G.L.Vishwanath as an Independent Director, not liable to retire by rotation.	224	2557932	56557893	0	56558117	2557932	Resolution passed with requisite majority
13	Ordinary Resolution for appointment of Mr. Achyut Watve as an Independent Director, not liable to retire by rotation.	2558156	0	56557893	0	59116049	0	Resolution passed unanimously
14	Ordinary Resolution for appointment of Mr. Prakash Gurav as an Independent Director, not liable to retire by rotation.	2558156	0	56557893	0	59116049	0	Resolution passed unanimously



Sr. No	Resolutions	E - voting		Voting through Poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
15	Special Resolution for approval of place of keeping register of members & debenture holders at the place other than Registered Office of the company.	2558156	0	56557893	0	59116049	0	Resolution passed unanimously
16	Special Resolution for approval of the Employee Stock Option Scheme 2014.	1524476	1033680	56557893	0	58082369	1033680	Resolution passed with requisite majority
17	Special Resolution for appointment of Mr. Nirmal Kolte as Vice President for the period of five years.	2558156	0	44576185	0	47134341	0	Resolution passed unanimously



*S.V. Deulkar*

**S.V. DEULKAR**  
**COMPANY SECRETARY**  
**FCS 1321 C. P. 965**  
**63 Ashok Nagar-Pune 411007**