



KOLTE-PATIL DEVELOPERS LTD.

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Annual Report 2006-07

Annual Report 2006-2007

KOLTE-PATIL DEVELOPERS LIMITED

Board of Directors	Mr. Rajesh Patil - Chairman & Managing Director Mr. Naresh Patil - Joint Managing Director Mr. Milind Kolte - Executive Director Mrs. Sunita Kolte - Executive Director Mr. Satish Tandon - Independent Director Mr. Achyut Watve - Independent Director Mr. G.L. Vishwanath - Independent Director Mr. Manish Doshi - Independent Director
Auditors	M/S. BORA KASAT & CO. Chartered Accountants, 1211B, Shukrawar Peth, Subhashnagar, Lane 4 Pune - 411 002
Bankers	IDBI Bank HDFC Bank Limited Vijaya Bank ICICI Bank Limited
Company Secretary	Vinod Patil
Registered Office	2nd Floor, City Point, Dhole Patil Road, Pune - 411 001 (Maharashtra) Phone No. +091 20 6622 6500
Branch Offices	120, 1st Floor, Lavelle Road, Bangalore - 560 001. (Karnataka) Phone No. +91 80 2242803/22243135

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Kolte-Patil Developers Ltd.

NOTICE

Notice is hereby given that the **SIXTEENTH ANNUAL GENERAL MEETING** of **KOLTE-PATIL DEVELOPERS LIMITED** will be held at the Company's Registered Office, at 2nd Floor, City Point, Dhole Patil Road, Pune - 411001 at a short notice on Wednesday, 4th July, 2007 at 11.00 a.m. to transact the following business:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2007 and Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To declare final dividend for the financial year ended 31st March, 2007.
3. To appoint a Director in place of Mr. Rajesh Patil, who retires by rotation and, being eligible, offers himself for re-election.
4. To appoint a Director in place of Mrs. Sunita Kolte, who retires by rotation and, being eligible, offers herself for re-election.
5. To appoint Auditors for the financial year 2007-08 and fix their remuneration.

Special Business:

6. To consider and, if thought fit, to pass with or without modification/s, if any, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. G. L. Vishwanath, who was appointed as Additional Director in terms of Section 260 of the Companies Act, 1956, and holds such office until this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956, and pursuant to Article 174 of the Articles of Association of the Company, signifying his intention to propose Mr. G. L. Vishwanath's candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. To consider and, if thought fit, to pass with or without modification/s, if any, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Manish Doshi, who was appointed as Additional Director in terms of Section 260 of the Companies Act, 1956, and holds such office until this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956, and pursuant to Article 174 of the Articles of Association of the Company signifying his intention to propose Mr. Manish Doshi's candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. To consider and, if thought fit, to pass with or without modification/s, if any, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Satish Tandon, who was appointed as Additional Director in terms of Section 260 of the Companies Act, 1956, and holds such office until this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956, and pursuant to Article 174 of the Articles of Association of the Company signifying his intention to propose Mr. Satish Tandon's candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

9. To consider and, if thought fit, to pass with or without modification/s, if any, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Achyut Watve, who was appointed as Additional Director in terms of Section 260 of the Companies Act, 1956, and holds such office until this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956, and pursuant to Article 174 of the Articles of Association of the Company signifying his intention to propose Mr. Achyut Watve's candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

10. To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in modification of the resolution passed by the members in the Extra-Ordinary General Meeting held on 21st July, 2006 fixing the remuneration payable to Mr. Rajesh Patil, Chairman and Managing Director of the Company, the same be and is hereby modified subject to the approval of the members pursuant to the provisions of section 269, 198, 309 and other applicable provisions of the Companies Act 1956, as given below, for remaining period of his office tenure w.e.f. 1st April, 2007.

- a. **Salary Per Month:** Rs. 5,00,000/- in the scale of Rs. 5,00,000/- to Rs. 10,00,000/-.
- b. **Medical Reimbursement / allowance:** Reimbursement of actual expenses for self and family and / or allowance will be paid as decided by the Board from time to time.
- c. **Leave Travel concession/ allowance:** For self and family once in a year, as decided by decided by the Board from time to time.

