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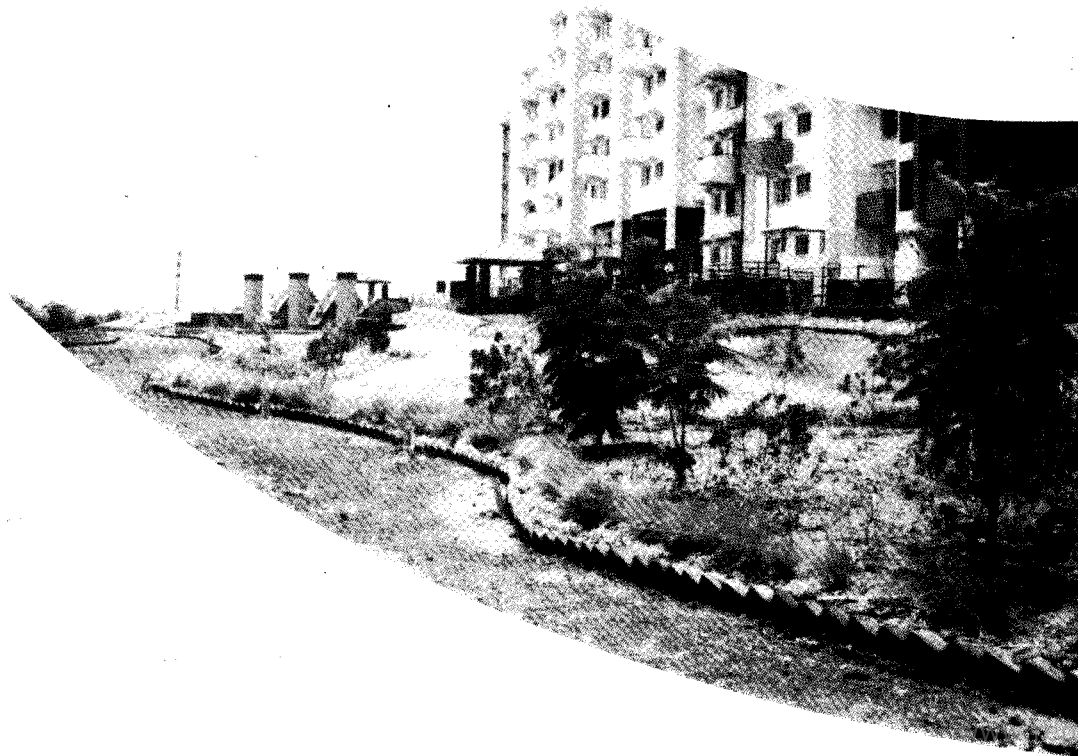
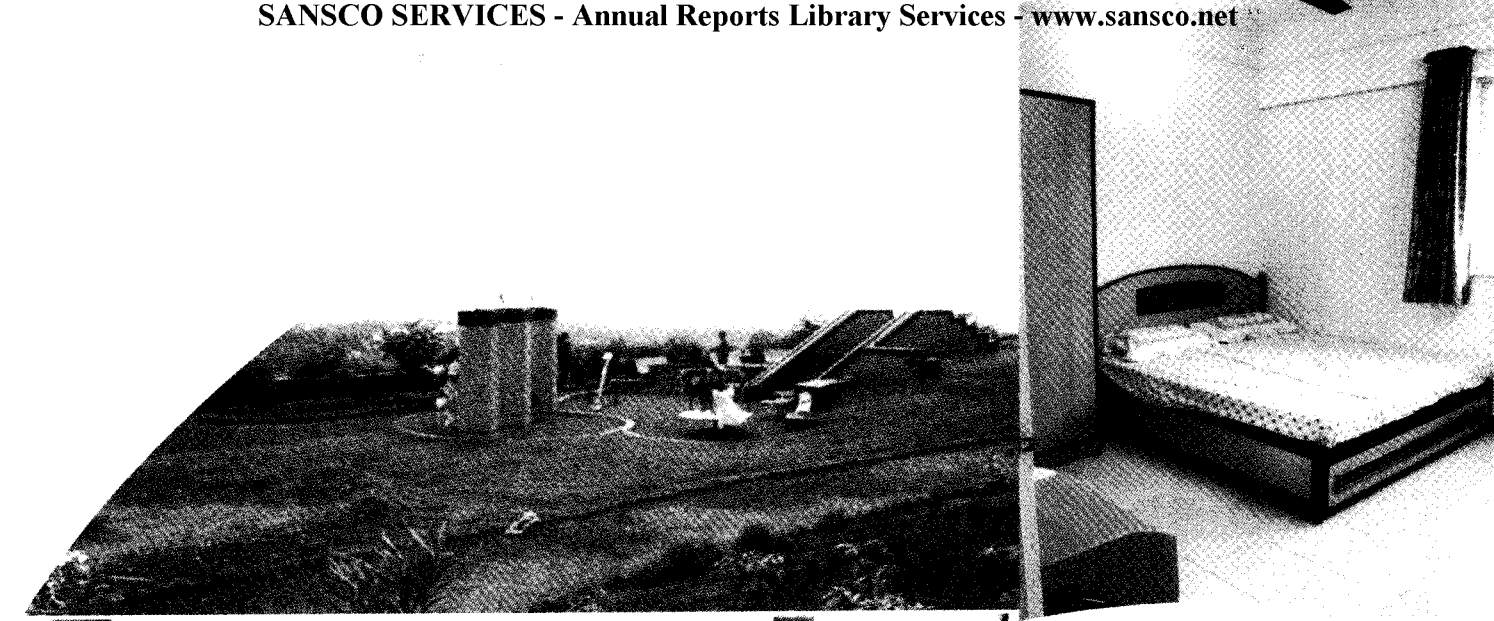
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