



D.S. KULKARNI DEVELOPERS LIMITED

Our Company was incorporated as a public limited company under the Companies Act, 1956 in the name of D.S.Kulkarni Developers Limited at Pune vide Certificate of Incorporation dated September 20, 1991 with Registration No. 11-63340 now bearing Corporate Identity Number (CIN) L45201PN1991PLC063340. Our Company was granted the Certificate of Commencement of Business by the Registrar of Companies, Maharashtra at Pune ("RoC") on October 16, 1991.

Registered Office: 1187/60, J. M. Road, Shivajinagar, Pune 411 005, India.

Telephone: +91 020 6604 7100; **Faxsimile:** +91 020 2553 5772; **Website:** www.dskdl.com

Contact Person, Company Secretary & Compliance Officer: Mr. Amol Purandare; **E-mail:** ncd@dskdl.com

PROMOTERS OF OUR COMPANY: MR. D.S. KULKARNI; MS. HEMANTI KULKARNI; MR. SHIRISH KULKARNI; MS. TANVI KULKARNI; MR. AMIT KULKARNI AND MR. MAKRAND KULKARNI

PUBLIC ISSUE BY D.S.KULKARNI DEVELOPERS LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹5,000 EACH FOR OPTION I, II AND IV AND ₹25,000 EACH FOR OPTION III, ("NCDs"), AGGREGATING UPTO ₹10,000 LAKHS (HEREIN REFERRED TO AS THE "BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UPTO ₹10,000 LAKHS AGGREGATING UPTO ₹20,000 LAKHS (HEREINAFTER REFERRED TO AS THE "OVERALL ISSUE SIZE").

THE ISSUE IS BEING MADE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED ("SEBI DEBT REGULATIONS").

GENERAL RISK

Investors are advised to read the Risk Factors carefully before taking an investment decision in relation to this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 14 of this Draft Prospectus. This document has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), any registrar of companies or any stock exchange in India.

COMPANY'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Draft Prospectus contains all information with regard to the Issuer and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

CREDIT RATING

The NCDs proposed to be issued under the Issue have been rated 'CARE BBB+' by CARE for an amount of upto ₹20,000 lakhs by way of its letter dated July 1, 2014. Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk. The ratings provided by CARE may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold the NCDs and investors should take their own decisions. For further details regarding the rating letter and the rationale for the above ratings, please refer to section titled "Annexure II - Rating Rationale" annexed to this Draft Prospectus.

PUBLIC COMMENTS

This Draft Prospectus has been filed with the BSE Limited ("BSE"), the Designated Stock Exchange pursuant to the provisions of the SEBI Debt Regulations. This Draft Prospectus is open for public comments. All comments on this Draft Prospectus are to be forwarded to the attention of Mr. Amol Purandare, Company Secretary and Compliance Officer, at the following address: 1187/60, J. M. Road, Shivajinagar, Pune 411 005, India, Telephone: +91 020 6604 7100; Facsimile: +91 020 2553 5772; E-mail: ncd@dskdl.com. All comments must be received by the Issuer within seven (7) Working Days of hosting this Draft Prospectus on the website of the Designated Stock Exchange. Comments by post, fax and email shall be accepted, however please note that all comments by post must be received by the Issuer by 5:00 p.m. on the seventh (7th) Working Day from the date on which this Draft Prospectus is hosted on the website of the Designated Stock Exchange.

LISTING

The NCDs offered through the Draft Prospectus are proposed to be listed on the BSE. Our Company has received in-principle approvals from the BSE for the Issue pursuant to letter dated [●]. For the purposes of the Issue, BSE shall be the Designated Stock Exchange.

LEAD MANAGER	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE
	LINK INTIME INDIA PVT LTD	
SBI CAPITAL MARKETS LIMITED 202, Maker Tower "E", Cuffe Parade, Mumbai 400 005, India. Telephone: +91 22 2217 8300 Facsimile: +91 22 2218 8332 Email: dsk.ncd@sbicaps.com Investor grievance email: investor.relations@sbicaps.com Contact Person Mr. Nitin Kanuganti/ Mr. Nikhil Bhivapurkar Compliance Officer: Mr. Bhaskar Chakraborty Website: www.sbicaps.com SEBI Registration Number: INM0000003531 CIN: U9999MH1986PLC040298	LINK INTIME INDIA PRIVATE LIMITED C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West) Mumbai 400 078, India. Telephone: +91 22 2596 3838 Facsimile: +91 22 2594 6969 Email: dsk.ncd@linkintime.co.in Investor grievance email: dsk.ncd@linkintime.co.in Contact Person: Mr. Sachin Achar Website: www.linkintime.co.in SEBI Registration Number: INR000004058* CIN: U67190MH1999PTC118368	GDA TRUSTEESHIP LIMITED Bhusari Colony, Kothrud Pune 411038, India. Telephone: +91 020 2528 0081 Facsimile: +91 020 2528 0275 Email: dt@gdatrustee.com Investor grievance email: dt@gdatrustee.com Contact Person: Ms. Priyanka Sawant Website: www.gdatrustee.com SEBI Registration Number: IND000000034 CIN: U74999PN1997PLC110262

ISSUE PROGRAM

ISSUE OPENS ON	[●]
ISSUE CLOSES ON**	[●]

*Link Intime India Private Limited has obtained a certificate of registration from SEBI which was valid from May 6, 2009 to May 5, 2014. It has made an application January 30, 2014 to SEBI for grant of renewal of the registration, in accordance with the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agent) Regulations, 1993, as amended. The renewal of the registration from SEBI is awaited.

** The subscription list for the Issue shall remain open for subscription upto 5:00 p.m.,with an option for early closure or extension by such period, upto a period of thirty (30) days from the date of the Prospectus, as may be decided at the discretion of the duly authorised committee of Directors of our Company subject to necessary approvals. In the event of such early closure of the Issue or extension of the Issue, our Company shall ensure that notice of such early closure or extension of the Issue is given as the case may be on or before such early date of closure or the initial Closing Date through advertisement/s in a leading national daily newspaper. For further details, please refer to Section titled "General Information" beginning on page 38 of this Draft Prospectus.

GDA Trusteeship Limited has, by its letter dated July 4, 2014, given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Draft Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue. For further details, please refer to section titled "General Information" beginning on page 38 of this Draft Prospectus.

A copy of the Prospectus and written consents of our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, our Auditor, the Lead Manager, the Registrar to the Issue, Escrow Collection Bank(s), Refund Bank, Credit Rating Agency, the Legal Advisor, the Bankers to our Company, the Debenture Trustee, the Syndicate Member/ Lead Brokers, Architect and Government Registered Valuer to act in their respective capacities shall be filed with the Registrar of Companies, Maharashtra, at Pune in terms of Section 26 of the Companies Act, 2013 along with the requisite endorsed/certified copies of all requisite documents. For further information, please refer to the section titled "Material Contracts and Documents for Inspection" beginning on page 246 of this Draft Prospectus.



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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates/implies, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

Company Related Terms

Term	Description
"DSK", "D.S. Kulkarni Developers Limited" or "our Company" or "Issuer"	D.S. Kulkarni Developers Limited, a public limited company incorporated under the provisions of the erstwhile Companies Act, 1956.
"We" or "us" and "our"	Unless the context otherwise require, refers to D.S. Kulkarni Developers Limited.
AOA/Articles/ Articles of Association	The Articles of Association of our Company
Audit Committee	A Committee re-constituted in accordance with the Section 292A of the erstwhile Companies Act, 1956 and Clause 49 of the Listing Agreement in the meeting of our Board of Directors held on January 30, 2009.
Board of Directors / Board/ Directors	The Board of Directors of our Company
Bankers to our Company	i) Bank of Maharashtra; ii) ICICI Bank Limited; iii) Kotak Mahindra Bank Limited; iv) Sangli Urban Co-operative Bank Limited; and v) Kalyan Janta Sahakari Bank Limited
Equity Shares	Equity Shares of our Company of face value of ₹10 each unless otherwise specified in the context thereof
Group Entities/ Companies	Group companies shall mean companies, firms, ventures, etc promoted by the Promoters of our Company as set out below: <u>Group Companies:</u> <ul style="list-style-type: none">▪ Cystal Promoters & Developers Private Limited;▪ Ascent Promoters & Developers Private Limited;▪ DSK Mototrucks Private Limited;▪ Grow Rich Agroforestry Private Limited;▪ Sapphire Promoters & Developers Private Limited;▪ Holy Land Agroforestry Private Limited;▪ Fairyland Promoters & Developers Private Limited;▪ Green Gold Farms & Forests Private Limited;▪ Tricon Infracon Limited;▪ Chandra Deep Promoters & Developers Private Limited;▪ D.S. Kulkarni Constructions Private Limited;▪ DSK Motowheels Private Limited;▪ DSK Infotech Private Limited;▪ Shri Saptashrungi Oil Mills Private Limited;▪ Ambiance Ventures Estates & Developments Private Limited;▪ DSK Motors Limited;▪ DSK Worldman Projects Limited;▪ DSK Global Education & Research Limited;▪ DSK Digital Technologies Private Limited ;▪ DSK Milkotronics Private Limited ;▪ DSK Shivajians Football Club Private Limited ;



Term	Description
	<ul style="list-style-type: none"> ▪ DSK Entertainment LLC; ▪ Forever Solar Project Private Limited. <p><u>Partnership Firms:</u></p> <ul style="list-style-type: none"> ▪ M/s. DSK & Co.; ▪ M/s. D.S. Kulkarni & Brothers; ▪ M/s. D.S. Kulkarni and Sons; ▪ M/s. DSK & Sons; ▪ M/s. D.S. Kulkarni & Company; ▪ M/s. D.S. Kulkarni & Associates; ▪ M/s. Gharkul; ▪ M/s. Amit & Company; and ▪ M/s. DSK Sales & Services.
Lenders of our Company (<i>Banks & Financial Institutions</i>)	i) ICICI Bank Limited; ii) ICICI Home Finance Company Limited; iii) Bank of Maharashtra; iv) Kotak Mahindra Bank Limited; v) Sangli Urban Co-operative Bank Limited; vi) Kalyan Janta Sahakari Bank Limited; vii) Tata Capital Housing Finance Limited; viii) Reliance Capital Limited; ix) SREI Equipment Finance Private Limited; and x) Reliance Consumer Finance Private Limited.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of our Company
Promoters	Shall mean promoters of our Company i.e. i) Mr. D.S. Kulkarni; ii) Ms. Hemanti Kulkarni; iii) Mr. Shirish Kulkarni; iv) Ms. Tanvi Kulkarni; v) Mr. Amit Kulkarni; and vi) Mr. Makrand Kulkarni
Promoter Group Companies	Persons and entities covered under Regulation 2(1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, as enlisted in the section titled "Our Promoters and Promoter Group" beginning on page 119 of this Draft Prospectus.
Reformatted Financial Statements	The statement of reformatted standalone and consolidated assets and liabilities of our Company, and the related statement of reformatted standalone and consolidated statement of profit and loss of our Company and the related statement of reformatted standalone and consolidated cash flow statement of our Company as at and for the F.Y. ending March 31, 2014, 2013, 2012, 2011 and 2010, extracted from the audited financial statements as at and for the F.Y. ended March 31, 2014, 2013, 2012, 2011 and 2010 and the notes thereto, as examined by our Company's Statutory Auditors, M/s. Gokhale, Tanksale & Ghatpande., Chartered Accountants.
Registered Office of our Company	1187/60, J. M. Road, Shivajinagar, Pune 411 005, Maharashtra, India.
RoC / Registrar of Companies	Registrar of Companies, Maharashtra at Pune located at PMT Commercial Building, 3 rd floor, Deccan Gymkhana, Pune 411 004, India
Statutory Auditor/ Auditor	The statutory auditor of our Company being M/s. Gokhale, Tanksale & Ghatpande., Chartered Accountants, Pune

Issue Related Terms

Term	Description
Allot/ Allotment/ Allotment of NCDs	Unless the context otherwise requires, issue/allotment of NCDs pursuant to the Issue to successful Applicants.
Allotment Advice	The communication sent to the Allotees conveying details of NCDs allotted to the Allotees in accordance with the Basis of Allotment.
Allottee	The successful Applicant to whom the NCDs are being / have been Allotted pursuant to the Issue
Applicant/ Investor	Any prospective applicant who makes an Application pursuant to the Prospectus and the Application Form. For further information on eligibility of the prospective applicants please



Term	Description
	refer to the section titled "Issue Procedure" beginning on page 170 of this Draft Prospectus.
Application	An application to subscribe to NCDs offered pursuant to the Issue by submission of a valid Application Form and payment of the Application Amount by any of the modes as prescribed under the Prospectus.
Application Amount	The amount of money that is paid by the Applicant while making the Application in the Issue by way of a cheque or demand draft or the amount blocked in the ASBA Account
Application Form	The form used by an Applicant to apply for NCDs being issued through the Prospectus
Application Supported by Blocked Amount/ ASBA, ASBA Application	Shall mean the Application (whether physical or electronic) used by an investor to make an Application authorizing the SCSB to block the amount payable on Application in its specified bank account;
ASBA Account	An account maintained with a SCSB which will be blocked by such SCSB to the extent of the Application Amount in relation to the Application Form made in ASBA mode.
Bankers to the Issue / Escrow Collection Banks	The banks which are registered with SEBI as Bankers to the Issue, with whom the Escrow Accounts and/or Public Issue Accounts and/or Refund Accounts will be opened as disclosed under the section titled "General Information" beginning on page 38 of this Draft Prospectus.
Base Issue	Public Issue of NCDs by our Company aggregating upto ₹10,000 Lakhs
Basis of Allotment	The basis on which NCDs will be allotted to successful applicants under the Issue and which is described under the section titled "Issue Procedure" beginning on page 170 of this Draft Prospectus.
Business Days	All days excluding Sundays or a public holiday in India or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881.
NCDs/ Bonds/ Debentures	Secured Redeemable Non-Convertible Debentures of face value of ₹5,000 each for Option I, II and IV and ₹25,000 each for Option III.
Debt Listing Agreement	The listing agreement to be entered into between our Company and BSE in connection with the listing of debt securities of our Company
Debenture Trust Deed	Trust deed to be entered into between the Debenture Trustee and our Company
Debenture Trusteeship Agreement	Debenture Trusteeship Agreement dated July 4, 2014 entered into between our Company and the Debenture Trustee.
Deemed Date of Allotment	The date of issue of the Allotment Advice, or such date as may be determined by the Board or a duly constituted committee thereof, and notified to the Stock Exchange. All benefits relating to the NCDs including interest on the NCDs shall be available to the investors from the Deemed Date of Allotment. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment
Demographic Details	The demographic details of an Applicant such as his address, bank account details, category, PAN etc. for printing on refund/interest orders or used for refunding through electronic mode as applicable.
Depository(ies)	National Securities Depository Limited (NSDL) and /or Central Depository Services (India) Limited (CDSL)
DP / Depository Participant	A depository participant as defined under the Depositories Act
Designated Stock Exchange/ DSE	The BSE Limited
Designated Branches	Such branches of the SCSBs which shall collect the Application Forms used by the ASBA Applicants and a list of which is available at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other web-link as may be prescribed by SEBI from time to time
Designated Date	The date on which the Escrow Collection Banks transfer the funds from the Escrow Account to the Public Issue Account or the amount blocked by the SCSBs is transferred from the ASBA Accounts specified by the ASBA Applicants to the Public Issue Account, as the case may be, following which the Board of Directors/or duly authorised Committee of