RESOLVED FURTHER THAT the other terms & conditions of his appointment remain unchanged."

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11. To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in modification of the resolution passed by the members in the Extra-Ordinary General Meeting held on 21st July, 2006 fixing the remuneration payable to Mr. Naresh Patil, Joint Managing Director of the Company, the same be and is hereby modified subject to the approval of the members pursuant to the provisions of section 269, 198, 309 and other applicable provisions of the Companies Act 1956, as given below, for remaining period of his office tenure w.e.f. 1st April, 2007.

- a. **Salary Per Month:** Rs. 5,00,000/- in the scale of Rs. 5,00,000/- to Rs. 10,00,000/-.
- b. **Medical Reimbursement / allowance:** Reimbursement of actual expenses for self and family and / or allowance will be paid as decided by the Board from time to time.
- c. **Leave Travel concession/ allowance:** For self and family once in a year , as decided by decided by the Board from time to time.

RESOLVED FURTHER THAT the other terms & conditions of his appointment remain unchanged"

12. To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in modification of the resolution passed by the members in the Extra-Ordinary General Meeting held on 21st July, 2006 fixing the remuneration payable to Mr. Milind Kolte, Executive Director of the Company, the same be and is hereby modified subject to the approval of the members pursuant to the provisions of section 269, 198, 309 and other applicable provisions of the Companies Act 1956, as given below, for remaining period of his office tenure w.e.f. 1st April, 2007.

- a) **Salary Per Month:** Rs. 5,00,000/- in the scale of Rs. 5,00,000/- to Rs. 10,00,000/-.
- b) **Medical Reimbursement / allowance:** Reimbursement of actual expenses for self and family and / or allowance will be paid as decided by the Board from time to time.
- c) **Leave Travel concession/ allowance:** For self and family once in a year , as decided by decided by the Board from time to time.

RESOLVED FURTHER THAT the other terms & conditions of his appointment remain unchanged"

13. To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in modification of the resolution passed by the members in the Extra-Ordinary General Meeting held on 21st July, 2006 fixing the remuneration payable to Mrs. Sunita Kolte, Executive Director of the Company, the same be and is hereby modified subject to the approval of the members pursuant to the provisions of section 269, 198, 309 and other applicable provisions of the Companies Act 1956, as given below, for remaining period of his office tenure w.e.f. 1st April, 2007.

- a) **Salary Per Month:** Rs. 5,00,000/- in the scale of Rs. 5,00,000/- to Rs. 10,00,000/-.
- b) **Medical Reimbursement / allowance:** Reimbursement of actual expenses for self and family and / or allowance will be paid as decided by the Board from time to time.
- c) **Leave Travel concession/ allowance:** For self and family once in a year, as decided by decided by the Board from time to time.

RESOLVED FURTHER THAT the other terms & conditions of her appointment remain unchanged."

14. To consider and, if thought fit, to pass with or without modification/s, if any, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to sub-section (1) of Section 163 of the Companies Act, 1956, the Company hereby approves that the records relating to (i) Registers and the Indexes of Members and Debentureholders, (ii) Returns prepared under Section 159 of the said Act together with copies of certificates and documents required to be annexed there to under Section 161 of the said Act or any one or more of them be kept with the Registrar and Transfer Agents of the Company M/s. Bigshare Services Private Limited at E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400072.

RESOLVED FURTHER THAT the Registers, Indexes, Returns, Books, Certificates and Documents of the Company required to be maintained and kept open for inspection under the provisions of the Companies Act, 1956 be kept open for such inspection at the place where they are kept, by the persons entitled thereto to the extent and in the manner and on payment of fees if any, specified in the aforesaid Act on any working day of the Company except when the Registers and Books are closed under the provisions of the Companies Act, 1956 or the Articles of Association of the Company provided, however, that the Register required to be maintained under Section 307 of the said Act shall be open for inspection of the Members and holders of the Debentures of the Company, if any, as aforesaid, between the hours abovementioned during the period prescribed by sub-section 5(a) of Section 307".