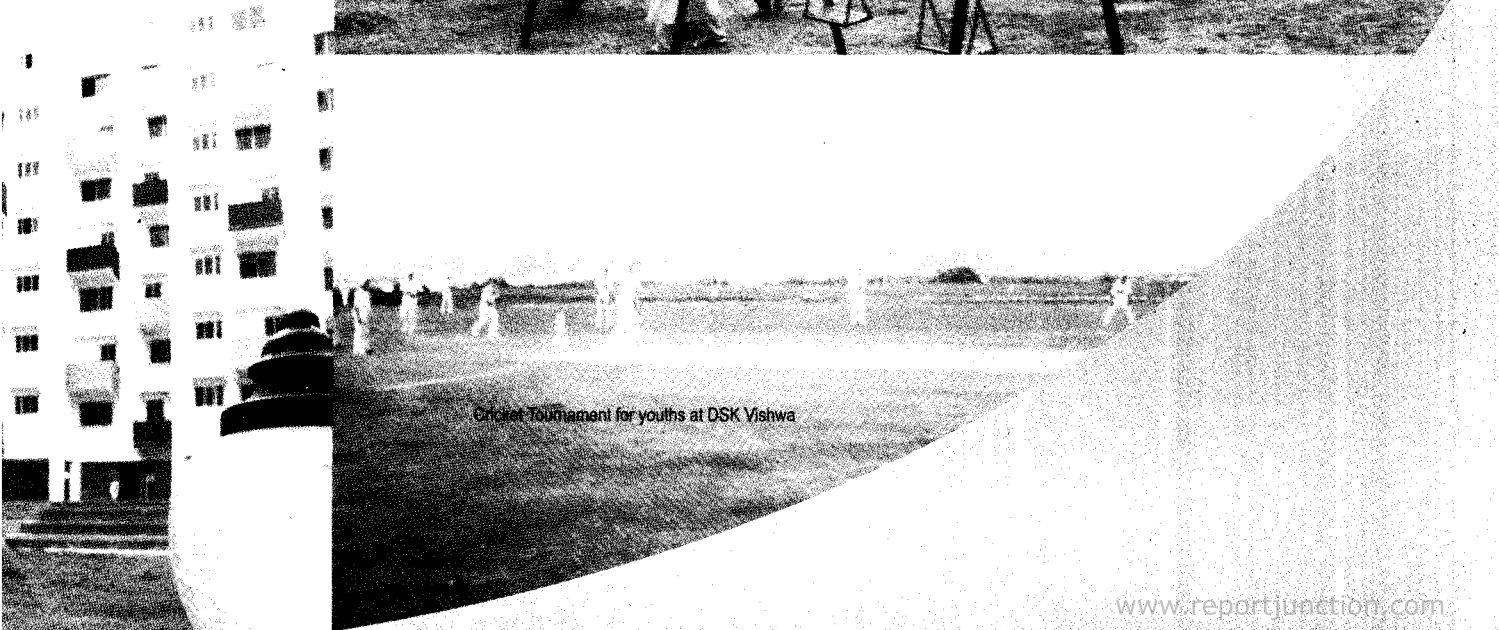
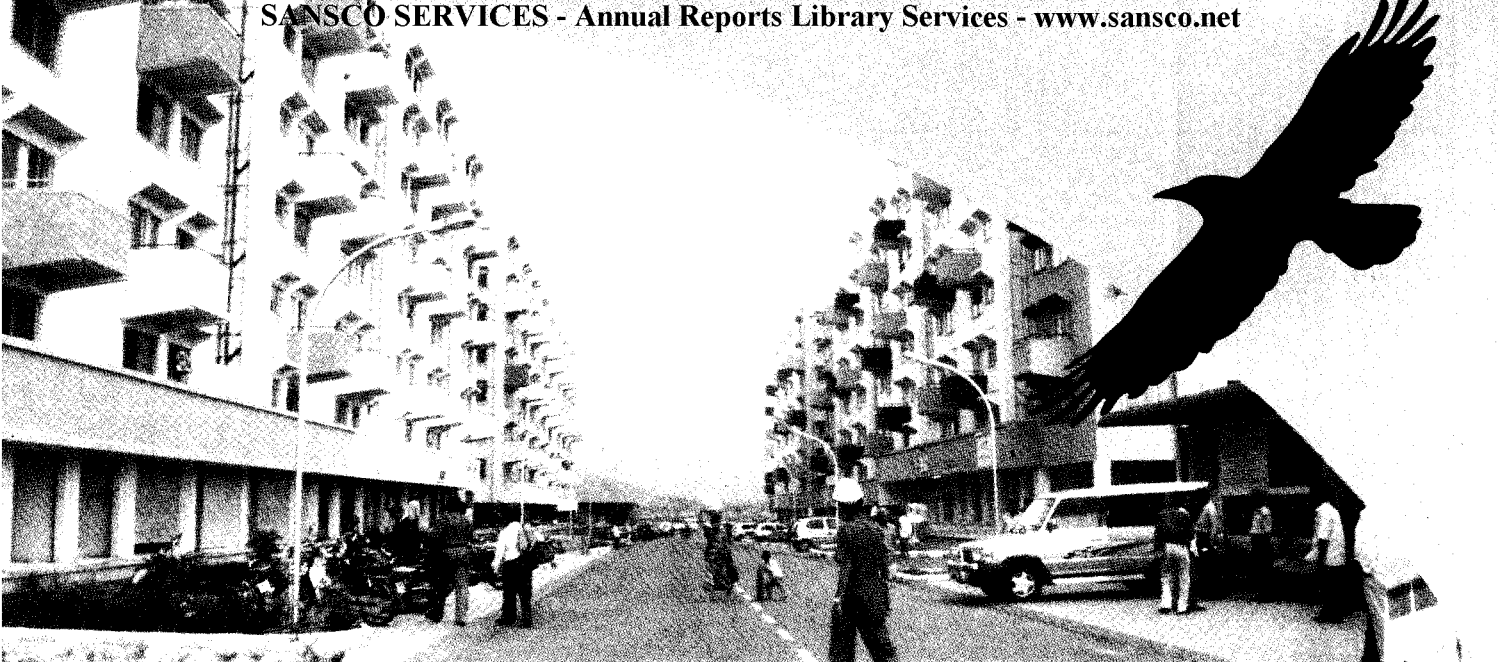
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design
excellence**



