



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,
1st floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Date: 30 May 2025

Sub: Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31 March 2025

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: 974771 and KPDLZC33
BSE Security Code and Security Name – Debt: 975276 and KPDL221223
BSE Security Code and Security Name – Debt: 976030 and 0KPDL34**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, please find enclosed herewith the Secretarial Compliance Report for the year ended 31 March 2025.

This is for your information and record.

For Kolte-Patil Developers Limited

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

KOLTE-PATIL DEVELOPERS LTD.

CIN: L45200PN1991PLC129428

Pune Regd. Office: 8th 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 Email id: info.kpdl@koltepatil.com

**Secretarial Compliance Report of Kolte-Patil Developers Limited
For the Financial Year ended March 31, 2025**

To,
Kolte-Patil Developers Limited,
8th Floor, City Bay, CTS NO. 14 (P),
17, Boat Club Road, Pune,411001

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Kolte-Patil Developers Limited** bearing CIN:L45200PN1991PLC129428 (hereinafter referred as the listed entity), having its registered office at 8th Floor, City Bay, CTS NO. 14 (P),17,Boat Club Road, Pune, 411001 in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the **Financial Year ended on March 31, 2025 (Review Period)**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **SVD & Associates, Company Secretaries**, have examined:

- all the documents and records made available to us and explanation provided by the listed entity
- the filings/ submissions made by the listed entity to the stock exchanges
- website of the listed entity
- any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended **March 31, 2025** in respect of compliance with provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars/Guidelines issued thereunder have been examined, include:

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR);
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR);
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST);
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the listed entity during the review period)**;
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI SBEB);
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. Securities and Exchange Board of India (Depositories and Participants Regulations), 2018;
- i. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with Client;
- j. The Securities and Exchange Board of India (Debenture Trustees) Regulation, 1993;
- k. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2021 **(Not applicable to the listed entity during the review period)**

And Circulars/Guidelines issued thereunder;

Based on the above examination, we hereby report that, during the review period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified in **Annexure I**:



b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in previous reports	Observations made in the secretarial compliance report for the year ended 2023-24	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	As informed by the listed entity, the non-submission of statement of utilization of issue proceeds was due to non-availability of specific tab for such submission on the portal of the exchange.	March 31, 2024.	As per regulation 52 (7) of LODR Listed entity require to submit on quarterly basis a statement indicating the utilization of the issue proceeds of non-convertible securities.	BSE Limited imposed fine of Rs. 31,000/- for Non-submission of the statement of utilization of issue proceeds for the funds raised by the listed entity by way of issue of Senior, Secured, Listed, Rated, Redeemable Non-Convertible Debentures.	The listed entity paid the said fine to BSE Limited in FY 2023-24. During, FY 2024-25 the listed entity has complied with regulation 52(7) of LODR by submitting the Statement of utilisation of issue proceeds along with the Financial Statements.	Action taken by the listed entity is satisfactory

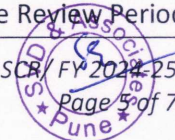


c. We hereby report that, during the review period the compliance status of the listed entity with the following requirements

Sr. No.	Particulars	Compliance status	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes Yes	Nil Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes Yes Yes	Nil Nil Nil
4.	Disqualification of Director: None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013	Yes	Nil
5.	Details related to Subsidiaries of listed entities: a. Identification of material subsidiary companies b. Requirements with respect to disclosure of material as well as other subsidiaries	Yes Yes	Nil Nil
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	Yes	Nil



7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: a. The listed entity has obtained prior approval of Audit Committee for all Related party transactions b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.	Yes NA	Nil The Listed entity has obtained prior approval of audit committee for all the Related Party Transactions.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes Yes	Nil As per our observation in Annexure I to Table (a).
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on compliance with the provisions of the LODR Regulations by listed entities.	NA	There is no case of Resignation of Statutory Auditor from the Listed Entity or its Material Subsidiaries during the Review Period.