Kolte-Patil Developers Ltd.

15. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary resolution**

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of section 293 (1) (a) and 293(1) (d) of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company ("The Board") to mortgage and / or charge any or all the immovable and movable properties of the Company, wheresoever situate, present or future and to borrow from time to time for the purpose of the Company's business any sum or sums of money as it may deem fit and proper notwithstanding that the moneys to be so borrowed together with moneys already borrowed by the Company, if any (apart from temporary loans obtained from Company's bankers and Directors in the ordinary course of business) may exceed the aggregate for the time being of the paid-up share capital of the Company and its free reserve, if any, that is to say, reserves not set apart for any specific purpose, provided, that the total amount of the moneys already borrowed (apart from temporary loans obtained from the Company's bankers and Directors in the ordinary course of business) shall not exceed Rs. 600 Crores (Rupees Six hundred Crores) outstanding at any one time and that for the implementation of this resolution the Board may act through any member thereof or any other person duly authorized by the Board in that behalf."

RESOLVED FURTHER THAT Mr. Rajesh Patil, Chairman and Managing Director and Mr. Milind Kolte, Executive Director, of the Company be and are hereby severally authorized to negotiate with banks, Financial Institutions, Finance Companies and Non-Banking Finance Companies and accept terms and conditions of the loans / debts/ borrowings for and on behalf of the Company.

RESOLVED FURTHER THAT Mr. Rajesh Patil, Chairman and Managing Director and Mr. Milind Kolte, Executive Director of the Company be and are hereby severally authorized to sign and execute on behalf of the Company all necessary papers, documents, letters, agreements, undertakings, guarantees and any other documents required for borrowings by the Company.

RESOVLED FURTEHR THAT Mr. Rajesh Patil, Chairman and Managing Director and Mr. Milind Kolte, Executive Director of the Company be and are hereby authorized or any one director and Company Secretary, to affix Common Seal of the Company on all the documents, papers, deeds, undertakings, guarantees and agreements required to be executed for borrowings and are authorized to do all the things, acts and deeds necessary to give effect to this resolution."

Registered Office:

2nd Floor, City Point,
Dhole Patil Road,
Pune - 411 001

27th June 2007

By Order of the Board of Directors

For KOLTE-PATIL DEVELOPERS LIMITED

Vinod Patil

Company Secretary

NOTES:

- a) Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- c) Members / Proxies attending the Meeting are requested to bring their copy of the Annual Report for reference at the Meeting as also the Attendance Slip duly filled in for attending the Meeting.
- d) Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at the Registered Office so as to reach at least 7 days before the date of the Meeting so that the required information can be made available at the Meeting.

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Explanatory Statement pursuant to Section 173 of the Companies Act, 1956**Item No. 6**

At their Meeting held on 26th December, 2006, your Board appointed Mr. G. L. Vishwanath as an Additional Director of your Company pursuant to the provisions of the Articles of Association of your Company and Section 260 of the Companies Act, 1956. Accordingly, in terms of the said Article and Section, Mr.G.L.Vishwanath holds office upto the date of this Annual General Meeting and being eligible, is proposed to be appointed at this Annual General Meeting as a Director liable to retire by rotation.

Advocate G. L. Vishwanath, 45 years is a practicing as senior lawyer from Bangalore for last 20 years. He is practicing before various forums such as High Court, Civil, Criminal and consumer courts, tribunals, state commission and the Supreme Court of India. Other areas of his practice are Constitutional Law, Corporate Law, M&A, Trade Marks, IPR, Contract Act and disputes relating to land and property matters. He has worked previously for three years with ITC Limited in Kolkata.

Your Board considers that in view of the experience and expertise possessed by Mr. G. L. Vishwanath, it would be in the interest of the your Company to appoint Mr.G.L. Vishwanath as a Director of your Company.

Notice and deposit as required under Section 257 of the Companies Act, 1956 has been received from a member proposing the candidature of Mr.G.L.Vishwanath as a Director of your Company.