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BOARD OF DIRECTORS	:	D. S. KULKARNI (CHAIRMAN & MANAGING DIRECTOR)
	:	S. M. DESHPANDE (JOINT MANAGING DIRECTOR)
	:	VINAY P. PHADNIS (EXECUTIVE DIRECTOR)
	:	V. C. JOSHI
	:	DR. P. S. PALANDE
	:	M. K. P. SETTY
	:	DR. (MRS.) ASHA C. BHATIA
AUDITORS	:	GOKHALE, TANKSALE & GHATPANDE CHARTERED ACCOUNTANTS
COMPANY SECRETARY	:	KAMALJEET KAUR REAL
REGISTERED OFFICE	:	"DSK HOUSE", 1187/60, J. M. ROAD SHIVAJINAGAR , PUNE - 411 005.
ARRANGEMENTS AT	:	DUBAI, BAHARIN, U.K., U.S.A. , KUWAIT
CREDIT RESOURCE	:	INDIAN OVERSEAS BANK SYNDICATE BANK BANK OF MAHARASHTRA ANDHRA BANK THE LAKSHMI VILAS BANK LIMITED THE GREATER BOMBAY CO-OP BANK LIMITED SHREE MAHALAXMI CO-OP. BANK LIMITED

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संस्कृत संस्थापक संस्थापक

NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the Company will be held on Friday, 26th September, 2003 at 9.30 a.m. at the Firodiya Auditorium of Institution of Engineers, Jangli Maharaj Road, Shivaji Nagar, Pune 411 005 to transact the following business:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the audited Balance Sheet as at 31st March, 2003 and the Profit & Loss Account for the year ended on that date and the reports of the Directors and of the Auditors thereon.
- (2) To declare a dividend.
- (3) To appoint a Director in place of Mr. M. K. P. Setty who retires by rotation and being eligible, offers himself for reappointment.
- (4) To appoint a Director in place of Dr. Asha Bhatia who retires by rotation and being eligible, offers herself for reappointment.
- (5) To appoint auditors and fix their remuneration.