Term	Description
	Directors approves the Allotment of the NCDs
Draft Prospectus / Draft Offer Document	This draft prospectus dated July 10, 2014 filed with the Designated Stock Exchange for receiving public comments in accordance the Regulation 6(2) of the SEBI Debt Regulations.
DSK Employees	Shall mean permanent employees of our Company and shall include permanent employees of (i) DSK Global Education & Research Limited; (ii) DSK Motors Limited; (iii) DSK Motowheels Private Limited; (iv) DSK Milktronics Private Limited; (v) DSK Digital Technologies Private Limited; and (v) DSK School (<i>Trust</i>) as on the Issue Opening Date.
Escrow Agreement	Agreement dated [●], 2014 entered into amongst our Company, the Registrar, the Escrow Collection Bank and Lead Manager for collection of the Application Amount and for remitting refunds, if any, of the amounts collected, to the applicants (excluding the ASBA Applicants) on the terms and conditions contained thereof.
Escrow Account	Accounts opened in connection with the Issue with the Escrow Collection Bank(s) and in whose favour the applicant will issue cheques or bank drafts in respect of the Application Amount while submitting the Application.
Existing Equity Shareholders	Shareholders of our Company who hold Equity Shares in our Company as on the Issue Opening Date.
Ex-servicemen	Any person who has served in any rank (whether as a combatant or not) in the Armed Forces of the Union of India (i.e. Army, Navy and Air Force), has been released therefrom otherwise than by way of dismissal or discharge on account of misconduct or inefficiency and holding the Ex-Servicemen identity card issued by the Zilla Sainik Board and does not include the spouse or dependents of the person.
Individual Portion	Individual Applicants who have applied for the NCDs in the Issue (<i>including HUFs applying through their Karta</i>).
Institutional Portion	Portion of Applications received from Category I of persons eligible to apply for the issue which includes: <ul style="list-style-type: none">▪ Resident Public Financial Institutions as defined in Section 2(72) of the Companies Act, Statutory Corporations including State Industrial Development Corporations, Scheduled Commercial Banks;▪ Co-operative Banks and Regional Rural Banks, which are authorised to invest in the NCDs;▪ Provident Funds of minimum corpus of ₹2,500 lakhs , Pension Funds of minimum corpus of ₹2,500 lakhs, Superannuation Funds and Gratuity Fund, which are authorised to invest in the NCDs;▪ Venture Capital funds and / or Alternative Investment Funds registered with SEBI;▪ Insurance Companies registered with the IRDA;▪ National Investment Fund (set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India and published in the Gazette of India);▪ Insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, India; and▪ Mutual Funds, registered with SEBI.
Issue	Public Issue of NCDs by our Company aggregating upto ₹10,000 lakhs with an option to retain over-subscription upto ₹10,000 lakhs aggregating upto ₹20,000 lakhs.
Issue Opening Date	[●], 2014
Issue Closing Date	[●], 2014, or such earlier or later date that the Board of Directors/ authorized Committee of the Board of Directors of our Company decide, as the case may be, and communicated to the prospective investors and the Stock Exchange through notice of such early/ late closure given on such early date of closure through advertisement/s in a leading national daily newspaper.
Issue Period	Period of thirty (30) days from the date of the Prospectus and the Issue Closing Date inclusive of both days.
Lead Manager/ LM	SBI Capital Markets Limited
Market Lot	One (1) NCD



Term	Description
Maturity Amount	In respect of NCDs Allotted to NCD Holders, the repayment of the face value of the NCD alongwith interest that may have accrued as on the Redemption Date
Members of Syndicate/ Lead Brokers	[•]
NCD Holder/ Debenture Holder	Any debenture holder who holds the NCDs issued in this Issue and whose name appears on the beneficial owners listprovided by the Depositories (in case of NCDs held in dematerialized form) or whose name appears in the Register of Debenture Holders maintained by our Company/Registrar (in case of NCDs held in physical form).
Non-Institutional Portion	Category II of persons eligible to apply for the Issue which includes: <ul style="list-style-type: none">▪ Companies falling within the meaning of Section 2(20) of the Companies Act 2013; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;▪ Educational institutions and associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment; which are authorized to invest in the NCDs;▪ Trust including Public/private charitable/religious trusts which are authorised to invest in the NCDs;▪ Association of Persons▪ Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;▪ Partnership firms in the name of the partners; and▪ Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009).
Prospectus / Offer Document	The prospectus to be filed with the ROC in accordance with the SEBI Debt Regulations, containing inter alia the coupon rate for the NCDs and certain other information.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the Escrow Account(s) and from ASBA Accounts with the SCSBs on the Designated Date.
Record Date	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be ten (10) days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In case Record Date for interest payment falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.
Refund Account	The account opened with the Escrow Banks, from which refunds, if any, of the whole or part of the Application Amount (excluding the ASBA Applicant) shall be made
Refund Bank	The Bankers to the Issue, with whom the Refund Account(s) will be opened, which shall be specified in the Prospectus.
Registrar to the Issue/Registrar	Link Intime India Private Limited
Registrar Agreement	The agreement dated July 4, 2014 between our Company and the Registrar in connection with the Issue.
SCSBs or Self Certified Syndicate Banks	The banks registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 offering services in relation to ASBA, including blocking of an ASBA Account, and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other web-link as may be prescribed by SEBI from time to time.
Security	The principal amount of the NCDs to be issued in terms of this Draft Prospectus together with all interest accrued and due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured



Term	Description
	by way of exclusive charge on various parcels of land situated at Village Fursungi, Taluka Haveli, District Pune, situated within the limits of Grampanchayat Fursungi aggregating 36.9015 Acres of Agricultural land (<i>adjacent to the DSK Dream City project and yet to be notified under Special Township</i>) and 15.95 Acres of Agricultural Land notified under Special Township (<i>also forming part of the DSK Dream City project</i>), including the respective FSI ("Security Land") over the Security Land to be provided by our Company as security to secure the repayment of the principle amount of the Non-Convertible Debentures and interest accrued thereof. The Security Land and the FSI thereon shall be mortgaged in favour of the Debenture Trustee by way of an exclusive charge over the Security Land.
Senior Citizen	All Applicants who are aged more than sixty (60) years as on or prior to the date of the Issue Opening
Servicemen	Any person who has served in any rank (whether as a combatant or not) in the Armed Forces of the Union of India (i.e. Army, Navy and Air Force),
Stock Exchange	The BSE Limited
Syndicate ASBA	An application submitted by an ASBA Applicant through the Members of Syndicate and Trading Members of the Stock Exchange(s) at the Syndicate ASBA Application Locations.
Syndicate ASBA Application Locations	Application centres at Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat where the Members of the Syndicate shall accept ASBA Applications.
Syndicate SCSB Branches	In relation to ASBA Applications submitted to a member of the Syndicate, such branches of the SCSBs at the Syndicate ASBA Application Locations named by the SCSBs to receive deposits of the Application Forms from the Members of Syndicate, and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Trading Member(s)	Individuals or companies registered with SEBI as "trading members" under the SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992, and who hold the right to trade in stocks listed on stock exchange, through which investors can buy or sell securities listed on stock exchanges, whose list is available on stock exchange.
Tripartite Agreement(s)	Agreements to be entered into between the Issuer, Registrar and each of the Depositories under the terms of which the Depositories shall act as depositories for the securities issued by our Company. Our Company is in the process of entering into Tripartite Agreements with CDSL and NSDL.
Trustees / Debenture Trustee	Trustees for the holders of the NCDs, in this case being GDA Trusteeship Limited
Transaction Registration Slip/TRS	The acknowledgement slip or document issued by any of the Members of Syndicate, the SCSBs, or the Trading Members as the case may be, to an Applicant upon demand as proof of upload of the Application on the application platform of the Stock Exchange.
Working Days	All days other than a Sunday or a public holiday in Mumbai on which commercial banks are open for business, except with reference to Issue Period, where working day shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India.

Conventional and General Terms

Term	Description
Depositories Act	The Depositories Act, 1996, as amended
Debenture Rules 2014	Companies (Share Capital and Debenture Rules) 2014
Erstwhile Companies Act	The Companies Act, 1956, repealed and replaced by the New Companies Act
FEMA	Foreign Exchange Management Act, 1999 and the rules and regulations issued thereunder, as amended.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
Financial Year/ Fiscal/	The period of twelve (12) months ended on March 31 of that particular year.



Term	Description
F.Y.	
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
Indian GAAP	Generally Accepted Accounting Principles in India
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended, except as stated otherwise.
M VAT Act	The Maharashtra Value Added Tax Act, 2002, as amended
New Companies Act	The Companies Act, 2013 and rules issued thereunder, as amended
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India.
Non Resident	A person resident outside India, as defined under FEMA and includes a Non Resident Indian, FIIs registered with SEBI and FVCIs registered with SEBI.
NRI/ Non-Resident Indian	A person resident outside India, as defined under FEMA and who is a citizen of India or a person of Indian origin, each such term as defined under the FEMA (Deposit) Regulations, 2000, as amended.
Overseas Corporate Body / OCB	OCB/Overseas Corporate Body – Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Person(s)	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Qualified Institutional Buyers or QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital investor registered with the Board, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with the Board; a public financial institution as defined in section 4A of the Companies Act, 1956; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of twenty five crore rupees; a pension fund with minimum corpus of twenty five crore rupees; National Investment Fund set up by resolution No. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
SCRR	Securities Contracts Regulations Rules, 1957 as amended
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, including instructions and clarifications issued by SEBI from time to time.

Technical and Industry Terms

Term	Description
1 Acre	40 Are
1 Acre	4,000 Sq. Mtrs.
1 Are	100 Sq. Mtrs.
1 Hectare	100 Are
1 Hectare	2.5 Acres
1 Hectare	10,000 Sq. Mtrs.



Term	Description
1 Sq. Mtrs.	10.764 Sq. Ft.
Approved Built-up Area	The Built-up Area for which our Company has obtained necessary approvals from competent authorities.
Built-up Area	The aggregate of carpet area, terrace, balconies, areas occupied by walls, area occupied by common/shared construction (e.g. lift, stairs, passages, etc).
Permissible Built-up Area	The Built-up Area derived taking into consideration the maximum potential FSI, as per the applicable laws and regulations, on the Plot Area.
Plot Area	The area of land on which a project is/ or proposed to be developed.

Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment Year
ASBA	Application Supported by Blocked Amount
BSE	The BSE Limited
CARE	Credit Analysis and Research Limited
CDSL	Central Depository Services (India) Limited
DIN	Director Identification Number
DP	Depository Participant
DRR	Debeventure Redemption Reserve
EBIDTA	Earnings before Interest, Depreciation, Tax and Amortisation
EGM	Extraordinary General Meeting of the shareholders
EPS	Earnings Per Share
ESIC	Employee's State Insurance Corporation
FI's	Financial Institutions
F.Y.	Financial Year
GoI/Government	Government of India
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountant of India
IHPLR	ICICI Home Finance Company Prime Lending Rate
IT Authorities	Income Tax Authorities
IT	Information Technology
MIS	Management Information System
MoU	Memorandum of Understanding
NECS	National Electronic Clearing System
NAV	Net Asset Value
NoC	No Objection Certificate
NPV	Net Present Value
NRIs	Non Resident Indians
NRE Account	Non-Resident (External) Account
NRO Account	Non-Resident (Ordinary) Account
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
P.A., p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
P/E Ratio	Price/Earnings Ratio
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
ROE	Return on Equity



Term	Description
RoC	Registrar of Companies
RONW	Return on Net Worth
UDD	Urban Development Department
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US\$	United States Dollar
VAT	Value added tax
w.e.f	With effect from
YoY	Year on Year



CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION & MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

In this Draft Prospectus, unless otherwise specified or the context otherwise indicates or implies the terms, all references to "DSK", "Issuer", "we", "us", "our" and "our Company" are to D.S. Kulkarni Developers Limited.

Unless otherwise specified or the context otherwise requires, all references to "India" in this Draft Prospectus are to the Republic of India, together with its territories and possessions and all references to the "US", the "USA", the "United States" or the "U.S." are to the United States of America, together with its territories and possessions.

Financial Data

Our Company publishes its financial statements in Rupees. Our Company's financial statements are prepared in accordance with Indian GAAP and the Companies Act, 1956.

The Reformatted Financial Statements are included in this Draft Prospectus alongwith the examination reports on the Reformatted Summary Financial Statements, as issued by our Statutory Auditors, M/s. Gokhale, Tanksale & Ghatpande, Chartered Accountants in the section titled "Financial Statements" hereto annexed as Annexure III to this Draft Prospectus. Unless stated otherwise, the financial data in this Draft Prospectus is derived from (i) our audited financial statements, prepared in accordance with Indian GAAP and the Companies Act, 1956 for the F.Y. ended as on March 31, 2014, 2013, 2012, 2011 and 2010.

In this Draft Prospectus, any discrepancies in any table, including "Capital Structure" and "Objects of the Issue" between the total and the sum of the amounts listed are due to rounding off. All the decimals have been rounded off to two (2) decimal places.

There are significant differences between Indian GAAP, US GAAP and IFRS. We urge you to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Use of Industry and Market data

Unless stated otherwise, industry and market data used throughout this Draft Prospectus has been obtained from government websites and publicly available sources, which have not been independently verified by our Company or the Lead Manager. Accordingly no investment decision should be made on the basis of such information.

Additionally, the extent to which the market and industry data presented in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different industry sources.

Currency of Presentation

All references to "Rupees" or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India. Except where stated, throughout this Draft Prospectus all figures have been expressed in Lakhs. The word "Lakhs" or "Lakh" or "Lakhs" means "One hundred thousand", "Million" means "Ten Lakhs" and "Crores" means "Ten Million".



FORWARD LOOKING STATEMENTS

All statements contained in this Draft Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. We have included statements in this Draft Prospectus which contain words or phrases such as "will", "aim", "is likely to result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions, that are "forward-looking statements". These forward-looking statements include statements as to our business strategy, revenue and profitability and other matters discussed in this Draft Prospectus that are not historical facts.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. Our business is dependant on the performance of and the conditions affecting, the real estate market in India;
2. We face uncertainty of title to our lands;
3. Our inability to acquire ownership of or development rights over large contiguous parcels of land may affect our future development activities;
4. Our business is subject to extensive government regulation with respect to land development, which may become more stringent in the future;
5. The launch of new projects that prove to be unsuccessful could impact our growth plans and may adversely impact earnings;
6. We have entered into various related party transactions;
7. Our business is heavily dependent on the availability of real estate financing in India;
8. The cyclical nature of the Indian real estate market could cause us to experience fluctuations in property values over time; and
9. A slowdown in the economic growth in India may affect our business.

