



घराला घरपण देणारी माणसं®

ANNUAL
REPORT
2016

Our customers are our
"Real Estate"



Dear Friends,

The big news in the real estate sector is notification of Real Estate (Regulation and Development) Act, 2016 ("RERA") on 26th March, 2016. There had been a considerable debate in both the houses of Parliament but finally the Act got passed and after ascent from President got notified too. We open heartedly welcome RERA. It protects the real estate buyers and organised sector real estate developers like your company against the unscrupulous practices followed by unorganised sector players. RERA will help in organised and rapid growth of the real estate sector. The only negative is that the Real Estate Regulator appointed under RERA will add to one more layer of approvals. The Regulator should streamline and automate processes in order to reduce the number of approvals and improve on delivery.

The RBI has been giving the joyous sweetener by reducing interest rates which is enticing more enthusiasm in home buyers now. But the question remains- when to buy. Buyers are preferring the ready possession or nearing possession units. They now seem to be sceptical in buying under construction. This will certainly add to cashflow pressure on builders unlike earlier days when builders used to get sale proceeds in stages. Once the developers adopt to the new cashflow cycle, the activity in the real estate sector will improve.

Currently the real estate cycle is lingering more than expected as such a stretch may prove harmful to the industry. Though Government is taking steps for "ease of doing business" through digitisation, procedure simplification, etc. things are becoming more difficult to handle in the near future.

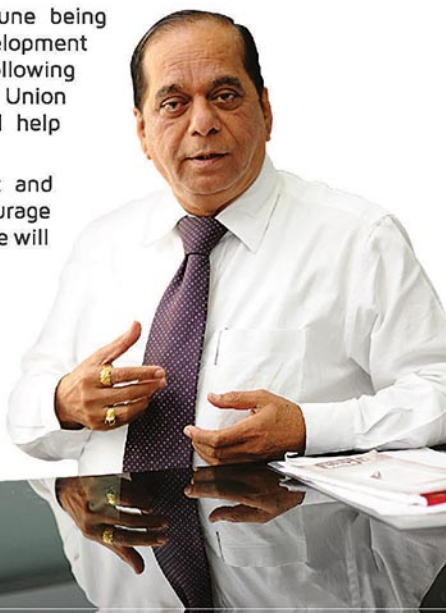
Even during this difficult transition stage, Nevertheless your Company managed to launch three projects. Show must go on. The progress of sites is relatively satisfactory. It will only accelerate when the policy measures by government show results. We are of the opinion that time has come for encouraging results. India is regarded as the best emerging market when the whole world is expecting a lot from us. We are progressing in all the sectors of economy and now it's our duty to contribute to the economy's betterment.

The announcement of Smart Cities and Pune being named as one of the smart cities for development encourages us. Our Company has been long following the smart city criteria in its projects. The 2016 Union budget provisions are encouraging and will help your Company's growth.

In these testing times we remain resilient and steadfast. Your faith in us will always encourage and motivate us to do better and we believe we will stand to the expectations of dear stakeholders.

D S Kulkarni

Chairman & Managing Director
D S Kulkarni Developers Limited.





घराला घरपण देणारी माणसं[®]