Except Mr. Vishwanath no other Director is interested in the resolution.

The Directors commend the resolution for acceptance by the shareholders.

Item No. 7

At their Meeting held on 26th December 2006, your Board appointed Mr. Manish Doshi as an Additional Director of your Company pursuant to the provisions of the Articles of Association of your Company and Section 260 of the Companies Act, 1956. Accordingly, in terms of the said Article and Section, Mr. Manish Doshi holds office upto the date of this Annual General Meeting and being eligible, is proposed to be appointed at this Annual General Meeting as a Director liable to retire by rotation.

Mr. Manish Doshi, 45 years is Managing Director of Amoli Organics Private Limited. He is graduate in pharmacy and Master in Finance from Jamnanalal Bajaj Institute of Management Mumbai. He is managing his family business of Rs. 1500 million for last 26 years, since 1980. Amoli Group of companies are in manufacturing of buik drugs, medicines and formulations. Mr. Doshi is currently appointed as Hon. Vice-President of Indian Drugs Manufacturers Association (IDMA). He was Hon. General Secretary of IDMA in 1999.

Your Board considers that in view of the experience and expertise possessed by Mr. Manish Doshi, it would be in the interest of the your Company to appoint Mr. Manish Doshi as a Director of your Company.

Notice and deposit as required under Section 257 of the Companies Act, 1956 has been received from a member proposing the candidature of Mr. Manish Doshi as a Director of your Company.

Except Mr. Doshi no other Director is interested in the resolution.

The Directors commend the resolution for acceptance by the shareholders.

Item No. 8

At their Meeting held on 26th December, 2006, your Board appointed Mr. Satish Tandon, as an Additional Director of your Company pursuant to the provisions of the Articles of Association of your Company and Section 260 of the Companies Act, 1956. Accordingly, in terms of the said Article and Section, Mr. Satish Tandon holds office upto the date of this Annual General Meeting and being eligible, is proposed to be appointed at this Annual General Meeting as a Director liable to retire by rotation.

Mr. Satish Tandon, 60 years is a graduate in Chemical Engineering from Indian Institute of Management, New Delhi, MBA from FMS New Delhi and has also attended management programs at Harvard Business School and Ashridge University, UK. Mr. Tandon was Managing Director of Alfa Laval India Limited until October, 2005. He was also Chairman of four Alfa Laval Group companies. Currently he is director of Alfa Laval India Ltd; Esab India Ltd; and Modern Dairies India Ltd. He has 38 years of rich experience in management of various functions in Alfa Laval Group companies. He is recipient of various prestigious awards such as 'Udyog Ratna-Lifetime Achievement Award' from Wisitex Foundation, NRIA Award for Excellence as Best Industrialist, and IMM Award for Excellence in 2003.

Your Board considers that in view of the experience and expertise possessed by Mr. Satish Tandon, it would be in the interest of the your Company to appoint Mr. Satish Tandon as a Director of your Company.

Notice and deposit as required under Section 257 of the Companies Act, 1956 has been received from a member proposing the candidature of Mr. Satish Tandon as a Director of your Company.

Except Mr. Tandon no other Director is interested in the resolution.

The Directors commend the resolution for acceptance by the shareholders.

Kolte-Patil Developers Ltd.

Item No. 9

At their Meeting held on 26th December, 2006, your Board appointed Mr. Achyut Watve, as an Additional Director of your Company pursuant to the provisions of the Articles of Association of your Company and Section 260 of the Companies Act, 1956. Accordingly, in terms of the said Article and Section, Mr. Achyut Watve holds office upto the date of this Annual General Meeting and being eligible, is proposed to be appointed at this Annual General Meeting as a Director liable to retire by rotation.