For a further discussion of factors that could cause our actual results to differ from our expectations, please refer to the sections titled "Risk Factors" and "Our Business" beginning on pages 14 and 81 respectively, of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward looking statements speak only as on the date of this Draft Prospectus. The forward-looking statements contained in this Draft Prospectus are based on the beliefs of management, as well as the assumptions made by and information currently available to management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct or will hold good at all times. Given these uncertainties, investors are cautioned not to place undue reliance on such forward looking statements. If any of these risks and uncertainties materialise, or if any of our underlying assumptions prove to be incorrect, our actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements. Neither our Company or the Lead Manager, nor any of their respective affiliates has any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and Lead Manager will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.



SECTION II: RISK FACTORS

An investment in NCDs involves a certain degree of risk. You should carefully consider all the information contained in this Draft Prospectus, including the risks and uncertainties described below, and the information provided in the Sections titled "Our Business" and "Financial Statements" beginning on pages 81 and hereto annexed as Annexure III to this Draft Prospectus respectively before making an investment decision. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the NCDs. The following risk factors are determined on the basis of their materiality. In determining the materiality of risk factors, we have considered risks which may not be material individually but may be material when considered collectively, which may have a qualitative impact though not quantitative, which may not be material at present but may have a material impact in the future. Additional risks, which are currently unknown or now deemed immaterial, if materialises, may in the future have a material adverse effect on our business, financial condition and results of operations.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. This Draft Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward looking statements as a result of certain factors, including events described below and elsewhere in this Draft Prospectus. Unless otherwise stated, the financial information used in this Section is derived from and should be read in conjunction with reformatted financial statements of our Company for the financial years ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010, in each case prepared in accordance with Indian GAAP, including the annexure and notes thereto.

Internal Risk Factors

1. **Our Company, its Promoters, Directors and Group Entities are involved in certain litigations, the outcome of which could adversely affect our business prospects, reputation, financial condition and results of operations.**

We set out below the summary of litigation by and against our Company, its Promoters, Directors and Group Entities:

No.	Particulars	No. of cases / disputes	Amount involved where quantifiable ₹ in Lakhs)
LITIGATION BY AND AGAINST OUR COMPANY			
<i>Litigation against our Company</i>			
1.	Civil Cases	18	66.69
2.	Proceedings before the Deputy District registrar, Co-operative Societies	1	--
<i>Litigation by our Company</i>			
1.	Civil Cases	11	2,665.93
2.	Criminal Cases	2	2.78
3.	Land Revenue Proceedings	1	--
<i>Revenue Proceedings filed against our Company</i>			
1.	Appeals preferred by our Company	6	Non quantifiable
2.	Appeals preferred by the Department	2	Non quantifiable
<i>Cases filed by and against our Promoters/ Directors</i>			
1.	Cases filed against our Promoter(s) and Director(s)	5	--
2.	Cases filed by our Promoter(s) and Director(s)	5	130.23
3.	Revenue proceedings against our Promoter(s) and Director(s)	3	Not quantifiable
<i>Cases filed by and against our Group Entities</i>			
1.	Cases filed against our Group Entities	13	71.20
2.	Cases filed by our Group Entities	7	38.36
3.	Revenue proceedings against our Group Entities	14	Not quantifiable

No.	Particulars	No. of cases / disputes	Amount involved where quantifiable (₹ in Lakhs)
<i>Application filed with the Central Government under the Companies Act, 2013</i>			
1.	Application with the Central Government	1	--
<i>Compounding Application filed by our Company</i>			
1.	Application filed with RBI	1	Not quantifiable
<i>Proceedings under FEMA</i>			
1.	Investigation instituted by the Enforcement Directorate	1	Not quantifiable
Total		91	2,975.19

For further details of the above litigations, please refer to the section titled "Outstanding Litigation" beginning on page 199 of this Draft Prospectus.

2. ***We are dependent on the performance of, and the conditions affecting, the real estate market in general and specifically in and around the city of Pune, where our Company has its significant presence.***

Historically, we focused our real estate development activities in and around the city of Pune and soon expanded to Mumbai. Therefore, a majority of our completed projects and those under development are located in and around Pune. As a result, our business, financial condition and results of operations have been and will continue to be largely dependent on the performance of, and prevailing conditions affecting, the real estate market in and around Pune and Mumbai.

The real estate market in and around Pune and Mumbai may perform inter-se differently from, and be subject to market and regulatory developments different from, real estate markets in other parts of India. We cannot assure that the demand for our properties in and around Pune and Mumbai will grow, or will not decrease, in the future. Real estate properties take a substantial amount of time to develop and we could incur losses if we purchase land during periods when land prices are high, and we have to sell or lease our developed properties when land prices are relatively lower. The real estate market in and around Pune and Mumbai may be affected by various factors beyond our control, including prevailing local economic and political conditions, changes in supply and demand for properties comparable to those we develop, and changes in applicable governmental regulations and schemes. These and other factors may negatively contribute to changes in real estate prices, the demand for and valuation of our current and future properties under development, may restrict the availability of land in and around Pune and Mumbai and may adversely affect our business, financial condition and results of operations. If property prices fall in and around Pune and Mumbai, our business, financial condition and results of operations could be materially and adversely affected. Additionally, our Projects under Development in and around these cities are also dependent on the performance of, and prevailing conditions affecting, the real estate market.

3. ***Our title and development rights over certain parcels of land may be subject to various legal defects which may adversely affect our ability to develop such land affecting our business prospects, financial condition and results of operations.***

Our title and development rights over land are subject to various title related legal defects that we may not be able to fully identify, resolve or assess. While, we appoint local lawyers to undertake searches in government departments in relation to the title of the properties we intend to buy and consider their legal opinions on the title to lands in connection with the proposed purchase from third parties, our rights in respect of these lands may not be definite and confirmed due to various reasons like improperly executed, unregistered or insufficiently stamped conveyance instruments in the property's chain of title, unregistered encumbrances in favour of third parties, rights of adverse possessors, ownership claims of spouses or other family members or other title defects that we may not be aware of. Such or other title defects may result in our loss of title or development rights over land and any stay or injunction order of any court may delay the development of such land and could negatively impact our business and financial condition. Our failure to obtain a marketable title over a particular plot of land may materially prejudice the development of that plot and may even cause us to write off substantial expenditures in respect of a project. Legal disputes arising in respect of land title can take several years and considerable expense to resolve if they become the subject of court proceedings, in addition to the uncertainty of the outcome of such legal proceedings. Under Indian

law, a title document generally is not effective, nor may be admitted as evidence in court, unless it has been registered with the applicable land registry and applicable stamp duty has been paid in respect of such title document. The failure of prior land owners to comply with such requirements may result in our failing to have acquired valid title or development rights. We face various practical difficulties in verifying the title of a prospective seller or lessor of property. Adverse possession under Indian law also gives rise upon twelve (12) years occupation to valid ownership rights as against all parties, including government entities that are landowners, without the requirement of registration of ownership rights by the adverse possessor.

Furthermore, under Indian law, a married person retains property rights in land alienated by their spouse if such married person has not consented to such alienation, effectively requiring consent by each spouse to all land transfers in order for a transferee to receive good title. In addition, Indian law recognises the concept of a Hindu Undivided Family (HUF), whereby all family members jointly own land and must consent to its transfer. Our title to land may be defective as a result of a failure on our part, or on the part of a prior transferee, to obtain the consent of all such persons. As each transfer in a chain of title may be subject to these and other various defects, our title and development rights over land may be subject to various defects of which we are not aware. Although, we undertake title searches for over thirty (30) years, we cannot assure that such lands shall be free from defects. We may face claims of third parties to ownership or use of the land after purchasing or obtaining development rights in respect of land, and where disputes could not be resolved by accommodating such claimants, we may lose our interests in the land which may adversely affect our business prospects, financial condition and results of operations.

4. *Failure to procure contiguous parcels of land may adversely affect our business, results of operations, financial condition and prospects.*

In the ordinary course of our business, we seek to enter into arrangements with land owners to procure land parcels to form a contiguous land mass, upon which we undertake construction and develop our properties. Our ability to acquire suitable sites is dependent on a number of factors that may be beyond our control, including the availability of suitable land, the willingness of landowners to sell land to us on commercially acceptable terms, the ability to obtain an agreement to purchase from all the owners where land has multiple owners, the availability and cost of financing, encumbrances on targeted land, government directives on land use, changes in government policies and the receipt of permits and approvals for land acquisition and development. We cannot assure that we will be able to procure such parcels of land or enter into suitable arrangements to form a contiguous mass on terms that are acceptable to us, or at all. This may cause us to modify, delay or abandon future development projects resulting in our failure to realize our investments, which in turn could materially and adversely affect our business, results of operations, financial condition and prospects.

5. *We may not be able to identify or correct any defects or irregularities in title or interest we have to our land or the lands that we plan to develop independently or under development agreements or joint venture agreements.*

There may be various legal defects and irregularities to the title on the lands that we own or on which we have development rights, which we may not be able to fully identify, resolve or assess. Prior to acquisition of, or entering into a development agreement with respect to any land, we conduct due diligence and assessment exercises on the land. Through an internal assessment process, we analyze information about the land that is available to us. However, there can be no assurance that such information is accurate, complete or as at the current date. Our rights in respect of these lands may be compromised by improperly executed, unregistered or insufficiently stamped conveyance instruments in the property's chain of title, unregistered encumbrances in favor of third parties, rights of adverse possessors, ownership claims of family members of prior owners, or other defects that we may not be aware of. For example, we may not be able to assess or identify all the relevant risks and liabilities associated with defects or irregularities of title. Any acquisition or development decision made by us in reliance on our assessment of such information or the assessment of such information by a third party or experts relied upon by us, is subject to risks and potential liabilities arising from the inaccuracy of such information. If such information later proves to be inaccurate, any defects or irregularities of title may result in our loss of title or development rights over land, and the cancellation of our development plans in respect of such land. Furthermore, any failure to

obtain a marketable title for a particular plot of adjoining land may materially prejudice the success of the entire development of the larger plot and project and may require us to write off substantial expenditures in respect of a property development or change our development plans. Any inability to identify defects or irregularities of title, and any ability to correct any such defects or irregularities of title, on lands that we plan to develop may have a material and adverse effect on our business, financial condition and results of operations. Any decision of ours to acquire land based on inaccurate, incomplete or dated information may result in risks and liabilities associated with acquiring and owning such parcels of land, being passed onto us.

Legal disputes arising over land title can take several years and considerable expense to resolve if they are subjected to court proceedings having an uncertain outcome. The failure of prior landowners to comply with such requirements may result in our failing to have acquired valid title or development rights. Further, we may have to incur additional non-planned expenditure to rectify the defects, if any in the title or settle disputes in relation to such lands.

We face various practical difficulties in verifying the title of a prospective seller or lessor of property, or a development partner. Multiple property registries exist, and verification of title is difficult. Indian law recognizes the ability of persons to effectuate a valid mortgage on an unregistered basis by the physical delivery of original title documents to a lender. Adverse possession under Indian law, also arises upon twelve (12) years of occupation over valid ownership rights against all parties, including government entities that are landowners, without the requirement of registration of ownership rights by the adverse possessor. In addition, Indian law recognizes the concept of a Hindu undivided family, whereby all family members jointly own land and must consent to its transfer. Our title to land may be defective as a result of a failure on our part, or on the part of a prior transferee, to obtain the consent of all such persons. As each transfer in a chain of title may be subject to these and other various defects, our title and development rights over land may be subject to various defects of which we are not aware. We may face claims of third parties to ownership or use of the land after purchasing or obtaining development rights in respect of land, and where disputes cannot be resolved through accommodations with such claimants, we may lose our interest in the land.

6. *The indebtedness and the conditions and restrictions imposed by the financing arrangements entered into by our Company could adversely affect the ability to conduct the business and operations of our Company.*

The agreements entered with banks and financial institutions by our Company contain certain restrictive covenants require approval from lenders for matters such as:

- ❖ Shift or remove the security described in the agreement without the prior approval of the Bank in writing;
- ❖ Obtain NoC from the Bank for availing of credit facilities from other Banks/FI's for further expansion of business, taking up new business activity or setting up/investing in a subsidiary whether in the same business line or related business;
- ❖ Transfer/invest funds of the company in whatsoever manner in any other concern without obtaining the prior consent of the Bank;
- ❖ Prohibited from using the loan amount or any part thereof for any purpose other than for which it has been sanctioned and in case of violation, the bank has a right to recall the loan amount or any part thereof at once notwithstanding anything contrary to the above or any other agreement;
- ❖ Effect any change in our Company's capital structure;
- ❖ Formulate any scheme of amalgamation or reconstruction;
- ❖ Undertake any new project or expansion scheme without obtaining the Bank's prior consent thereof, unless the expenditure on such expansion, etc. is covered by our Company's net cash accruals after providing for debt servicing, etc. or from long term funds received for financing such new projects or expansion;
- ❖ Enter into borrowing arrangement either secured or unsecured with any other bank/financial institution or any third party;
- ❖ Undertake any guarantee obligation;

- ❖ Invest or lend or advance funds or place deposits with any other concern other than normal trade credit or security deposits in the usual course of business or advances to employees etc.;
- ❖ Any drastic change in their management setup without the Bank's permission;
- ❖ Obtain NOC from the Lender and Other Lender before entering into agreements with prospective buyers for sale of units/flats in the Project/Project 1 and Project 2 (*as defined under the Financial Indebtedness section*);
- ❖ Change its constitution without the prior permission of the lender till the entire facility is repaid;
- ❖ Raise any additional debt on the Property 1-6/Project, Project1 and/or Project 2, (as defined above under this Section), till closure of the facility, without prior permission of the lender/other lender, as the case maybe;
- ❖ Embark upon any expansion/ diversification/ restructuring/ alliance/ mergers/ acquisitions/ without prior permission in writing from the lender; and
- ❖ Create any further charge on their assets/properties funded by the lender/ charge created by the lender without our written approval.

While, our Company has received No Objection Certificate (NoC) for the proposed Issue from all its lenders, there can be no assurance that it will be able to comply with the above covenants or that it will be able to obtain the consents necessary to take the actions that it believes are required to operate and grow the business of our Company. Repayment of certain loans may be demanded at any time by the lenders pursuant to terms of the agreements. An event of default under any of these loan arrangements, if not cured or waived, could lead to serious financial consequences and material adverse effect on our Company.

7. *Our business is heavily dependent on the performance of the real estate market and the availability of real estate financing in India.*

The real estate market is significantly affected by changes in economic conditions, government policies, interest rates, income levels, demographic trends and employment, among other factors. These factors can negatively affect the demand for and valuation of both our Land Reserves and Projects under Development.

Additionally, stricter provisioning and risk weightage norms imposed by the RBI in relation to real estate loans by banks and finance companies could reduce the attractiveness of property or developer financing and the RBI or the GoI may take further measures designed to reduce or having the effect of reducing credit to the real estate sector. In the event of any change in fiscal, monetary or other policy of the GoI and a consequent withdrawal of income tax benefits, our business and results of operations may be adversely affected.