NAME OF COMPANY	D. S. KULKARNI DEVELOPERS LIMITED
CIN	L45201PN1991PLC063340
REGISTERED ADDRESS	DSK House, 1187/60, J. M. Road Shivajinagar, Pune 411005
CONTACT NO. & FAX NO.	020 66047100 /020 25535772
WEBSITE	www.dskdl.com
EMAIL ID	secretarial@dskdl.com
BOARD OF DIRECTORS	MR. D. S. KULKARNI (Chairman & Managing Director) MR. V. C. JOSHI DR. M. K. P. SETTY MR. K. K. TAPARIA MR. R. D. KHAROSEKAR DR. MADHURA CHATRAPATHY MR. SHIRISH KULKARNI (Executive Director)
COMPANY SECRETARY	MR. AMOL PURANDARE
CHIEF FINANCIAL OFFICER	MR. NITIN DESHPANDE
CREDIT SOURCES	STATE BANK OF INDIA SYNDICATE BANK BANK OF MAHARASHTRA UNION BANK OF INDIA IDBI BANK LIMITED VIJAYA BANK ICICI BANK LIMITED ICICI HOME FINANCE COMPANY LIMITED INDIABULLS HOUSING FINANCE LIMITED TATA CAPITAL HOUSING FINANCE LIMITED KALYAN JANATA SAHAKARI BANK LTD. KOTAK MAHINDRA BANK LTD. BAJAJ FINANCE LTD. ADITYA BIRLA FINANCE LIMITED STCI FINANCE LIMITED
AUDITORS	GOKHALE, TANKSALE & GHATPANDE Chartered Accountants, Pune
DEBENTURE TRUSTEES	CATALYST TRUSTEESHIP LIMITED (formerly GDA Trusteeship Ltd.) GDA House, 1 st Floor, Plot No.85, S No. 94 & 95, Bhusari Colony (Right), Paud Road, Kothrud, Pune-411038.

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NOTICE

NOTICE is hereby given that the Twenty-fifth Annual General Meeting of the members of D. S. Kulkarni Developers Ltd. will be held on Thursday, the 29th day of September, 2016 at 9.30 a.m. at S. M. Joshi Socialist Foundation Auditorium, Navi Peth, Ganjave Chowk, Opp. Patrakar Bhavan, Pune 411 030, India to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and if thought fit, to pass, the following resolution to receive, consider and adopt the audited standalone and consolidated Balance Sheets as at 31st March 2016 and the Profit & Loss Account and Cashflow Statements for the year ended on that date and the reports of the Directors and Auditors as an **ORDINARY RESOLUTION**:

"RESOLVED THAT the standalone and consolidated Balance Sheet as at 31st March, 2016 and Profit & Loss Account and the Cash Flow Statements for the year ended 31st March, 2016 along with the Reports of the Board of Directors, the Auditors and the Corporate Governance Report as placed before the Meeting be and are hereby received, considered and approved."

2. To consider and if thought fit to pass the following resolution to declare dividend as an **ORDINARY RESOLUTION**:

"RESOLVED THAT, dividend of ₹ 1.25/- per equity share on ordinary equity shares having face value of ₹10/- each be and is hereby declared for payment to the members of the Company whose names appear on the Register of Members as on the date of this Annual General Meeting that is to say on 29th September, 2016."

3. To consider and if thought fit, to pass the following resolution to appoint a Director in place of Mr. Shirish Kulkarni, who retires by rotation and being eligible, offers himself for reappointment as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Shirish Kulkarni (DIN 01850287) who is retiring by rotation at the conclusion of this Twenty-fifth Annual General Meeting and being eligible, who has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company."

4. To consider and if thought fit, to pass the following resolution to ratify the appointment of Auditors and to fix their remuneration as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the reappointment of, M/s. Gokhale Tanksale & Ghatpande (Firm Registration No. 103277W), the retiring Auditors, be and is hereby ratified and confirmed for the period commencing with the conclusion of the Twenty-fifth Annual General Meeting till conclusion of the twenty sixth Annual General Meeting to be held in the calendar year 2017 on an remuneration to be decided by the Board of Directors on the recommendations of the Audit Committee. "

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution to reappoint Mr. D. S. Kulkarni as Managing Director as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 188, 196, 197, 203, Schedule – V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for

the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, the approval of members be and is hereby accorded to re-appoint Mr. D. S. Kulkarni as Managing Director of the Company, designated as Chairman & Managing Director, for the period of five (5) years from 1st October, 2016 to 30th September, 2021 on the terms and conditions including remuneration as recommended by the Nomination & Remuneration Committee and approved in principle by the Board of Directors and as contained in the agreement to be entered between the Company and Mr. D. S. Kulkarni, a draft of which is placed before this meeting and initialed by Mr. K. K. Taparia, Director and the Chairman of the Nomination & Remuneration Committee, for the purpose of identification.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the Company shall pay to Mr. D. S. Kulkarni remuneration as may be decided by the Board of Directors from time to time as minimum remuneration which may be an amount not exceeding double of the amount mentioned in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, expedient or desirable to give effect to this resolution."