Mr. Achyut Watve, 54 years, is a Civil Engineer from University of Pune. Mr. Watve is a senior partner of M/S Y. S. Sane Associates, a well known Structural Consultants in Pune and Mumbai. He is associated with this firm for more than 22 years as partner, out of his total experience of more than 27 years in field of Structural Engineering. Under his leadership his firm has provided structural designs and consultancy for almost all the builders, developers and architects in Pune and Mumbai. Majority of the recent high-rise buildings, commercial and residential projects, hotels and retail projects in Pune and Mumbai are using structural designs created by Mr. Watve's firm.

Your Board considers that in view of the experience and expertise possessed by Mr. Achyut Watve, it would be in the interest of the your Company to appoint Mr. Achyut Watve as a Director of your Company.

Notice and deposit as required under Section 257 of the Companies Act, 1956 has been received from a member proposing the candidature of Mr. Achyut Watve as a Director of your Company.

Except Mr. Watve no other Director is interested in the resolution.

The Directors commend the resolution for acceptance by the shareholders.

Item No. 10

The Board, at its aforesaid meeting, decided (based on the recommendations of Remuneration Committee) to increase the remuneration of Mr. Rajesh Patil, Chairman and Managing Director of the Company, effective from 1st April, 2007, subject to the approval of the members in the general meeting.

Mr. Rajesh Patil, 44 Years, Chairman and Managing Director, holds a degree in Civil Engineering from the University of Mysore. He started his carrier in 1989 with Kolte – Patil Group & has a total experience of more than 17 years. Under his leadership, the Company is taking strides towards achieving a goal of making Kolte-Patil Group a renowned name in real estate development in India & abroad. His role & responsibilities include business development, land procurement & funding requirements of the group companies. He will be also responsible for the new business planning & strategies.

The revised remuneration payable to Mr. Rajesh Patil is as detailed below:

- a. **Salary Per Month:** Rs. 5,00,000/- in the scale of Rs. 5,00,000/- to Rs. 10,00,000/-.
- b. **Medical Reimbursement / allowance:** Reimbursement of actual expenses for self and family and / or allowance will be paid as decided by the Board from time to time.
- c. **Leave Travel concession/ allowance:** For self and family once in a year, as decided by decided by the Board from time to time.

The other terms & conditions of there appointment remain the same.

The above remuneration is within the limits prescribed by the applicable provisions of the Companies Act, 1956.

The Board commends the Resolution for approval by the Members.

This Explanatory Statement may also be treated as the abstract and memorandum of concern or interest under Section 302 of the Act.

Mr. Rajesh Patil, Chairman and Managing Director is concerned or interested in this resolution at Item No. 10 of the Notice.

Item No. 11

The Board, at its aforesaid meeting, decided (based on the recommendations of Remuneration Committee) to increase the remuneration of Mr. Naresh Patil, Joint Managing Director of the Company, effective from 1st April, 2007, subject to the approval of the members in the general meeting.

Mr. Naresh Patil, 42 years, Joint Managing Director, holds a degree in commerce from University of Pune. He started his career in 1991 with Kolte-Patil Group. His role and responsibilities include handling of the day-to-day business operations of the Company's business in Bangalore. He has a total experience of more than 15 years.

The revised remuneration payable to Mr. Naresh Patil is as detailed below:

- a. **Salary Per Month:** Rs. 5,00,000/- in the scale of Rs. 5,00,000/- to Rs.10,00,000/-
- b. **Medical Reimbursement / allowance:** Reimbursement of actual expenses for self and family and / or allowance will be paid as decided by the Board from time to time.
- c. **Leave Travel concession/ allowance:** For self and family once in a year, as decided by decided by the Board from time to time.

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The other terms & conditions of there appointment remain the same.

The above remuneration is within the limits prescribed by the applicable provisions of the Companies Act, 1956.

The Board commends the Resolution for approval by the Members.

This Explanatory Statement may also be treated as the abstract and memorandum of concern or interest under Section 302 of the Act.

Mr. Naresh Patil, Joint Managing Director is concerned or interested in this resolution at Item No. 11 of the Notice.

Item No. 12

The Board, at its aforesaid meeting, decided (based on the recommendations of Remuneration Committee) to increase the remuneration of Mr. Milind Kolte, Executive Director of the Company, effective from 1st April, 2007, subject to the approval of the members in the general meeting.