8. *The success of our business is dependent on our ability to anticipate and respond to customer requirements both in terms of type and location of our properties. If we fail to anticipate and respond to customer requirements, we could lose potential customers to competitors, which in turn could adversely affect the business prospects and results of operations of our Company.*

The growing disposable income of India's middle and upper income classes, together with changes in lifestyle has resulted in a substantial change in the nature of their demands. Increasingly, customers are seeking better housing, amenities and facilities in residential apartments. Our focus on the development of quality residential units along with cost-effective accommodation requires us to satisfy these demanding consumer expectations. We believe that one of our key strengths is our ability to acquire land in new areas and to be able to develop properties in these areas in anticipation of consumer demand and deliver residential properties there at very competitive margins. The amenities and facilities now demanded by consumers include 24 hour electricity, power back-up, 24 hour running water and amenities such as security, parking, waste disposal and management, janitorial services, landscaped gardens, playgrounds, swimming pools, fitness centres, club houses and sports facilities. Our inability to meet our customers' preferences or our failure to anticipate and respond to customer needs could materially and adversely affect our business and results of operations. If we fail to anticipate and respond to customer requirements, we could lose potential customers to competitors, which in turn could adversely affect our business, results of operations, financial condition and prospects.

9. ***Our growth requires additional capital, which may not be available on terms acceptable to us.***

The real estate development industry is capital intensive and requires significant expenditure for land acquisition and development. As of March 31, 2014 we had consolidated outstanding borrowings (*including secured and unsecured*) of ₹52,316.35 lakhs.

The use of borrowings presents the risk that we may be unable to service interest payments and principal repayments or comply with other requirements of any loans, rendering borrowings immediately repayable in whole or in part, together with any attendant cost, and we might be forced to sell some of our assets to meet such obligations, with the risk that borrowings will not be able to be refinanced or that the terms of such refinancing may be less favourable than the existing terms of borrowing. As we intend to pursue a strategy of continued investment in our developmental activities, we will incur additional expenditure in the current and next fiscal years. We propose to fund such expenditure through a combination of debt, equity and internal accruals. Our ability to borrow and the terms of our borrowings will primarily depend on our financial condition, stability, quality and suitability of our cash flows, security and our capacity to service debt in a varying interest rate environment. We may also not be successful in obtaining additional funds in a timely manner, or on favourable terms or at all.

In addition, the availability of borrowed funds for our business may be greatly reduced, and the lenders may require us to invest increased amounts of funds in a project in connection with both new loans and the extension of facilities under existing loans. If we do not have access to additional capital, we may be required to delay, postpone or abandon some or all of our development projects or reduce capital expenditures and the size of our operations.

10. ***The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.***

We intend to use the proceeds of the Issue, after meeting the expenditures of and related to the Issue, for our various Projects under Development. For further details, please refer to the section titled "Objects of the Issue" beginning on page 74 of this Draft Prospectus. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. The management will have significant flexibility in applying the proceeds received by us from the Issue. Further, according to the provisions of the SEBI Debt Regulations, we are not required to appoint a monitoring agency and therefore no monitoring agency has been appointed for this Issue.

11. ***Certain portions of our Land Reserves are subject to litigation. Any adverse decision may have a significant effect on our Land Reserves, business, prospects, financial condition and results of operations and we may have to relinquish our interest in relation to such lands.***

There are several cases against our Company with respect to the lands we hold. Certain parcels of our Land Reserves are subject to litigation and these legal proceedings are pending at different levels of adjudication before various courts. We can give no assurance that these legal proceedings will be decided in our favour. Further, we may also not be able to quantify all the claims in which we are involved. Any adverse decision may have a significant effect on our Land Reserves, business, prospects, financial condition and results of operations and we may have to relinquish our interest in relation to such lands. For further details, please refer to section titled "Outstanding Litigation" beginning on page 199 of this Draft Prospectus.

12. ***Our insurance coverage may not adequately protect us against all material hazards.***

We are insured for a number of the risks associated with our business, such as fire, special perils concerning our construction operations and loss of certain assets. In addition, we have obtained separate insurance coverage for our employees such as Mediclaim and Accident policy. While we believe that the insurance coverage which we maintain directly or through our contractors, would be reasonably adequate to cover the normal risks associated with the operation of our business, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, nor that we have taken out sufficient insurance to cover all material losses. While our Company endeavours to maintain

adequate insurance for its Projects under Development, we have not maintained insurance for few of the projects as on the date of this Draft Prospectus. Our Company has also obtained Director's & Officers Liability Insurance for directors and officers of our Company. Moreover, currently, we do not have insurance for our Land Reserves, but may obtain insurance in the future based on our own assessment of risks associated with such properties. To the extent that we suffer loss or damage for which we or our subcontractors did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and our results of operations and financial performance could be adversely affected.

13. ***We may not be able to sustain our growth or maintain a similar rate of growth, which may have an adverse effect on the financial condition and results of operations of our Company.***

Our Company generated a consolidated total income of ₹23,492.01 lakhs and profit after tax of ₹1,572.43 lakhs for the year ended March 31, 2014 as compared to a consolidated total income of ₹24,224.99 lakhs and profit after tax of ₹1,403.79 lakhs for the year ended March 31, 2013 and consolidated total income of ₹20,330.85 lakhs and profit after tax of ₹44.16 lakhs for the year ended March 31, 2012. We may not be able to sustain our growth effectively or to maintain a similar rate of growth in the future due to a variety of reasons including a decline in the demand for quality real estate properties, increased prices or competition, non-availability of raw materials, lack of management availability, lack of manpower, or due to a general slowdown in the economy. A failure to sustain our growth may have an adverse effect on our financial condition and results of operations.

14. ***We have experienced net negative cash flow. Any negative cash flows in the future may adversely affect our results of operations and financial condition.***

Our Company has experienced net negative cash flow as set out below:

(₹ In Lakhs)

Cash Flow	F.Y. 2011-2012
Net increase/decrease in cash and cash equivalents	1,259.43

If we experience any negative cash flow in the future, this may adversely affect our results of operations and financial condition. For further details, please refer to section titled "Financial Statements" hereto annexed as Annexure III to this Draft Prospectus.

15. ***There have been in the past unscheduled delays and cost overruns in relation to our projects.***

While our Company, endeavours to meet its scheduled timelines, however there may have been delays in the past, in the normal course of its business, for the handover and delay of some of our projects. These delays will also result in a loss of reputation among our customers who may not prefer our offerings in the future. We cannot assure that we will be able to complete our projects on time in the future and within the stipulated budget and time schedule. As we would incur the cost of delays or overruns, this could adversely affect our results of operations and financial condition.

16. ***We may experience difficulties while geographically expanding our business.***

Historically, we have been focusing in and around Pune for our business. However, in the past few years, we have acquired land and development rights in various cities and towns outside Pune such as Mumbai, Bengaluru and New Jersey in the USA for future property developments. We have limited experience in conducting real estate business outside the city of Pune, thereby exposing us to unknown risks.

The level of competition, regulatory practices, business practices and customs, and customer tastes, behaviour and preferences in cities where we expand our operations may differ from those in Pune and Mumbai and our experience in these cities may not be applicable to new cities. In addition, as we enter new markets, we are likely to compete with local real estate developers who have an established local presence, are more familiar with local regulations, business practices & customs and have stronger relationships with local contractors and relevant government authorities, all of which may collectively or individually give

them a competitive advantage over us.

While expanding into various other regions, our business will be exposed to various additional challenges, including seeking governmental approvals from agencies with which we have no previous working relationship, identifying and collaborating with local business partners, contractors and suppliers with whom we may have no previous working relationship, identifying and obtaining development rights over suitable properties, successfully gauging market conditions in local real estate markets with which we have no previous familiarity, attracting potential customers in a market in which we do not have significant experience, local taxation in additional geographic areas in India and outside India and adapting our marketing materials and operations to different regions of India where other languages are spoken.

We can provide no assurance that we will be successful in expanding our business to include other markets in India. Any failure by us to successfully diversify our business geographically could have a material adverse effect on our revenues, earnings and financial condition and would result in us remaining dependent on the Pune and Mumbai real estate market for our business, constraining our long term growth and prospects.

17. *We face intense competition in our business and may not be able to compete effectively, particularly in regional markets where we may not have significant experience.*

We operate in highly competitive markets. Competition in these markets is based primarily on the availability and the cost of land as well as the ability to execute projects within the required time. We face competition from large and small domestic real estate companies and bidding for new and similar property development projects, from corporations with large land reserves, as well as government bodies such as urban development authorities that are in the business of real estate development. Given the fragmented nature of the real estate development industry, we may not have adequate information about the projects our competitors are developing and accordingly, we run the risk of incorrectly estimating demand, supply and pricing in the market.

Certain of our competitors may be better known in certain regional markets, have more experience in undertaking real estate development in these markets and be better placed to acquire land for new property development projects in these markets. We may not possess the same level of knowledge and understanding in the development, ownership and management of properties in these markets as we do in our core markets. We may need to take certain steps to address these risks, including adjusting our designs and development methods, establishing business relations with local land owners and joint venture partners, obtaining raw materials and labor on acceptable terms, understanding the requirements of the local laws and understanding market practice and requirements of potential customers. We cannot assure that we will be able to successfully implement all the steps required to address these risks, which could adversely affect our results of operations and financial condition.

In addition, certain of our competitors may have greater land reserves in select geographies or financial resources than we do. They may also benefit from greater economies of scale and operating efficiencies. Competitors may, whether through consolidation or growth, present more attractive or lower cost solutions than we do, causing us to lose market share. We cannot assure that we will be able to compete effectively with our competitors in the future, and our failure to compete effectively may materially and adversely affect our business, financial condition and results of operations. Increasing competition could result in price and supply volatility, which could cause our business to suffer.

18. *The contingent liabilities, if crystallized could adversely affect the financial condition of our Company since there is no provision made in the books of accounts of our Company.*

The contingent liabilities as on March 31, 2014 are as follows:

Nature of Liability	Amount as on March 31, 2014 (₹ in lakhs)
Guarantee in respect of secured loans obtained by subsidiary	10,000.00

Nature of Liability	Amount as on March 31, 2014 (₹ in lakhs)
(Balance of secured loans as at the end of the year)	9,374.78
Guarantee to Government Authorities	689.64
Tax Matters under Appeal	1,357.86
Cases filed against our Company	600.60
Total	12,022.88

If any of these contingent liabilities materialize, fully or partly, the financial condition of our Company could be materially and adversely affected.

19. *Our revenues could be adversely affected by changes in the Floor Space Index (FSI)/Transfer of Development Rights (TDRs) regime in India and essentially in Pune.*

The municipal corporations facilitate the purchase of FSI from them for a particular location on certain rates fixed by them over a period of time. Further, TDRs permit a developer to use development rights generated elsewhere for some other project in a different location in the event that the applicable planning and land use regulations for a particular plot do not allow full utilization of the generated development rights. Any restriction on the purchase of FSI and/or the transfer of TDR by municipal authorities could adversely affect our ability to construct our projects as per the proposed plans and adversely affect our business and future prospects.

20. *We have in the past acquired land or interests in the land from our Promoters in the normal course of its business.*

We have in the past acquired land from our Promoters and we may continue to do so which is in the normal course of our business.

21. *We depend on our Promoters, our senior management, directors and key personnel for a large part of our success. In the event we are unable to retain any or all of these, it may adversely affect the business and results of operation of our Company.*

Our Promoters, especially Mr. D.S. Kulkarni, Ms. Hemanti Kulkarni and our key management personnel have several years of experience in the real estate industry and are difficult to replace. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. We cannot assure that we will continue to retain any or all of the key members of our management. The loss of the services of any key member of our management team could have an adverse effect on our business and the results of our operations. Further, our ability to maintain our position in the real estate development sector depends on our ability to attract, train, motivate, and retain highly skilled personnel. In the event we are unable to do so, it could have an adverse effect on our business and results of operations.

22. *Adoption of a recent guidance note on accounting for real estate transactions and its treatment of the POC Method of revenue recognition may result in delayed recognition of revenue.*

Our Company recognizes revenue from real estate development projects which are not complete at the end of the relevant financial year in accordance with the Guidance Note on Accounting for Real Estate Transactions (Revised 2012) (the "**Real Estate Accounting Guidance Note**") issued by the Institute of Chartered Accountants of India ("**ICAI**") on February 11, 2012, provided the said projects satisfy all the conditions precedent specified in the said Guidance Note.

The said Guidance Note provides that when the outcome of a real estate development project can be estimated reliably and the conditions set out therein are satisfied, the project revenues and the project costs associated with the said project should be recognized as revenue and expenses by reference to the stage of completion of the said project activity at the reporting date.

The project costs which are recognized in the statement of profit and loss by reference to the stage of completion of the project activity are matched with the revenues recognized, resulting in the reporting of revenues, expenses and profit which can be attributed to the proportion of the work completed. Thus the project profit is estimated in accordance with the percentage of completion method. The guidance note on accounting for real estate transactions essentially offers guidance in applying the said method.

The said Guidance Note applies to all projects where revenues are recognized for the first time on or after April 1, 2012 (the "**Revised Revenue Recognition Method**").

Under the Revised Revenue Recognition Method, in order to recognize revenues from new projects, it is necessary that:

- i) all key approvals necessary for the commencement of the project have been obtained (including environmental and other clearances, approval of plans, designs, etc., title to land or other rights to development/construction and change in land use);
- ii) at least 25% of the construction and development costs (including borrowing costs related to construction and development, but excluding the cost of land) have been incurred;
- iii) at least 25% of the saleable project area has been secured by contracts or agreements with buyers; and
- iv) at least 10% of the total revenue has been realized at the reporting date as per the agreements of sale or any other legally enforceable documents.

For projects that commenced on or prior to March 31, 2012 and where revenue recognition had commenced on or prior to that date, a reasonable level of development is considered to have occurred when the project costs (including the cost of land) incurred were 20% or more of the total estimated project cost (the "**Old Revenue Recognition Method**").

Both the methods accord due recognition to the fundamental accounting principles of prudence and conservatism. Hence, the essence of "**Old Revenue Recognition Method**" is substantially similar to that of the "**Revised Revenue Recognition Method**". However, the difference between Old Revenue Recognition Method and Revised Revenue Recognition Method may impact the yearly profitability of our Company during the currency of a project.

23. *Failure to identify and acquire land in locations with growth potential may affect our business.*

Our ability to identify suitable parcels of land for development and subsequent sale forms an integral part of our business. Our strategy includes acquiring and developing land, therefore our ability to identify land in the right location is critical for a property development. Our decision to acquire land involves taking into account the size and location of the land, preferences of potential customers, economic potential of the region, the proximity of the land to civic amenities and urban infrastructure, the willingness of landowners to sell the land to us on terms which are favourable to us, the ability to enter into an agreement to buy land from multiple owners, the availability and cost of financing such acquisitions, encumbrances on targeted land, government directives on land use, and obtaining permits and approvals for land acquisition and development. Any failure to identify and acquire suitable parcels of land for development in a timely manner may reduce the number of properties that can be acquired by us and thereby affect our business prospects, financial condition and results of operations.