6. To consider and if thought fit, to pass the following resolution to determine remuneration to be paid to Cost Auditor as an **ORDINARY RESOLUTION**:

"RESOLVED THAT appointment of M/s. Harshad S. Deshpande & Associates, Cost Accountants (Firm Registration No. 00378), as the "Cost Auditors" to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, made by the Board of Directors be and is hereby noted and confirmed.

RESOLVED FURTHER THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to the Cost Auditors for the said financial year be fixed at ₹ 75,000/- exclusive of service tax and reimbursement of out of pocket expenses which shall be paid additionally.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, expedient or desirable to give effect to this resolution."

7. To consider and if thought fit, to pass the following resolution to approve related party transaction as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent by ratification, of the members of the Company be and is hereby accorded to the material related party contract as per the Memorandum of Understanding (which is placed before this meeting) entered into between the Company and M/s. D. S. Kulkarni and Company, a related party, for sale by the Company of units totally admeasuring about 5,00,000 sq. ft of built up area to the said D S Kulkarni and Company in the DSK Dream City Project for a total consideration of about ₹ 300,00,00,000/- (Rupees Three Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

8. To consider and if thought fit, to pass the following resolution to approve related party transaction as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent by ratification, of the members of the Company be and is hereby accorded to the material related party contract as per the Memorandum of Understanding (which is placed before this meeting) entered into between the Company and M/s. D. S. Kulkarni and Company, being a related party, for sale of units to or joint development of property totally admeasuring about 02H 58R area with the said D. S. Kulkarni and Company in and around Kirkatwadi and Dhayari area in Pune for a total consideration of about ₹ 64,50,00,000/- (Rupees Sixty Four Crores Fifty Lacs only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution”.

9. To consider and if thought fit, to pass the following resolution to approve related party transaction as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent by ratification, of the members of the Company be and is hereby accorded to the material related party contract as per the Memorandum of Understanding (which is placed before this meeting) entered into between the Company and M/s. D. S. Kulkarni and Company, being a related party, for sale of property totally admeasuring about 01H 56R area to the said D. S. Kulkarni and Company in and around Kirkatwadi area in Pune for a total consideration of about ₹ 30,22,50,000/- (Rupees Thirty Crores Twenty Two Lacs Fifty Thousand only).

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution”.

10. To consider and if thought fit, to pass the following resolution to approve related party transaction as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent by ratification, of the members of the Company be and is hereby accorded to the material related party contract as per the Memorandum of Understanding (which is placed before this meeting) entered into between the Company and M/s. D. S. Kulkarni and Associates, being a related party, for sale of units to or joint development of property totally admeasuring about 5,32,351 sq. ft. area at S. No. 44 and 45 at Balewadi under Residential zone with the said D. S. Kulkarni and Associates for a total consideration of about ₹ 1,11,00,00,000/- (Rupees One hundred and Eleven Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

11. To consider and if thought fit, to pass the following resolution to approve related party transaction as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any of Companies Act, 2013, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded by ratification to continue with the existing and subsisting Corporate Guarantee (which is placed before the meeting), for the amount of ₹ 1,00,00,00,000/- (Rupees One Hundred Crores Only) issued on 27th September, 2008 along with security provided in favour of Central Bank of India on behalf of DSK Global Education & Research Ltd. (DSK Global) to secure the loan availed by DSK Global from the said Bank.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