Mr. Milind Kolte, 46 years, Executive Director, holds a degree in Law from the University of Amaravati and a degree in Commerce from University of Nagpur. He started his career in 1990 with Kolte-Patil Group. His role and responsibilities include handling of all the group companies' day-to-day legal matters and operations, procurement and planning of construction activity. He has a total experience of more than 16 years.

The revised remuneration payable to Mr. Milind Kolte is as detailed below:

- a. **Salary Per Month:** Rs. 5,00,000/- in the scale of Rs. 5,00,000/- to Rs. 10,00,000/-.
- b. **Medical Reimbursement / allowance:** Reimbursement of actual expenses for self and family and / or allowance will be paid as decided by the Board from time to time.
- c. **Leave Travel concession/ allowance:** For self and family once in a year, as decided by decided by the Board from time to time.

The other terms & conditions of there appointment remain the same.

The above remuneration is within the limits prescribed by the applicable provisions of the Companies Act, 1956.

The Board commends the Resolution for approval by the Members.

This Explanatory Statement may also be treated as the abstract and memorandum of concern or interest under Section 302 of the Act.

Mr. Milind Kolte, Executive Director is concerned or interested in this resolution at Item No. 12 of the Notice.

Item No. 13

The Board, at its aforesaid meeting, decided (based on the recommendations of Remuneration Committee) to increase the remuneration of Mrs. Sunita Kolte, Executive Director of the Company, effective from 1st April, 2007, subject to the approval of the members in the general meeting.

Mrs. Sunita Kolte, 39 years, Executive Director, holds a degree in commerce from University of Pune. She started her career in 1996 with Kolte-Patil Group. Her role and responsibilities include handling of day-to-day operations of the Company and looking after administration, sales promotions, advertisements, publicity and public relations for the Company. She has a total experience of more than 10 years.

The revised remuneration payable to Mrs. Sunita Kolte is as detailed below:

- a. **Salary Per Month:** Rs. 5,00,000/- in the scale of Rs. 5,00,000/- to Rs. 10,00,000/-.
- b. **Medical Reimbursement / allowance:** Reimbursement of actual expenses for self and family and / or allowance will be paid as decided by the Board from time to time.
- c. **Leave Travel concession/ allowance:** For self and family once in a year, as decided by decided by the Board from time to time.

The other terms & conditions of there appointment remain the same.

The above remuneration is within the limits prescribed by the applicable provisions of the Companies Act, 1956.

The Board commends the Resolution for approval by the Members.

This Explanatory Statement may also be treated as the abstract and memorandum of concern or interest under Section 302 of the Act.

Mrs. Sunita Kolte, Executive Director is concerned or interested in this resolution at Item No. 13 of the Notice.

Kolte-Patil Developers Ltd.**Item No. 14**

M/s. Bigshare Services Private Limited, will be appointed as Registrar and Transfer Agents for the Company, for the ensuing Initial Public Offering (IPO) of the Company. In view of the appointment of the R&T Agent, it has been decided by the Management of the Company that the Register of Members, Index of Members, copies of certificates and documents required to be annexed thereto etc. which were kept at the office of the Company, be now kept with the Registrar and Transfer Agents M/s. Bigshare Services Private Limited at E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400072. The Board, subject to the approval of the members, passed the resolution in this regard in its meeting held on 27th June, 2007.

A copy of the aforesaid Special Resolution will be sent in advance to the Registrar of Companies, Pune as required under Section 163 of the Companies Act, 1956.

None of the directors is deemed to be interested / concerned in the Special Resolution contained under Item No. 14 of the Notice.

The Board of Directors recommends passing of the aforesaid Special Resolution.

Item No. 15

In view of the proposed financial requirements for purchase lands, ongoing projects, proposed projects, construction of IT parks, project finance etc., the finance will be raised from Financial Institutions, (including overseas Financial institutions), bankers, Non-Banking Financial Companies, Directors, by way of issue of debentures, creation of charge or mortgage on movable or immovable properties of the Company, wherever situated or against pledge of shares, as long term and short term loans, External Commercial Borrowings (ECB), may borrow up to Rs. 600 (Rupees Six hundred Crores).