24. *Our Company has entered into transactions with related party and may continue to do so.*

Our Company has entered into various transactions with related parties aggregating to ₹79,949.72 lakhs and ₹72,691.56 lakhs for year ended on March 31, 2014 and year ended as on March 31, 2013 respectively. There can be no assurance that these transactions with such related parties will be, entered into on an arm's length basis. Such agreements give rise to current or potential conflicts of interest with respect to dealings between us and such related parties. For further details, please refer to the section titled "Financial Statements" hereto annexed as Annexure III to this Draft Prospectus.



25. ***We have in the past entered into, and continue to enter into, memoranda of understanding and similar commercial agreements to acquire land or economic interests in land, and are subject to certain risks associated with such agreements.***

We have in the past entered into and may continue to enter into memorandum of understanding and similar commercial agreements with land owners to acquire lands or economic interest in lands. We typically make partial or advance payments to such land owners. Upon the successful completion of legal diligence investigations, we pay the remaining amount or agree to transfer a portion of the developed area or enter into other similar arrangements. As of March 31, 2014, the balance due to third parties in respect of payments under arrangements with land owners for construction on, and development of land was ₹15.27 lakhs.

These agreements typically stipulate time frames within which title to land must be conveyed and provide that all or a part of the advance monies paid to these third parties may be forfeited in the event that the acquisition process is not completed within the agreed time frames. In certain situations, agreements to purchase land may expire or contain irregularities that may invalidate them. If such irregularities exist in the land parcels that we have acquired, or if we are unable to acquire such land, our development plans for certain projects may be adversely affected, which could in turn adversely affect our business, results of operations, financial condition and prospects.

26. ***Our Subsidiary Companies have incurred losses in the last three (3) financial years.***

Some of our subsidiaries have incurred losses during the last three (3) financial years. It may continue to incur losses in future periods, which could have an adverse effect on our results of operations. The details of such Subsidiary Companies which have incurred losses in last three (3) financial years are set out below:

Name of the Subsidiary Company	F.Y. 2013-2014	F.Y. 2012-2013	F.Y. 2011-2012
DSK Global Education & Research Limited*	--	--	(2,066.80)
DSK Southern Projects Private Limited	(358.39)	(273.25)	(656.41)
DSK Township Projects Private Limited	(0.43)	(0.26)	(0.24)
DSK Developer Corporation	(232.62)	(164.71)	--

*DSK Global Education & Research Limited ceased to be a subsidiary of our Company w.e.f. March 22, 2013.

We set out below the list of our Subsidiaries Companies which had negative networth in the last three (3) financial years.

Name of the Subsidiary Company	F.Y. 2013-2014	F.Y. 2012-2013	F.Y. 2011-2012
DSK Global Education & Research Limited*	--	--	(5,473.02)
DSK Southern Projects Private Limited	(1,215.54)	(853.79)	(579.94)
DSK Developer Corporation	(2,080.30)	(1,777.67)	(1,350.97)

*DSK Global Education & Research Limited ceased to be a subsidiary of our Company w.e.f March 22, 2013.

For further details on our subsidiaries companies, please refer to section titled "History and Certain Corporate Matters" beginning on page 97 of the Draft Prospectus.



27. ***We do not own our registered office and other offices of our Company. Any failure on our part to execute and/or renew lease agreements and premise sharing agreements in connection with such offices or failure to locate alternative offices in case of termination of such agreements in connection with any business outlet could affect our operations and profitability.***

We do not own the premises at which our registered office and other offices are located. We have entered into Lease and License agreements for these premises. Whilst the terms of the lease and license agreements permit us to renew these agreements, there is however no guarantee that the respective owners will agree to renegotiate the lease or license agreements on terms acceptable to us. If we lose the leases or licenses at our registered office, we may have to relocate to an alternate location causing a temporary disruption and administrative hassle to our Company. Moreover, the alternative premises may come at a high cost and subsequent leases or licenses may not be for long terms, which could adversely affect our business and financial condition.

28. ***Our Promoter(s), Directors and related entities have interests in a number of entities, which are in businesses similar to ours and this may result in potential conflicts of interest with us.***

Certain decisions concerning our operations or financial structure may presently have conflict of interest amongst our Promoter(s), other shareholders, Directors, executive officers and the NCD Holders. Our Promoter(s), Directors and related entities have interests in the certain Group Entities that are engaged in businesses similar to ours. Commercial transactions in the future between us and related parties could result in conflicting interests. A conflict of interest may occur directly or indirectly between our business and the business of our Group Entity(s) which may have an adverse affect on our operations. Conflict of interest may also arise out of common business objectives shared by us, our Promoter(s), Directors and their related entities. Our Promoter(s), Directors and their related entities may compete with us and have no obligation to direct any opportunities to us. There can be no assurance that these or other conflict of interest will be resolved in an impartial manner.

29. ***Our Promoter's, Mr. D.S. Kulkarni, Ms. Hemanti Kulkarni and Mr. Shirish Kulkarni have given personal guarantees in relation to debt facilities provided to us and our subsidiaries.***

Our Promoters, Mr. D.S. Kulkarni, Ms. Hemanti Kulkarni and Mr. Shirish Kulkarni have given personal guarantees in relation to certain debt facilities provided to our Company and our subsidiaries aggregating ₹99,795 lakhs as on March 31, 2014. In the event that any of our Promoters withdraw or terminate their guarantees, the lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. In the event any of the personal guarantees given by our Promoters, Mr. D.S. Kulkarni, Ms. Hemanti Kulkarni and Mr. Shirish Kulkarni are invoked, they shall be liable to compensate the borrower to the extent of financial assistance availed by our Company from such bank.

30. ***Our Company has extended corporate guarantees in relation to certain debt facilities availed by our Group Entity, DSK Global Education & Research Limited.***

Our Company has extended corporate guarantees in relation to certain debt facilities availed by our Group Entity, DSK Global Education & Research Limited amounting to ₹10,000 lakhs as on March 31, 2014. In the event that these guarantees are invoked, the lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities and as a result our financial condition and cash flows maybe affected.

31. ***Our Company has availed unsecured loans from certain entities which are payable on demand. A short notice for repayment of such unsecured loans may affect the cash flows and impact the financials of our Company.***



As on March 31, 2014, our Company has availed unsecured loans including fixed deposits aggregating to ₹20,564.39 Lakhs from various entities. These loans/ deposits maybe recalled any time by these entities. In the event that these loans are required to be re-paid at short notice, our Company may have to arrange for additional funds at higher costs which may have an impact on financials of our Company.

32. *We are dependent on various sub-contractors or specialist agencies to construct and develop our projects.*

We enter into agreements with third party contractors to construct our projects in accordance with our specifications and quality standards and under the time frames provided by us. If such contractors are unable to complete our developments within the specifications, quality standards or time frames specified by us, or at all, our business, reputation and results of operations could be adversely affected. In addition, we generally provide warranties for a period of three (3) years for construction defects and may be held liable for such defects.

The scale of real estate development in India has been significant in the recent past. As a result, our contractors have had significant projects to complete and a substantial backlog. If the services of these or other contractors do not continue to be available on terms acceptable to us or at all, our business and results of operations would likely be adversely affected. Additionally, our operations may be affected by circumstances beyond our control such as work stoppages, labour disputes, shortage of qualified skilled labour or lack of availability of adequate infrastructure.

We also rely upon the products and services of a number of third-party suppliers and sub-contractors in the construction of our projects. We do not directly employ construction labor, but seek such services from third parties. Suppliers and sub-contractors also provide us with raw materials and equipment. We have limited control over the cost, availability or quality of their products or services, and as such the inability or unwillingness of such suppliers and sub-contractors to provide their products and services to us, including on a timely and cost-efficient basis may adversely affect our business and results of operations.

33. *Significant increases in prices or shortages of building materials could harm our results of operations.*

A significant challenge that any real estate developer faces is dealing with adverse movements in the cost of building materials. The real estate sector is dependent on a number of components such as cement, steel, bricks, wood, sand, gravel, paints etc. As the revenues from sale of units are predetermined, adverse changes in the price of any raw material or unavailability of these raw materials at reasonable prices would affect the business and profitability of our Company.

34. *The statements contained in this Draft Prospectus with regard to our Projects under Development and the Permissible Built-up Area are based on management estimates supported by the certificates issued by the architect(s) which may be subject to change.*

The square footage data presented herein with regards to our Projects under Development and the Permissible Built-up Area are based on management estimates supported by the certificates issued by the architect(s). The square footage that we may develop in the future with regards to a particular property may differ from the numbers presented herein which are based on various factors such as market conditions, local building bye-laws and our ability to obtain required regulatory approvals. Moreover, title defects may prevent us from having valid rights enforceable against all third parties to lands over which we believe we hold interests or development rights, rendering our management's estimates of the area and make-up of our land incorrect and subject to uncertainty.

35. *Some or all of our Projects under Development may not be completed by their expected completion dates or at all which may have an adverse effect on the business and results of operations of our Company.*

As of the date of this Draft Prospectus, we have fourteen (14) Projects under Development in India and overseas. Our Projects under Development may be subject to changes and modifications from our currently

estimated management plans and timelines as a result of factors outside our control, including, among others:

- regulatory changes;
- availability of raw materials, manpower and financing;
- increases in construction costs;
- natural disasters;
- reliance on third party contractors; and
- the risk of decreased market demand during the development of a project.

Such changes and modifications may have a significant impact on our Projects under Development, and consequently, we may not develop these projects as planned, or at all, which may have an adverse effect on our business, results of operations and financial condition.

36. *We also undertake certain of our projects in co-operation with joint venture partners, who may not perform their obligations satisfactorily and whose interests may differ from ours.*

Our joint ventures depend upon the fulfillment of the obligations of our joint venture partners, such as construction of the project and additional financing as in case of our Bengaluru project which we are jointly developing alongwith with Mantri Dwellings Private Limited. Although, the arrangement and understanding with the joint venture partner may legally obligate the other party to provide the relevant services, we cannot assure that they will in fact provide such services, on a timely basis or at all, which could adversely affect our as well as our joint ventures' business and results of operations. In some cases, as per the terms of the agreements with our partners, we along with our partners undertake to provide additional funding into such entities. We or our partners may not be able to arrange these additional funding at the appropriate time and in the manner specified in such agreements. Our joint ventures provide rights regarding construction, development, marketing and selling, sharing of revenues. These rights may limit our flexibility to make decisions relating to such projects, and may cause delays or losses. In some of these properties, the title to the land may be owned by us or third parties, and as such, in such instances, we cannot assure that the persons with whom we enter into joint ventures or collaboration agreements have clear title to such lands. Title may be rendered defective, thus limiting our scope for development.

37. *We are required to pay earnest money and comply with certain obligations in relation to the acquisition of land.*

We are often required to make advance payments as earnest money to the land owners in connection with the acquisition and development of land. Our operations require consents and approvals in a timely manner from the regulatory authorities to acquire land and develop projects. Further, we are required to obtain the approvals and no objection certificates for the usage of land and if these are not obtained in time then we may face the risk of losing our security deposit to the land owners.

We cannot assure that we will be able to obtain all necessary consents and approvals and therefore we may not be able to recover such earnest money paid by us or may be required to indemnify the land-owners. In addition, even if we comply with all terms and conditions of our arrangement and the land owners decide to violate the terms of or terminate our agreements with them, it could adversely affect our business and results of operations.

38. *We may be involved in legal and administrative proceedings arising from our operations from time to time to which we are or may become a party.*

We may be involved from time to time in disputes with various parties involved in the development and sale of our properties, such as housing societies, contractors, sub-contractors, suppliers, constructors, joint venture partners, occupants and claimants of title over land, and governmental departments and authorities. These disputes may result in legal and/or administrative proceedings, and may cause us to suffer litigation costs and project delays. We may, for example, have disagreements over the application of law with regulatory bodies or third parties in the ordinary course of our business, which may subject us to administrative proceedings and unfavourable decisions, resulting in financial losses and the delay of

commencement or completion of our projects.

39. ***As the demand for land increases, it also results in an increase in the competition for acquiring such land leading to high prices of land. Further, changes in any of regulations applicable to our business, are likely to have an affect on the price of land.***

As the demand for residential and commercial properties increases, it also results in an increase in competition to acquire land. The unavailability or shortage of suitable land for property development also leads to an escalation in land prices. Additionally, the availability of land, its use and development, is subject to regulations by various local authorities. For example, if a specific parcel of land has been delineated as agricultural land, no commercial or residential development is permitted without the prior approval of the local authorities. Such a change in status may impact the price of that parcel of land, as well as the land surrounding it. Any escalation in the price of land could prevent us from acquiring these parcels of land which could materially and adversely affect our business, prospects, financial condition and results of operations.

40. ***We may not be able to develop some of our Land Reserves.***

Our ability to develop some of our Land Reserves is subject to a number of risks and contingencies, some of which are summarized below:

- the title to the lands we own may be defective or could be challenged in a legal proceeding;
- release of any mortgage created in favor of certain banks or financial institutions on the portion of Land Reserves that we intend to develop may require repayment or refinancing of certain debt facilities, or alternatively, creation of security on another portion of our Land Reserves having equivalent value;
- the MoUs and agreements to purchase land may expire, and we may not be able to renew the agreements that have expired;
- we may not receive the lands that are supposed to be allocated to us by government authorities, whether as a result of changes in government policies or otherwise;
- we may not receive the expected benefits of the arrangements we have entered into with land owners for construction on, and development of, land;
- we may not receive the approvals required for our intended developments, etc.

If any of these risks materialize, we may not be able to develop our Land Reserves and generate Built-up Area in the manner we currently contemplate and we may not be able to implement our business strategy effectively, which could have a material adverse effect on our business, results of operations and financial condition.

41. ***The availability of financing options to our potential customers is critical to our business. Any change in the availability of the same may affect the ability of our customers to finance their purchases consequently affecting the business and results of operations of our Company.***

A large number of our customers, especially buyers of residential properties finance their purchases by raising loans from banks, NBFC, housing finance companies and other sources. The availing of home loans for residential properties has become particularly attractive due to income tax benefits and high disposable income. The availability of home loans may however, be affected if such income tax benefits are withdrawn or the interest rates on such loans continue to increase or there is decrease in the availability of home loans. This may affect the ability of our customers to finance the purchase of their residential properties and may consequently affect the demand for our properties.

42. ***Given the long lead time of the real estate development projects we undertake, we face various kinds of implementation risks.***

The real estate development projects we undertake are by their nature, long term and accordingly our exposure to a variety of implementation risks, including regulatory delays, construction delays, material shortages, unanticipated cost increases, cost overruns, inability to satisfactorily conduct business with our

partner and tensions with our joint venture partners, is enhanced. While we believe we have successfully managed the implementation risks we have faced in the past, there can be no assurance that we will be able to continue to effectively manage any future implementation risks, which may or may not be of a nature familiar to us. Our future results of operations may be materially and adversely affected if we are unable to effectively manage the implementation risks we may face in the future.