12. To consider and if thought fit, to pass the following resolution to approve related party transaction as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions as may be necessary, members of the company do hereby ratify and confirm the existing and subsisting Development Agreement dated 31st December, 2013 (which is placed before this meeting) executed between DSK Global Education & Research Ltd. (DSK Global) and the Company, a related party for development of land admeasuring 01H20R situated at Gat No. 186 at village Kirkatwadi, Tal. Haveli, Dist. Pune owned by DSK Global as a part and parcel of the Company's project DSK Anandghan, in exchange of cost free allotment by the Company of 170 flats admeasuring 1,15,346 sq. ft. of built up area in the said project DSK Anandghan.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

13. To consider and if thought fit, to pass the following resolution to approve related party transaction as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions as may be necessary, members of the Company do hereby ratify and confirm the existing and subsisting Memorandum of Understanding signed on 13th March, 2014 (which is placed before this meeting) by the Company and DSK Global Education & Research Ltd. (DSK Global), being a related party transaction whereby DSK Global agreed to provide and accordingly has provided security, by way of a charge on 170 flats admeasuring about 1,15,346 sq. ft built up area owned/ to be owned by it in the Company's project DSK Anandghan, for due repayment of the loan of ₹140 Crores availed by the Company from ICICI Home Finance Company Ltd. (ICICI) as construction finance for the project DSK Anandghan and further agreed to adherence to certain other Escrow Arrangement and other obligations in terms of the said Memorandum of Understanding.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

14. To consider and if thought fit, to pass the following resolution to approve related party transaction as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions as may be necessary, members of the Company do hereby ratify and confirm the existing and subsisting Memorandum of Understanding (which is placed before this meeting) , amongst the Company and D S Kulkarni and Company and DSK Worldman Projects Limited signed on 13th January, 2014 being a related party transaction, whereby D S Kulkarni and Company and DSK Worldman agreed to provide and accordingly have provided security, by way of a charge on the project DSK Sadaphuli, for due repayment of the loan of ₹30 Crores availed by the Company from Tata Capital Housing Finance Ltd. for corporate purposes and further agreed to adherence to certain other Escrow Arrangement and obligations in terms of the said MOU.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

15. To consider and if thought fit, to pass the following resolution to approve related party transaction as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions as may be necessary, members of the Company do hereby ratify and confirm the existing and subsisting Memorandum of Understanding (which is placed before this meeting) between the Company and D S Kulkarni and Associates executed on 31st December, 2013 being a related party transaction, whereby D S Kulkarni and Associates agreed to provide and accordingly have provided security, by way of a charge on the project DSK Vidyanagari owned by D S Kulkarni and Associates, for due repayment of loan of ₹ 38 Crores availed by the Company from Kotak Mahindra Bank Ltd. for corporate purposes and further agreed to adherence to certain other Escrow Arrangement and obligations in terms of the said Memorandum of Understanding.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

16. To consider and if thought fit, to pass the following resolution to approve related party transaction as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be and is hereby accorded by ratification to continue with the existing and subsisting guarantees and securities provided by the promoters/directors of the Company and their related parties to, secure borrowings of the Company of ₹737.92 Crores as on 31st March, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

17. To consider and if thought fit, to pass the following resolution to approve related party transaction as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors to request in appropriate cases the promoters/directors of the Company and/ or their related parties to provide guarantee and/ or security to secure the future borrowings of the Company and to avail them in the business interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

18. To consider and if thought fit, to pass the following resolution to approve related party transaction as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors to approve the material related party transaction and to execute a Deed of Exchange between the Company and D S Kulkarni & Company thereby exchanging the properties between both the entities as mentioned in the draft Deed of Exchange placed before the meeting as initiated by the Chairman for the purpose of identification, for consideration and terms and conditions mentioned in the said Deed of Exchange.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

19. To consider and if thought fit, to pass the following resolution to approve related party transaction as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors to approve the material related party transaction of executing a contract between the Company and D S Kulkarni and Company for construction of property "DSK Nabhangan", situated at DSK Vishwa, Dhayari, Pune on terms and conditions as mentioned in the draft contract placed before this meeting and initiated by the Chairman for the purpose of identification.