13.	No additional non-compliances observed: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	Yes	Nil
14.	Disclosure about Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI LODR: As detailed in SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 Para 11 the secretarial compliance report issued by a Peer Reviewed Company Secretary under regulation 24A(2) of the LODR Regulations shall include a confirmation on compliance with the following requirements by the listed entity: a. The scheme document has been uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021. b. The documents uploaded on the website has minimum information disclosed to shareholders as per SEBI (SBEB) Regulations, 2021. c. The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity is placed before the board of directors for consideration and approval.	Yes Yes NA	Nil There is no redaction of information in the Scheme Document by the listed entity

**For SVD & Associates
Company Secretaries**

**Sridhar Mudaliar
Partner**

FCS No: 6156

C P No: 2664

Peer Review No: 6357/2025

UDIN: F006156G000488550

Place: Pune

Date: May 29, 2025



Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as 'Annexure A' & forms an integral part of this report.

ANNEXURE A

To,

Kolte-Patil Developers Limited,
8th Floor, City Bay, CTS NO. 14 (P),
17, Boat Club Road, Pune, 411001

Our Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

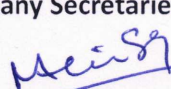
Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. We have relied on the documents and evidence provided physically and through electronic mode.
5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer

6. The Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

For SVD & Associates
Company Secretaries


Sridhar Mudaliar
Partner



FCS No: 6156
C P No: 2664

Peer Review No: 6357/2025
UDIN: F006156G000488550

Place: Pune
Date: May 29, 2025

Annexure I to Secretarial Compliance Report of Kolte-Patil Developers Limited for the year ended March 31, 2025

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in Annexure I

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Listed Entity is required to give Prior intimation to the stock exchanges at least eleven working days before a proposal placed before the Board of Directors of the Company to alter the form or nature of the Company's listed securities.	Regulation 29(3) of SEBI (LODR) (regulation 29(3) omitted w.e.f May 17, 2024)	Delay in prior intimation about the meeting of the Debenture Allotment Committee of Board of Directors held on March 19, 2024 to amend the transaction document and to change the terms of listed .NCDs	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)	email communication as observation.	Delay in prior intimation about the meeting of the Debenture Allotment Committee of Board of Directors held on March 19, 2024 to amend the transaction document and to change the terms of listed NCDs.	fine of Rs. 11,800/- each (inclusive of GST) by BSE and NSE	Regulation 29(3) of SEBI (LODR) Delay in prior intimation about the meeting of the Debenture Allotment Committee of Board of Directors held on March 19, 2024 and the Company paid fine of Rs. 11,800 each (inclusive of GST) on April,30 2024 to NSE and BSE respectively.	The listed entity inadvertently not considered March 8, 2024, which was trading holiday on account of 'Mahashivaratri' while submitting the prior intimation about the meeting of the Debenture Allotment Committee of Board of Directors held on March 19, 2024. The listed entity paid fine of Rs. 11,800/- each (inclusive of GST) to stock exchange on April 30,2024	Nil
2	Where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.	Regulation 17(1)(b) SEBI (LODR)	There was an imbalance in the composition of the board of directors during the period from September 12, 2024 to November 11, 2024 due to completion of the second term of one the Independent Director on September 12, 2024. The listed entity paid fine of Rs. 3,54,000/- each (inclusive of GST) to BSE and NSE on November 25,2024 and on March 18,2025	NSE and BSE	email communication/ form of notice for non compliance 17(1) SEBI (LODR)	There was an imbalance in the composition of the board of directors during the period from September 12, 2024 to November 11, 2024 due to completion of the second term of one the Independent Director on September 12, 2024. The listed entity paid fine of Rs. 3,54,000/- each (inclusive of GST) to BSE and NSE on November 25, 2024 and on March 18, 2025	BSE and NSE imposed fine of Rs. 1,06,200/- each (inclusive of GST) for the period September 12, 2024 to September 30, 2024 and , Rs. 2,47,800/- (inclusive of GST) each for the period from October 01, 2024 to November 11, 2024	There was an imbalance in the composition of the board of directors during the period from September 12, 2024 to November 11, 2024 due to completion of the second term of one the Independent Director on September 12, 2024. The listed entity paid fine of Rs. 3,54,000/- each (inclusive of GST) to BSE and NSE on November 25, 2024 and on March 18, 2025	One of the Non- Executive Non-Independent Director resigned w.e.f. November 11, 2024 as a result, after November 11, 2024, the Board of Directors of the listed entity was consisting with fifty percent of Executive Directors and fifty percent of Non-Executive Independent Directors. The listed entity paid fine of Rs. 3,54,000/- each (inclusive of GST) to BSE and NSE on November 25, 2024 and on March 18, 2025	Nil