43. ***There may be potential conflict of interest vis-à-vis our Promoter(s) with regard to the business interests of our Company and our Group entities.***

Some of our Promoter(s) and its Directors hold interests in other real estate development entities. Certain of our Group Entities have similar main objects clauses as our Company in their respective Memorandum of Association or partnership agreements, as applicable. These entities are engaged in the development of real estate and hence may compete with our Company. Situations may therefore arise where such persons are presented with, or identify, opportunities that may be or are perceived to be in competition with us. They may also be subject to conflicts of interest with respect to decisions concerning our operations, financial structure or commercial transactions. These or other conflicts of interest may not be resolved in an impartial manner and could have a material adverse affect on our operations.

44. ***Our business is subject to extensive government regulation, which may become more stringent in the future. In the event of failure in timely compliance with government regulations, we may require more time or incur higher costs to comply with such regulations.***

The real estate industry in India is heavily regulated by the Central, State and Local Governmental authorities. Real estate development companies in India must comply with a number of requirements mandated by Indian laws and regulations, including policies and procedures established by local authorities and designed to implement such laws and regulations. Real estate laws in India are complex and their interpretation or application by regulatory authorities may vary in different states. Although, we believe that our projects are in material compliance with applicable laws and regulations, regulatory authorities in certain states may allege non-compliance and may subject us to regulatory action in the future, including penalties, seizure of land and other civil or criminal proceedings. The planning permission granted by local municipal authorities is usually subject to compliance with the terms and conditions of all licenses and permits granted in connection with the project. Any non-compliance could lead to a cancellation of planning permission granted, and consequentially a cancellation of such project.

Further, we may have to devise new strategies or modify our business plans in order to adapt to new laws, regulations or policies that may come into effect from time to time with respect to the real estate sector. We cannot assure that we will be successful in implementing such strategies or be able to adapt ourselves to such new laws, regulations or policies. The amount and timing of future expenditure to comply with unanticipated regulatory requirements may vary substantially from those currently in effect. In the past, certain laws have been enacted in India with retrospective effect. We cannot assure that all our past actions and business operations will be in compliance with such retrospective changes in law.

45. ***We require certain approvals or licences in the ordinary course of business, and the failure to obtain them in a timely manner or at all, may adversely affect our operations.***

Acquisition of land and development rights in relation to immovable properties are governed by certain statutory and governmental regulations, which govern various aspects, including requirement of transaction document, payment of stamp duty, registration of property documents, purchase of property for benefits of others and limitation on land acquisition by an individual entity. Some of these approvals are required to be obtained before and after the commencement of construction in relation to the project. Some of our approvals for our projects may have expired and our inability to renew or be granted revised approvals will affect our business operations. We are subject to extensive local, State and Central laws and regulations that govern the acquisition, construction and development of land, including laws and regulations related to zoning, permitted land uses, proportion and use of open spaces, building designs, fire safety standards, height of the buildings, access to water and other utilities and water and waste disposal. In addition, we and our sub-contractors are subject to laws and regulations relating to, among other things, environmental

approvals in respect of the project, minimum wages, working hours, health and safety of labourers and requirements of registration for contract labour.

46. ***The unavailability of raw material, labour, or an increase in their costs, may adversely affect our results of operations.***

Our business is affected by the availability, cost and quality of the raw materials and labour that we or our contractors require to construct and develop our properties. Our principal raw materials include steel, cement, sand, wood, tiles, glass, plastics etc.. The prices and supply of these and other raw materials depend on factors not under our control, including general economic conditions, competition, production levels, transportation costs and import duties. The domestic prices of raw materials such as steel and cement have remained volatile in the past couple of years. The unavailability of, or a significant increase in the price of, fuel may also result in an increase in price of raw materials and construction.

We have not entered into any long term supply contracts with any of our suppliers for these raw materials. If, for any reason, our primary suppliers of raw materials should curtail or discontinue their delivery of such materials to us in the quantities and quality we need and at prices that are competitive, our ability to meet our material requirements for our projects could be impaired, our construction schedules could be disrupted and our business could suffer. The unavailability of, or a significant increase in costs of, labor also affects our business adversely. We cannot assure that we would be able to procure raw materials and labor in a timely manner and at competitive prices or that we will not be affected in the event of any shortfall of supply, which may adversely affect our business and results of operations.

47. ***Our business and growth plan could be adversely affected by the incidence and rate of property taxes and stamp duties, service and other value added taxes.***

As a property owning and development company, we are subject to the property tax regimes in jurisdictions in which we operate. Stamp duty is payable for the agreements entered into in respect of the properties we buy and sell. These taxes could increase in the future, and new types of property taxes, stamp duties and service and other value added taxes, such as the proposed goods and services tax legislation, may be introduced which may increase our overall costs. If these property taxes, stamp duties and service or other value added taxes were to increase, our acquisition costs and sale values may be affected, resulting in a reduction of our profitability. Any such changes in the incidence or rates of property taxes or stamp duties or service and other value added taxes could have an adverse affect on our financial condition and results of operations.

48. ***Compliance with and changes in, environmental, health and safety laws and regulations may materially and adversely affect the development of our projects, financial condition and results of operations of our Company.***

We are subject to environmental, health and safety laws and regulations in the ordinary course of our business, including governmental inspections, licenses and approvals of our project plans and projects prior to and during construction. We are required to conduct an environmental assessment for most of our projects before receiving regulatory approval for these projects. If environmental problems arise during or after the commencement of construction of a project or if the government authorities amend and impose more stringent regulations, we will have to be in full compliance with applicable regulatory requirements at all times. We may need to incur additional expenses to comply with such new regulations or undertake remedial measures which may increase the cost of the development of the property. We cannot assure that we will be in compliance with current and future environmental, health and safety laws and regulations at all times, and any potential liabilities arising from any failure to comply therewith will materially and adversely affect our business, financial condition and results of operations.

49. ***Our Company focuses significantly on developing and maintaining customer relations. In the event, our Company is unable to maintain relations and provide the required services to its customers and required quality standards, it may adversely affect the reputation, business prospects and results of operations of our Company.***

As a part of customer services, we provide management services to all our completed residential developments generally for one (1) year or so. Examples of these services include common area maintenance, security services, civil and electrical maintenance and general facilities' management, which includes power distribution, back-up power generation, water supply, drainage pumping, pest control, fire detection and solid waste disposal and management. We typically outsource these services to third party service providers. We believe that our customer services and maintaining customer relations are an integral part of our Company's values and business. For further details, please refer to section titled "Our Business" beginning on page 81 of this Draft Prospectus. In the event, our Company is unable to maintain relations and provide the required services to its customers and required quality standards, it may adversely affect the reputation, business prospects and results of operations of our Company.

50. *We are subject to a penalty clause under our sale agreements entered into with our customers for any delay in the completion and handover of the project.*

The sale agreements into which we enter with our customers contain a penalty clause pursuant to which we are liable to pay a penalty for any delay in the completion and handover of the project to the customers. While, our Company has always adhered to the time frame of possession of the project, however in the event of any delay in terms of the sale agreement, a penalty is payable by us at a fixed rate on a monthly basis, or based on any other method agreed in the agreement with a customer. Accordingly, in large residential projects, the aggregate of all penalties in the event of delays may adversely impact the overall profitability of the project and, therefore, adversely affect our results of operations.

51. *We are exposed to risks related to stringent labour legislation relating to engagement of contract labour and dispute resolution.*

India has stringent labour laws and regulations governing our relationship with our employees and other contractors, including in relation to hiring and termination of employees, work permits, minimum wages, and for the regulation of contract labour. We use a substantial amount of contracted and sub-contracted labour for our on-site operations. We do not directly control such labour. Failure by us or our sub-contractors to comply with the relevant laws and requirements for labour related matters could adversely affect our business and operations. Although, we do not engage such contract labour directly, we may be held responsible under applicable Indian laws for wage payments to such labour in the event of default by our contractors.

Additionally, certain other Indian labour laws also set forth detailed procedures for the establishment of unions, dispute resolution and certain other laws that impose certain financial obligations on employers upon retrenchment. Although, our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and our business may be adversely affected. We operate in a labour intensive industry and our contractors typically hire casual labour in relation to specific projects. A large number of labour we employ come from different parts of India as well. If we are unable to negotiate with the workmen or the contractors, or retain or substitute our inter-state labour, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits. In addition, we may not be able to procure required casual labour for our existing or future projects, which could adversely affect our business, reputation, financial condition, results of operations and cash flows.

52. *Our operations and our work force are exposed to various hazards and we are exposed to risks arising from construction related activities that could result in material liabilities, increased expenses and diminished revenues.*

There are certain unanticipated or unforeseen risks that may arise in the course of real estate development due to adverse weather and geological conditions such as storm, hurricane, lightning, flood, landslide and earthquake. Additionally, our operations are subject to hazards inherent in providing architectural and construction services, such as risk of equipment failure, impact from falling objects, collision, work accidents, fire or explosion, including hazards that may cause injury and loss of life, severe damage to and

destruction of property and equipment, and environmental damage. Any such risk could result in exposing us to material liabilities, increase our expenses, adversely affect our reputation and may result in a decline in our revenues. We cannot assure that we may be able to prevent any such incidents in the future.

53. ***We are dependent on our IT systems for the execution and management of our projects.***

We use information and communication technologies extensively to manage and execute our projects and to improve our overall efficiency. We have two (2) ERPs which provide information about the development of our projects on a real time basis. Our web based ERP system enables data to be entered on the project site to enable proper quality and costs control. From preparation of the budget for the execution of the project to the execution thereof by various departments like purchase, engineering, accounts & finance, sales & marketing and customer relations is seamlessly undertaken by the IT. We believe that the use of information technology ensure transparency and efficient execution of construction activities. We also use information technology products for our HR requirements such as pay roll management, biometrics, vehicle management and customer visits to project sites.

Any delay in implementation or any disruption in the functioning of our IT systems could have a material adverse effect on our business if it causes loss of data or affects our ability to track, record and analyse the progress of our projects, process financial information or engage in normal business activities.

54. ***Our registered trademark and trade name "DSK" may be infringed by third parties and we may be subject to intellectual property disputes.***

Our Company has registered the trademark and trade name "DSK" with the trademarks registry at Mumbai under various classes. Some of our Group entities as well as subsidiaries use our trademark with our consent. Third parties may infringe upon our trademark and/or trade name which may cause damage to our business prospects, reputation and goodwill. Unauthorised use by any third parties of the tradename "DSK" may also cause damage to our business prospects, reputation and goodwill and result in a dilution of the value of our trademark and trade name. If we are not successful in enforcing our intellectual property rights for any reason, it may have a material adverse effect on our business and competitive position.

External Risk Factors

55. ***Lack of improvement in or worsening global and Indian economic conditions have affected and may continue to materially and adversely affect the demand for real estate as well as the availability of financing in India.***

Since 2008, the global economy and financial markets have experienced extreme levels of instability, and there is substantial volatility in markets across asset classes, including stock markets, foreign exchange markets, commodity markets, fixed income markets and credit markets, which has been exacerbated since 2010 by concerns regarding the ability of certain countries to service their sovereign debt obligations, triggered by large budget deficits and rising public debts. Further, there are rising concerns of a possible slowdown in the emerging economies. No assurance can be given that a further economic downturn or financial crisis will not occur, or that measures taken to overcome a crisis will be sufficient to restore stability in the global markets in the short term or beyond. The Indian economy is influenced by economic conditions, developments and volatility in global markets.

We believe that our business is dependent to a large extent on the economic growth in India, and the availability of real estate financing in India and a stable regulatory framework. Any decline in the economy or adverse changes in the market conditions or regulatory framework in India could adversely affect our results of operations and future growth. The demand for our products and services is influenced by certain changes in these regions that include, among others, changes in government policies, economic conditions, demographic trends, consumer confidence, employment levels, fuel prices, interest rates, taxation, easy availability of credit and increase in the disposable income available to our customers.

Inflation, availability of credit and movement of interest rates in India have been adversely affected by the

volatility in global economy and financial markets. Interest rates have been raised numerous times since 2010. Rising interest rates affect a prospective customer's ability to obtain affordable financing for purchase of our properties, particularly the purchase of completed residential developments. Availability of credit to customers affects the market demand for our real estate developments. As a result of the prevailing state of the Indian economy, buyers of property may remain cautious and lease income from commercial properties may continue to face downward pressure. These factors may adversely affect our business and lead to decreases in the sales of, or market rates for, our real estate developments; delays in the release of finances for certain of the projects in order to take advantage of future periods of more robust real estate demand; insolvency of key contractors resulting in construction delays; inability of customers to obtain credit to finance purchase of our properties; changes in the applicable regulatory framework; and litigation. The realization of any of these risks could materially and adversely affect our business, results of operations, financial condition and prospects.

Additionally, stricter provisioning and risk weightage norms imposed by the RBI on real estate financing by banks and financial institutions have in the past affected, and may continue to affect, the availability of funds to property developers. The RBI or the Government may take further measures that result in reduction of credit to the real estate sector. If the demand for, or supply of, real estate financing at attractive rates were to diminish or cease to exist, our business and financial results could be adversely affected.

56. *A slowdown in economic growth in India and certain other countries could cause our business to suffer.*

Our results of operations and financial condition are dependent on, and have been adversely affected by, conditions in the financial markets, particularly in India, and the condition, including the uneven recovery, of the global economy.

Since August 2008, India's economy has been affected by the global economic uncertainties, including periods of rising interest rates, volatility in currency exchange rates, commodity and electricity prices, adverse conditions affecting agriculture and other factors. The Indian economy is currently in a state of transition and it is difficult to predict the impact of certain fundamental economic changes on our business. While the newly elected Government is expected to encourage private participation in various sectors, any adverse change in, or failure to successfully implement, policies could negatively impact the Indian economy. Further, India has been suffering from high inflation leading to lower disposable incomes adversely affecting the purchasing power of the public at large.

In Europe, especially the Eurozone, large budget deficits and rising public debts have triggered sovereign debt finance crises that resulted in the bailouts of some European economies and elevated the risk of government debt defaults, forcing governments to undertake aggressive budget cuts and austerity measures, in turn underscoring the risk of fragility of global economic and financial market. Moreover, in January 2012, the sovereign rating of various European Union countries was downgraded. Moreover, the global economy is currently in a state of uneven recovery. The United States continues to face adverse economic scenarios and should a further downgrade of the sovereign credit ratings of the U.S. government occur, it is foreseeable that the ratings and perceived creditworthiness of instruments issued, insured or guaranteed by institutions, agencies or instrumentalities directly linked to the U.S. government could also be correspondingly affected by any such downgrade, which may have an adverse affect on the economic outlook across the world. Emerging and developing economies have also faced risks to macroeconomic and financial stability due to the influx of short-term capital, excessive currency movements and pressures on general and asset price inflation. These have necessitated further policy tightening, introduction of liquidity management measures and imposition of some forms of capital controls. The resulting economic pressure on our trading partners, a general lack of confidence in the financial markets and fears of a further worsening of the economy have affected and may continue to affect the economic conditions in such countries. We cannot assure that the markets in which we operate will undergo a full, timely and sustainable recovery. The economic turmoil may continue or take place in the future, adversely affect our business, results of operations and financial condition.