NOTES:

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- (2) **THE PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING. FOR ATTENDING THE MEETING MEMBERS / PROXIES SHOULD BRING THEIR ATTENDANCE SLIPS DULY FILLED IN.**
- (3) **Members are requested to notify to the Company immediately any change in their address, quoting folio number and giving complete address in capital letters with the PIN code. The Beneficial Owners of the dematerialized shares may inform the concerned Depository Participant of any change in their address.**
- (4) **The register of members and the share transfer books of the Company will remain closed from 1st September, 2003 to 26th September, 2003 (both days inclusive) for the purpose of the Annual General Meeting.**
- (5) **Members are requested to bring their copies of the Annual Report at the Meeting.**
- (6) **In order to enable the Company to satisfactorily answer questions at the meeting, members who would like to ask any questions about the Annual Report are requested to send their questions so as to reach the Company at least ten days before the Annual General Meeting.**
- (7) **With effect from 30th October 2000 the Company's shares are compulsorily traded in dematerialized mode. The Company has completed the necessary arrangements with the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for dealings in dematerialised shares. Members are requested to get their shares dematerialized as early as possible.**
- (8) **The dividend as recommended by the Directors, if declared at the Annual General Meeting, will be paid to those Members whose names appear on the Register of Members on 26th September, 2003.**

By the order of the Board of Directors,
For **D. S. KULKARNI DEVELOPERS LIMITED**

Place: Pune

Date: 28th June, 2003

D. S. KULKARNI
(CHAIRMAN & MANAGING DIRECTOR)



DIRECTORS' REPORT

Your Directors have pleasure in presenting the Twelfth Annual Report and Accounts for the year ending 31st March, 2003.

(1) FINANCIAL RESULTS

(Rupees in lakhs)

	2002-2003	2001-2002
Sales & Increase in stocks	4,919.30	2,979.57
Profit before tax	150.77	118.21
(Less)/Add: Provision for tax/deferred tax	(8.29)	168.77
Profit after tax	142.48	286.98
Less: Prior year adjustments	(2.42)	-
Add: Balance Brought forward	688.70	672.22
Profit available for Appropriation	828.76	959.20
Less : Transfer to General reserve	-	(270.50)
Proposed Dividend	(77.00)	-
Tax on Dividend	(9.86)	-
Balance carried to Balance Sheet	741.90	688.70

(2) DIVIDEND

Your Directors have pleasure in recommending a dividend of Rs. 0.70/- (i.e. @ 7%) for the year ended 31st March, 2003 on the equity share capital of the Company. This will absorb Rs. 77 Lacs.

(3) WORKING OF THE COMPANY:

Having regard to the constraints presently faced by the construction industry the year under review is another year of satisfactory performance . The turnover during the year has increased by 65.10 % i.e. from Rs. 2,979.57 lacs for the last preceeding year to Rs. 4,919.30 lacs for the year under review. The Profit before tax has increased by 27.55 % from Rs. 118.21 lacs for the last preceeding year to Rs. 150.77 lacs for the year under review.

The various sites at different stages of construction as on the date of the Balance sheet.

S. No.	NAME OF THE SITE	LOCATION
1	DSK Vishwa	Sinhagad Road, Pune
2	DSK Akashganga	Aundh, Pune
3	DSK Ashanagar	Bavdhan, Pune
4	DSK Seniorita	Baner, Pune
5	DSK Orchard	Camp, Pune

(4) DIRECTORS:

During the year, Mr. G. Y. Limaye resigned from the Board due to his preoccupation. The Board of Directors expresses sincere appreciation of the valuable counsel and guidance given by him during his tenure as director of the Company.

Pursuant to article 73 of the articles of association of the Company, Mr. M. K. P. Setty & Dr. (Mrs.) Asha Bhatia retire by rotation and, being eligible, offer themselves for reappointment.

Your Directors recommend their reappointment.

(5) FIXED DEPOSITS:

Fixed deposits from the Public, Shareholders and Employees as on 31st March, 2003 stood at Rs. 506.68 lacs as against Rs. 457.81 lacs as on 31st March, 2002. There were unclaimed deposits of Rs 18.78 lacs as on 31st March, 2003 as against Rs.2.15 lacs as on 31st March, 2002.