The resolution placed before this meeting for shareholders consideration and approval.

The consent of the members is, therefore, sought under provisions of Section 293(1) (d) of the Companies Act, 1956, to enable the Directors to borrow the aforesaid amount.

None of the Directors is, in any way, concerned or interested in this resolution.

The Board of Directors recommends this enabling resolution for approval of the members.

Registered Office:

2nd Floor, City Point,
Dhole Patil Road,
Pune - 411 001

27th June 2007

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By Order of the Board of Directors

For KOLTE-PATIL DEVELOPERS LIMITED

Vinod Patil

Company Secretary

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DIRECTORS' REPORT

To,

The Members,
Kolte-Patil Developers Limited

Your Directors take pleasure in presenting their Sixteenth Annual Report on the business and operations of the Company, together with the Audited Financial Accounts for the year ended 31st March 2007.

Financial Results

(Rs.In Million)

Particulars	Current Year 2006-07	Previous Year 2005-06
Sales & other Income	2515.00	554.50
Profit before Tax	1081.30	36.20
Income Tax	243.50	03.40
Profit after Tax	835.00	28.10

Performance Review

Your Company earlier engaged mainly in the business of development of residential and commercial projects. In the year under review, your Company has completed the development of its first Information Technology Park - Giga Space IT Park and as a result of sale of part of this IT Park, the Sales and Other Income of the Company rose sharply from Rs.554.50 million to Rs. 2515.00 million in the year under review, showing growth of 353 % over the previous year. During the current year, Company has incurred total expenditure of Rs. 1433.60 million. as compared to previous year Rs.518.20 million. The Company's Profit Before Tax (PBT) also rose sharply to Rs. 1081.30 million as compared to Rs. 36.20 million. in the corresponding previous year. Your Company looks forward to a manifold increase in development and sale of completed projects in the years to come.

Dividend

In view of the substantial growth in the revenue and profitability during the year under review, your Board has twice declared interim dividend of Rs. 0.50 per paid-up equity share of the Company. Your Directors further recommend a final dividend of Rs. 0.50 per paid-up equity share.

Operations Review

During the year under review, your Company has partly completed construction of two IT parks, namely, Giga Space and E-Space in Viman Nagar, Pune. These IT parks are landmarks on the horizon of Pune and are regarded as one of the best IT Parks in India. The Government of Maharashtra, Department of Information Technology has awarded "Maharashtra IT Awards 2006" to Giga Space IT Park for its best IT infrastructure in the State of Maharashtra. In addition to development of these IT Parks your Company has been engaged in the development of a smaller IT Park, namely, Nano Space. Your Company has launched Green Groves, a residential project at Wagholi.

Initial Public Offering

Your Company has filed Draft Red Herring Prospectus with Securities Exchange Board of India (SEBI) in the month of February 2007 for its Initial Public offering of 19,000,836 equity shares of the face value of Rs. 10 each at a premium to be decided at the launch of IPO for equity dilution of 25.25% of the post issue equity share capital. It is proposed to list equity shares of your company on NSE and BSE exchange.

Directors

Mrs. Sunita Patil, Mrs. Vandana Patil and Ms. Ankita Patil, Directors of the Company have resigned from the Directorship of the Company effective 15th November 2006. The Board has acknowledged and taken on record their valuable contribution during their tenure as Director of the Company.

Your Company has appointed four new additional directors, as independent directors to comply with the post-listing requirements of clause 49 of the Listing Agreement. Mr. G. L. Vishwanath, Mr. Satish Tandon, Mr. Manish Doshi and Mr. Achyut Watve were appointed as independent directors effective 26th December, 2006. These Directors will hold office as additional directors, till the conclusion of ensuing Annual General Meeting of the Company. Being eligible for reappointment the Directors have offered themselves for reappointment as independent directors of the Company.