57. ***Political instability, changes in the Government or natural calamities may adversely affect economic conditions in India, which may impact our business, financial results and results of operations.***

The Government has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our NCDs may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive Indian Governments have pursued policies of economic liberalization and financial sector reforms. India has recently elected a stable and strong government at the Centre and new policy initiatives are expected to be taken by the new government. Market price of our NCDs may be adversely affected by changes in inflation, exchange rates and controls, interest rates, Government changes, social stability or other political, economic or diplomatic developments affecting India in the future.

India has experienced and may continue to experience natural calamities such as earthquakes, floods and drought. The extent and severity of these natural disasters determines their effect on the Indian economy. Such natural calamities could have a negative effect on the Indian economy, adversely affecting our business and the price of our NCDs.

58. ***Terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may adversely affect the financial markets and our business.***

Terrorist attacks and other acts of violence or war may adversely affect the Indian markets on which our NCDs trade and also adversely affect Indian and worldwide financial markets. These acts may also result in a loss of business confidence and adversely affect our business, financial condition and results of operations. In addition, any deterioration in relations between India and its neighbouring countries might result in investor concern about stability in the region, which may adversely affect the price of our NCDs.

India has also witnessed civil unrest including communal disturbances and riots in recent years. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income. Such incidents may also create a greater perception that investment in Indian companies involves a higher degree of risk and may have an adverse impact on the price of our NCDs and our business.

59. ***Any downgrade of credit ratings of India may adversely affect our ability to raise debt financing.***

India's sovereign ratings reflect an assessment of the Indian government's overall financial capacity to pay its obligations and its ability or willingness to meet its financial commitments as they become due. No assurance can be given that any statistical rating organisation will not downgrade the credit ratings of India. Any such downgrade could adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance.

60. ***A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition.***

The direct adverse impact of the global financial crisis on India has been the reversal of capital inflows and decline in exports, leading to pressures on the balance of payments and a sharp depreciation of the Indian Rupee *vis-à-vis* the US Dollar. Any increased intervention by the RBI in the foreign exchange market to control the volatility of the exchange rate may result in a decline in India's foreign exchange reserves and reduced liquidity and higher interest rates in the Indian economy, which could adversely affect our financial condition.

61. ***Companies operating in India are subject to a variety of Central and State government taxes and surcharges.***

Tax and other levies imposed by the central and state governments in India that affect our tax liability

include, among others, Central and State taxes and other levies, income tax, value added tax, turnover tax, service tax, stamp duty and other special taxes and surcharges introduced on a temporary or permanent basis.

The regulations governing central and state taxes in India are extensive and subject to change. For example, in its union budget for the fiscal year 2010, the Government of India proposed two major reforms in Indian tax laws, (i) the goods and services tax, which is intended to replace the various indirect taxes on goods and services, and (ii) the direct tax code, which is intended to consolidate and amend laws relating to direct taxes. The new government may proceed to implement the goods and services tax and the direct tax code with or without amendments. As a result of these and other proposed amendments to existing, or new, laws the Indian taxation system may undergo significant revisions, the long-term effects of which are unclear. Moreover, in the future, the Government of India or state governments may increase the corporate income tax imposed on companies, including ours.

Any such future increases in taxes or amendments to tax regulations may result in the imposition of significant additional taxes or adversely affect our ability to capitalize on existing tax efficiencies, which could adversely affect our business and results of operations.

62. *Our ability to raise foreign capital may be constrained by Indian law.*

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure that the required approvals will be granted to us without onerous conditions, or at all. The limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

Risk Factors in relation to the Issue

63. *There is no guarantee that the NCDs issued pursuant to this Issue will be listed on the BSE in a timely manner, or at all.*

In accordance with Indian law and practice, permissions for listing and trading of the NCDs issued pursuant to this Issue will not be granted until after the NCDs have been issued and allotted. Approval for listing and trading will require all relevant documents authorising the issuing of NCDs to be submitted. There could be a failure or delay in listing the NCDs on the BSE.

64. *You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the NCDs.*

Our ability to pay interest accrued on the NCDs and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors, including, *inter alia* our financial condition, profitability and the general economic conditions in India and in the global financial markets. We cannot assure that we would be able to repay the principal amount outstanding from time to time on the NCDs and/or the interest accrued thereon in a timely manner, or at all. Although our Company will create appropriate security in favour of the Debenture Trustee for the holders of the NCDs on the assets adequate to ensure 100% asset cover for the NCDs, the realizable value of the secured assets, when liquidated, may be lower than the outstanding principal and/or interest accrued thereon in connection with the NCDs. A failure or delay to recover the expected value from a sale or disposition of the secured assets could expose you to a potential loss.

65. *Any downgrading in credit rating of our NCDs may affect the trading price of the NCDs.*

The NCDs proposed to be issued under this Issue have been rated by CARE. CARE has assigned a rating of 'CARE BBB+' to the NCDs by its letter dated July 1, 2014. Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk. We cannot guarantee that this rating will not be downgraded. The ratings provided by

CARE may be suspended, withdrawn or revised at any time. Any revision or downgrading in the above credit rating may lower the value of the NCDs and may also affect our Company's ability to raise further debt.

66. ***Changes in interest rates may affect the prices of the NCDs.***

All securities where a fixed rate of interest is offered, such as the NCDs, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of the NCDs.

67. ***If we do not generate adequate profits, we may not be able to maintain the Debenture Redemption Reserve ("DRR") up to an extent of 25% for the NCDs.***

Pursuant to Section 71 of the Companies Act, 2013 a company is required to maintain DRR up to 25% of the value of debentures issued through a public issue. Further, the amount to be credited as DRR will be carved out of the profits of the company only and there is no obligation on the part of the company to create DRR if there is no profit for the particular year. Therefore, we will maintain a DRR only to the extent of 25% of the NCDs issued and if we are unable to generate adequate profits, the DRR created by us may not be adequate to meet 25% of the value of the NCDs. This may have a bearing on the timely redemption of the NCDs.

Furthermore, the DRR will not be sufficient to cover the payment on the remaining 75% of the value of the NCDs. Further, pursuant to Rule 18(8) of the Companies (Share Capital and Debentures) Rules, 2014, every company required to create or maintain DRR shall before the 30th day of April of each year, deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March next, following any one or more of the following methods, namely: (a) in deposits with any scheduled bank, free from charge or lien (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in subclauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under sub-clause (f) of section 20 of the Indian Trusts Act, 1882. The amount deposited or invested, as the case may be, shall not be utilised for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the 31st day of March of that year. This may have a bearing on the timely redemption of the NCDs by our Company.

68. ***Payments made on the NCDs will be subordinated to certain tax and other liabilities preferred by law.***

The NCDs will be subordinated to certain liabilities preferred by law such as to claims of the GoI on account of taxes, and certain liabilities incurred in the ordinary course of our business transactions. In particular, in the event of bankruptcy, liquidation or winding-up, our assets will be available to pay obligations on the NCDs only after all of those liabilities that rank senior to these NCDs have been paid. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining, after paying amounts relating to these proceedings, to pay amounts due on the NCDs.

69. ***You may be subject to Indian taxes arising on sale of the NCDs.***

Sale of NCDs by any holder may give rise to tax liability in India. For further details please refer to section titled "Statement of Tax Benefits" beginning on page 68 of this Draft Prospectus.

Prominent Notes:

1. This is a public issue of NCDs by our Company aggregating upto ₹10,000 lakhs with an option to retain



over-subscription upto ₹10,000 lakhs, aggregating upto ₹20,000 lakhs.

2. For details on the interest of our Company's Directors, please refer to the Sections titled "Our Management" and "Capital Structure" beginning on pages 102 and 58 respectively of this Draft Prospectus.
3. Our Company has entered into certain related party transactions, within the meaning of AS 18, as notified under the Companies (Accounting Standards) Rules, 2006 and disclosed in the section titled "Financial Statements" hereto annexed as Annexure III to this Draft Prospectus.
4. Any clarification or information relating to the Issue shall be made available by the Lead Manager and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever.
5. Investors may contact the Registrar to the Issue, Compliance Officer and Lead Manager for any complaints pertaining to the Issue. In case of any specific queries on allotment/refund, Investor may contact Registrar to the Issue. All grievances arising out of Applications for the NCDs made through the Online Stock Exchange Mechanism or through Trading Members may be addressed directly to the respective Stock Exchange.
6. In the event of over-subscription to the Issue, allocation of NCDs will be as per the "Basis of Allotment" as set out under the section titled "Issue Procedure" beginning on page 170 of this Draft Prospectus.
7. Our Equity Shares are currently listed on BSE and NSE. Our Company has not issued any NCDs as on the date of this Draft Prospectus.
8. For details of transactions in the securities of our Company by our Promoters and Directors in the last six (6) months, please refer the section titled "Capital Structure - Notes to the Capital Structure" beginning on page 58 of this Draft Prospectus.
9. As of March 31, 2014, our Company has certain contingent liabilities. For further information on contingent liabilities, please refer to section titled "Financial Statements" hereto annexed as Annexure III to this Draft Prospectus.
10. For further information relating to certain significant legal proceedings that we are involved in, please refer to section titled "Outstanding Litigation" beginning on page 199 of this Draft Prospectus.



SECTION III: INTRODUCTION

GENERAL INFORMATION

Our Company was incorporated as a public limited company under the erstwhile Companies Act, 1956 in the name of D.S.Kulkarni Developers Limited at Pune vide a Certificate of Incorporation dated September 20, 1991 with registration No. 11-63340 now bearing Corporate Identity Number (CIN) L45201PN1991PLC063340. Our Company was granted the Certificate of Commencement of Business by the Registrar of Companies, Maharashtra at Pune ("RoC") on October 16, 1991.

Registered Office of our Company

1187/60, J. M. Road, Shivajinagar
Pune 411 005, India.
Telephone: + 91 020 6604 7100
Facsimile: +91 020 2553 5772
E-mail: ncd@dskdl.com
Website: www.dskdl.com
Company Registration Number with RoC: 11-63340
Corporate Identity Number: L45201PN1991PLC063340

Registrar of Companies, Maharashtra at Pune

PMT Commercial Building
3rd floor, Deccan Gymkhana
Pune 411 004, India.
Telephone: + 91 020 2553 0042
Facsimile: +91 020 2553 0042

Chief Financial Officer (CFO)

Mr. Nitin Deshpande
1187/60, J. M. Road, Shivajinagar
Pune 411 005, India.
Telephone: + 91 020 6604 7100
Facsimile: +91 020 2553 5772
E-mail: ncd@dskdl.com

Company Secretary and Compliance Officer

Mr. Amol Purandare
1187/60, J. M. Road, Shivajinagar
Pune 411 005, India.
Telephone: + 91 020 6604 7100
Facsimile: +91 020 2553 5772
E-mail: ncd@dskdl.com

Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs, refund orders or interest on application money.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, amount paid on application, Depository Participant and the collection centre of the Members of the Syndicate where the Application was submitted.



All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for, amount blocked on Application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA Applicant.

All grievances relating to ASBA process where the application is submitted to a Member of Syndicate should be addressed to the Registrar to the Issue with a copy to the relevant Member of Syndicate and the relevant SCSB.

All grievances arising out of Applications for the NCDs made through the Online Stock Exchange Mechanism or through Trading Members may be addressed directly to the Stock Exchange.

Board of Directors

Our Company's Board comprises of the following Directors:

Name, Nature of Directorship and DIN	Age	Residential Address
Mr. D.S. Kulkarni Chairman & Managing Director DIN: 00394027	64 years	Saptashringi Bungalow, Survey No. 106A/ 2A/ 10B, Behind Chaturshringi Temple, Senapati Bapat Marg, Pune 411 016, India.
Mr. Shirish Kulkarni Executive Director DIN: 01850287	28 years	Saptashringi Bungalow, Survey No. 106A/ 2A/ 10B, Behind Chaturshringi Temple, Senapati Bapat Marg, Pune 411 016, India.
Mr. Vasant Chintaman Joshi Independent and Non-Executive Director DIN: 00549735	82 years	Flat-1, Saraswati Vinayak Apts, Near MIT Students Hostel, Paud Road, Pune 411 029, India.
Dr. M.K.P. Setty Independent and Non-Executive Director DIN: 00151350	80 years	14, Sreeranga, Bull Temple Road, Basavanagudi, Bangalore 560 004, India.
Mr. K.K. Taparia Independent and Non-Executive Director DIN: 01829829	63 years	D-402, Vrindavan Apts, 1094, Shivajinagar Model Colony, Pune 411 016, India.
Mr. R.D. Kharosekar Independent and Non-Executive Director DIN: 03075915	72 years	C-3, Himali Co-Operative Housing Society, Near Khatre Bridge, Pune 411 004, India.

For further details of our Board of Directors, please refer to the section titled "Our Management" beginning on page 102 of this Draft Prospectus.

Lead Manager

SBI Capital Markets Limited
202, Maker Tower E, Cuffe Parade
Mumbai 400 005, India.
Telephone: +91 22 2217 8300
Facsimile: +91 22 2218 8332
Email: dsk.ncd@sbicaps.com
Investor Grievance Email: investor.relations@sbicaps.com
Contact Person: Mr. Nithin Kanuganti / Mr. Nikhil Bhiwapurkar
Complaince Officer: Mr. Bhaskar Chakraborty
Website: www.sbicaps.com
SEBI registration number: INM000003531
CIN: U99999MH1986PLC040298

Debenture Trustee

GDA Trusteeship Limited
Bhusari Colony, Kothrud
Pune 411038, India.
Telephone: +91 020 2528 0081
Facsimile: +91 020 2528 0275
Email: dt@gdatrustee.com
Investor grievance email: dt@gdatrustee.com
Contact Person: Ms. Priyanka Sawant
Website: www.gdatrustee.com
SEBI registration number: IND000000034
CIN: U74999PN1997PLC110262



Registrar to the Issue

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai 400 078, India.
Telephone: +91 22 2596 3838
Facsimile: +91 22 2594 6969
Email: dsk.ncd@linkintime.co.in
Investor grievance email: dsk.ncd@linkintime.co.in
Contact Person: Mr. Sachin Achar
Website: www.linkintime.co.in
SEBI registration number: INR000004058*
CIN: U67190MH1999PTC118368

**Link Intime India Private Limited has obtained a certificate of registration from SEBI which was valid from May 6, 2009 to May 5, 2014. It has made an application dated January 30, 2014 to SEBI for grant of renewal of the registration, in accordance with the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agent) Regulations, 1993, as amended. The renewal of the registration from SEBI is awaited.*

Legal Counsel to the Issue

**Rajani, Singhania & Partners
Advocates & Solicitors**
Mumbai Office:
204-207, Krishna Chambers
59, New Marine Lines
Mumbai 400 020, India
Telephone: +91 22 4096 1000
Facsimile: +91 22 4096 1010
Email: info@rsplaw.in
Website: www.rsplaw.net

Syndicate Member/ Lead Brokers

[●], India.
Telephone: +91 22 [●]
Facsimile: +91 22 [●]
Email: [●]
Investor Grievance Email: [●]
Contact Person: [●]
Complaince Officer: [●]
Website: [●]
SEBI registration number: [●]

Bankers to the Issue and Escrow Collection Banks

[●]
[●], India.
Telephone: +91 22 [●]
Facsimile: +91 22 [●]
Email: [●]
Contact Person: [●]
Website: [●]
SEBI registration number: [●]

Credit Rating Agency

Credit Analysis & Research Limited (CARE)
4th Floor, Godrej Coliseum, Somaiya Hospital Road
Off Eastern Express Highway, Sion (E)
Mumbai 400 022, India.
Telephone: +91 020 4000 9000
Facsimile: +91 22 6754 3457
Email: Rahul.patni@careratings.com
Contact Person: Ms. Leena Marne
Website: www.careratings.com
SEBI Registration number: IN/CRA/004/1999

Statutory Auditors

M/s. Gokhale, Tanksale & Ghatpande, Chartered Accountants
102, R.K. Classic, New P.D. Road
Opp. Ashish Garden, Kothrud
Pune 411 029, India
Telephone: +91 020 2538 8390
Email: gtgcainfo@yahoo.com
Contact Person: Mr. S.M. Ghatpande
Membership No.: 30462
Peer Review Certificate No.: 004703

Refund Banker

[●]
[●], India.
Telephone: +91 22 [●]
Facsimile: +91 22 [●]
Email: [●]
Contact Person: [●]
Website: [●]
SEBI registration number: [●]



[•]

[•], India.