(6) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

As the Company does not carry on any manufacturing activity, the particulars relating to conservation of energy & technology absorption required by the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not stated.

At every possible level the Company is trying to conserve the use of electricity.

The Company did not earn any Foreign Exchange in the current year (Previous Year Rs. 8.22 lacs) Foreign exchange outflow amounted to Rs. 3.90 lacs (Previous Year Rs. 8.91 lacs) on account of foreign travelling and other incidental Expenses.

(7) PARTICULARS REGARDING EMPLOYEES:

The company has no employees, whose particulars are required to be given u/s 217 (2A) of the Companies Act, 1956.

(8) AUDITORS:

The auditors M/s Gokhale, Tanksale & Ghatpande, Chartered Accountants, Pune hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. Appropriate certificate under Section 224 (1B) of the Companies Act, 1956, has been received from them. You are requested to re-appoint them as auditors.

(9) AUDIT COMMITTEE:

Pursuant to the provisions of Section 292A of the Companies Act, 1956, an Audit Committee comprising the following directors has been constituted:

1. Mr. V. C. Joshi, Chairman
2. Dr. P. S. Palande, Member
3. Mr. M. K. P. Setty, Member

(10) CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement, the Report on Corporate Governance is attached elsewhere as part of the Annual Report.

(11) DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the requirement under section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2003, the directors have followed the applicable accounting standards along with proper explanation relating to material departures,
- (ii) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period.
- (iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities,
- (iv) that the directors have prepared the annual accounts for the year under review on a going concern basis.

(12) ACKNOWLEDGEMENT:

The Directors wish to place on record their profound gratitude to the bankers, housing finance companies, financial institutions, customers, suppliers, contractors, architects, shareholders and depositors of the Company for their trust, support and co-operation. The Directors also place on record their thanks to the various departments of Government of India, Government of Maharashtra and the authorities of different Municipal Corporations of Maharashtra for their valuable Co-operation.

The Directors wish to express their sincere appreciation of all the employees for their dedication during the year under review.

For & on behalf of the Board of Directors,

Place: Pune
Date : 28th June, 2003

D. S. KULKARNI
CHAIRMAN & MANAGING DIRECTOR

REPORT ON CORPORATE GOVERNANCE

1. Philosophy on Corporate Governance

Your Company believes in attainment of highest levels of transparency in all facets of its operation. The Company is committed to maximising the shareholder value by adopting principles of good corporate governance in line with the provisions stipulated in the listing agreement.

2. Board of Directors

The Board of Directors of the Company consists of a majority of non-executive Directors, many of whom are acknowledged as leading professionals in their respective field. The Board comprises three whole-time Directors and three independent Directors. The Constitution of the Board is given below:

Director	Whole time/ Independent	Number of outside directorship held	Number of membership on Board committees
Mr. D. S. Kulkarni	Whole time	1	2
Mr. S. M. Deshpande	Whole time	-	1
Mr. Vinay P. Phadnis	Whole time	-	-
Mr. V. C. Joshi	Independent	-	3
Mr. M. K. P. Setty	Independent	6	2
Dr. P.S. Palande	Independent	4	5
Dr. K. K. Todmal(expired on 13 th April 2002)	Independent	-	-
Mr. G. Y. Limaye(resigned on 18 th September, 2002)	Independent	-	-
Dr. (Mrs.) Asha C. Bhatia	Non- Independent	-	-

1. An Independent Director is a director who apart from receiving director's remuneration, does not have any material pecuniary relationship or transactions with the company, its promoters, or its management or its subsidiaries, which in the judgement of the Board, may affect the independence of their judgement.
2. Directorships held in foreign companies, private companies and alternate directorships are excluded.
3. During the year under review there were no material transactions between the Company & the independent directors.

3. Audit Committee

The Board of Directors set up the Audit Committee on 21st October, 2000. During the year under review, five meetings were held on 17th June 2002, 30th September 2002, 25th October 2002, 28th October 2002 and 5th January 2003. The audited annual accounting statements for the year 2001-02 were placed before the meeting held on 17th June 2002.

The Constitution of the Committee and the attendance of each member of the Committee is given below:

Name	Designation	Wholetime/ Independent	Profession	Committee Meetings Attended
Mr. G. Y. Limaye	Chairman (resigned on 18.09.2002)	Independent Director	Chartered Accountant	1
Mr. V. C. Joshi	Chairman since 18.09.2002	Independent Director	Management Consultant	5
Mr. P. S. Palande	Member	Independent Director	IAS (Retired)	3
Mr. M. K. P. Setty	Member Since 17.09.2002	Independent Director	Industrialist	2