Telephone: +91 22 [•]

Facsimile: +91 22 [•]

Email: [•]

Contact Person: [•]

Website: [•]

SEBI registration number: [•]

Bankers to our Company

Bank of Maharashtra

Bajirao Road Branch

"Janamangal", 1177, Budhwar Peth

Pune 411 002, India.

Telephone: +91 020 2445 6969

Facsimile: +91 020 2445 6969

Email: brmgrl@mahabank.co.in

Contact Person: Mr. Mangesh Nadkarni

Website: www.bankofmaharashtra.in

Kotak Mahindra Bank Limited

Asset Reconstruction Division

Building No. 21, Infinity IT Park

2nd Floor, Zone IV, Gen. A.K. Vaidya Marg

Off. Western Express Highway

Malad (East), Mumbai 400 097, India.

Telephone: +91 22 4285 2027

Facsimile: +91 22 6725 6754

Email: hemant.komre@kotak.com

Contact Person: Mr. Hemant Komre

Website: www.kotak.com

Kalyan Janta Sahakari Bank Limited

Shole No.1 to 5, Ground floor

Sundar Moti, Chapekar Chowk

Thergaon Road, Pune 411 033, India.

Telephone: +91 020 2735 9666

Email: ssjadhav@kalyanjanata.in

Contact Person: Mr. Sandeep Jadhav

Website: www.kalyanjanata.in

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSB for the ASBA Process are provided on <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>. For details on designated branches of SCSBs collecting the Bid-cum-Application Form, please refer the above mentioned SEBI website.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:



- (a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be punishable with imprisonment for a term which may extend to ten years".

Minimum Subscription

If our Company does not receive the minimum subscription of 75% of the Base Issue (*₹10,000 lakhs*), i.e. ₹7,500 lakhs within the period of thirty (30) days from the date of issue of the Prospectus or such other period as may be specified by the SEBI, the Application Amounts received by our Company shall be returned within such time and manner as may be prescribed in accordance with Section 39(3) of the Companies Act, 2013. If there is delay in the refund of Application Amounts, our Company becomes liable to pay interest for the delayed period, at rate prescribed under applicable law.

Credit Ratings and Rationale

CARE by way of its letter dated July 1, 2014, has assigned a rating of 'CARE BBB+' to the issue of NCDs by our Company to the extent of ₹20,000 Lakhs. Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk. For details regarding the rating letter and the rationale for the above ratings, please refer to "Rating Rationale" hereto annexued as Annexure II to this Draft Prospectus.

Disclaimer clause of CARE

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or reallocate the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/ instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/ instruments. In case of partnership/ proprietary concerns, the rating assigned by CARE is based on the capital deployed by the partners/ proprietor and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/ proprietor in addition to the financial performance and other relevant factors.

Consents

Consents in writing of: (a) the Directors, our Company Secretary and the Compliance Officer, the Auditors, Chief Financial Officer, the Legal Advisors, the Bankers to our Company, lenders to our Company, and (b) the Lead Manager, the Syndicate Members/ Lead Brokers*, the Escrow Collection Banks*, Refund Bankers*, Credit Rating Agency, the Registrar to the Issue, Debenture Trustee; and (c) Architect and Government Registered Valuer to act in their respective capacities, will be obtained and filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

**The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act, M/s. Gokhale, Tanksale & Ghatpande, Chartered Accountants, our Statutory Auditors, have given their written consent to the inclusion of Reformatted Financial Statements and Statement of Tax Benefits in the form and context in which it appears in this Draft Prospectus and such consent and report will



not be withdrawn up to the time of delivery of the Prospectus to the RoC.

M/s. Gokhale, Tanksale & Ghatpande, Chartered Accountants, our Statutory Auditors, have given their written consent to inclusion of their report relating to the possible tax benefits accruing to our Company and its shareholders in the form and context in which it appears in this Draft Prospectus and such consent and report will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

M/s. Gokhale, Tanksale & Ghatpande, Chartered Accountants, our Statutory Auditors, have given their written consent to the report on reformatted financial information of our Company, in the form and context in which it appears in this Draft Prospectus and such consent and report will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

CARE, a SEBI registered credit rating agency engaged by us for the purpose of obtaining rating in respect of this Issue, has given its written consent to the inclusion of its report in the form and context in which it will appear in the Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus registration with the RoC.

Experts Opinion

Except as stated below, our Company has not obtained any expert opinions:

- i) Auditors report on our Reformatted Financial Statements for the financial year ending March 31, 2014; March 31, 2013; March 31, 2012; March 31, 2011; and March 31, 2010 issued by M/s. Gokhale, Tanksale & Ghatpande., Chartered Accountants dated July 10, 2014;
- ii) Statement of Tax Benefits issued by M/s. Gokhale, Tanksale & Ghatpande., Chartered Accountants dated July 10, 2014;
- iii) CARE in respect of the Credit Rating of this Issue (*a copy of which will be annexed to the Prospectus as 'Annexure II - Rating Rationale'*), furnishing the rationale for its rating;
- iv) Valuation Report dated July 4, 2014 and May 15, 2014 issued by Mr. Vikas T. Londhe and Vidyasagar Jadhav respectively, Government approved Valuers, issue in relation to the Security Land;
- v) Certificate dated July 4, 2014 issued by Mr. Avinash Nawathe, Architects and Interior Designers certifying details in relation to Projects under Development of our Company;
- vi) Certificates dated July 4, 2014 and July 5, 2014 issued by Architect, Mr. Siddharth S. Harischandrakar of A Design Studio, certifying details in relation to Projects under Development of our Company; and
- vii) Certificate dated July 7, 2014 issued by Architect, MQA, certifying details in relation to Projects under Development of our Company.

Utilisation of Issue proceeds

Boards of Directors of our Company certify that:

- all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilised out of the Issue referred above shall be appropriately disclosed in the Financial statements indicating the purpose for which such monies have been utilised along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue;
- details of all unutilised monies out of the Issue, if any, shall be disclosed under an appropriate head in our balance sheet indicating the form in which such unutilised monies have been invested;
- the Issue proceeds shall be kept in the escrow accounts opened in terms of this Draft Prospectus and shall be available to our Company only upon execution of the documents for creation of security as stated in this Draft Prospectus; and
- the Issue Proceeds shall not be utilized towards providing loan to or acquisition of shares of any person who is part of the same group or who is under the same management as our Company.

Issue Program



ISSUE OPENS ON	[●]
ISSUE CLOSES ON*	[●]

*The subscription list for the Issue shall remain open for subscription upto 5.00 p.m., with an option for early closure or extension by such period, upto a period of thirty (30) days from the date of the Prospectus, as may be decided at the discretion of the duly authorised committee of Directors of our Company subject to necessary approvals. In the event of such early closure of the Issue or extension of the Issue, our Company shall ensure that notice of such early closure or extension of the Issue is given as the case may be on or before such early date of closure or the initial Closing Date through advertisement(s) in a leading national daily newspaper.

Applications Forms for the Issue will be accepted only between 10:00 a.m. and 5.00 p.m. (*Indian Standard Time*) or such extended time as may be permitted by the Stock Exchange, during the Issue Period as mentioned above on all days between Monday and Friday (*both inclusive barring public holiday*), (i) by the Members of the Syndicate/Lead Brokers or the Trading Members of the Stock Exchange, as the case maybe, at the centers mentioned in Application Form through the non-ASBA mode or, (ii) in case of ASBA Applications, (a) directly by the Designated Branches of the SCSBs or (b) Members of the Syndicate/Lead Brokers or the Trading Members of the Stock Exchange, as the case maybe. On the Issue Closing Date the Application Forms will be accepted only between 10.00 a.m. and 3.00 p.m. (*Indian Standard Time*) and uploaded until 5.00 p.m. or such extended time as may be permitted by the Stock Exchange.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Issue Closing Date and, no later than 3.00 p.m. (*Indian Standard Time*) on the Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Application Forms will only be accepted on Working Days during the Issue Period. Neither our Company, nor the Lead Manager, Members of the Syndicate or Trading Members of the Stock Exchange is liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise.

Please note that the Basis of Allotment under the Issue will be on a date priority basis. The Issue may close on such earlier date or extended date as may be decided at the discretion of the duly authorised committee of Directors of our Company subject to necessary approvals. In the event of such early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors, on or before such early date of closure or the initial Closing Date, as the case may be, through advertisement(s) in a leading national daily newspaper.

Our Company shall issue allotment letters or shall refund the application money within twelve (12) Working Days from the closure of the Issue. If such money is not refunded within twelve (12) Working Days after our Company become liable to repay it, i.e. from the date of closure, then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of twelve (12) Working Days, jointly and severally be liable to repay the money, with interest at the rate of fifteen percent (15%) per annum on application money.



SUMMARY OF OUR BUSINESS, STRENGTHS AND STRATEGIES

Business Overview

We are a real estate development and construction company primarily focussing on development of residential units in the city of Pune with presence in Mumbai, Bengaluru, Nasik and New Jersey, USA. We construct and develop independent buildings consisting of flats, residential complexes, villas and apartments of varying sizes. We also develop and sell land plots, commercial space and retail outlets as an integral part of our residential projects. Our Chairman & Managing Director, Mr. D.S. Kulkarni has over three (3) decades of experience in the real estate industry.

We are a part of diversified group having business interests in various sectors *viz.* education, media and entertainment, electronics and automobiles. We undertake all real estate development under the flagship brand "DSK", a trademark owned by our Company. Some of our Promoter and Group Entities also undertake their businesses under the brand "DSK".

Historically, we have focused our residential projects in and around Pune which is known for its manufacturing, automobile industries, educational, management and training institutions, Government & Private sector Research Institutes, Information technology (IT) companies that attract migrants, students and professionals not only from India but also from South East Asia, Middle East and African countries. We consider Pune region to be our principal market for our business activities as we have an established customer base.

We now propose to develop the DSK Dream City, an integrated township spread across 217.90 Acres of land at Pune-Sholapur road near Pune. The Collector of Pune has sanctioned the proposed use of land admeasuring 181 Acres for the special township by way of an order dated January 21, 2013. The Urban Development Department has notified the aforementioned land admeasuring 181 Acres for the special township project on June 6, 2011. The Environment Department, Government of Maharashtra has issued an environmental clearance for the aforementioned project on June 12, 2011. Out of the aforementioned 217.90 Acres, our Company has already received approvals for development of 181 Acres. Our Company has made an application dated June 25, 2014 to the Urban Development Department (UDD) for locational clearance of additional for 36.90 Acres for development of the special township project. The project plan includes, the already operational DSK International Campus built upon 20 Acres which is leased by our Company to DSK Global Education & Research Limited. The project is spread across several phases and includes residential apartments, commercial and retail space, facilities for various sports like tennis courts, cricket, football, athletics and sports stadiums. We intend to develop well designed dwelling units with modern features, amenities and facilities. We propose to set-up sports academies; build high street markets and malls. The DSK Dream City shall have within its precincts unique modes of transportation including new age trams for commuting citizens within the Dream City and water crafts on the waterways. A super-speciality hospital, convention centre, town hall & library are also being proposed to be set up. Our Company plans to retain the governing, management and administration of the DSK Dream City after it is fully developed in order to maintain the safety, security and amenities originally provided by our Company. Four (4) exclusive zones are being proposed namely: Knowledge Centre, Leisure, Culture and Well-being. Our Company has received government approvals for launch of the Phase I of the project. We have launched the Phase I of this project on May 30, 2014 and propose to complete the entire project in several phases by the year 2022. The Dream City has been planned by an overseas Architect Mr. Samir S. Daoud along with various other consultants from India and overseas.

Since the year 2000, we have completed nearly twenty six (26) projects which include residential and commercial projects ("**Completed Projects**"). Our Completed Projects include high-end residential apartments, mid-segment apartments as well as affordable housing projects. Some of our prestigious Completed Projects include DSK Hariyali (*Shivaji Nagar, Pune*), DSK Chandradeep, DSK Chintamani (*Appa Balvant Chowk, Pune*), DSK Raanwara (*Bavdhan, Pune*), DSK Akashganga (*Aundh, Pune*), DSK Vishwa (*Phase I to VI*), DSK Frangipani (*Sadhu Vaswani Chowk, Pune*), DSK Madhuban (*Andheri East - Mumbai*), DSK Sunderban (*Hadapsar, Pune*), DSK Garden Enclave (*Kondhwa, Pune*) and DSK Gandhakosh (*Baner, Pune*).

Some of our projects have also received awards *viz.:*

- CNBC Awaaz Crisil Real Estate Awards 2007 for Best Consumer Protection Practices;



- Certificate of Merit by CWAB for being one of India's Top 10 Builders at the Construction World Architect & Builder Awards 2013;
- Certificate of Merit for 'Fastest growing real estate company – 2nd Rank' at the Construction World – NICMAR Awards 2007, Mumbai;
- Best Residential Complex for Project 'DSK Ranwara' by AESA Award 2002.

Our Company has adopted environmental friendly '*green initiatives*' viz. Sewage Treatment Plant (STP), rain water harvesting, installing solar panels etc. in the field of real estate development in Pune. Our Company has also been accredited with ISO 9001:2008; ISO 14001: 2004 and OHSAS 18001:2007 issued by Zenith Quality Assessors Private Limited conforming the management system standards for (i) construction of Residential & Commercial building (*including Design and Development*); and (ii) Development and sale of plots;

We have expanded our operations to other cities like Mumbai, Nasik and Bengaluru in India and New Jersey in the USA. As on date of this Draft Prospectus, we have thirteen (13) Projects under Development spread across three (3) cities in India with 46,81,279.44 sq. ft. of estimated Approved Built-up Area and one (1) project outside India. For further details in relation to, please refer sub-heading "Projects under Development" under this section beginning on page 81 of this Draft Prospectus.

As on March 31, 2014, we had a team of 385 employees consisting of thirty six (36) engineers and eight (8) architects who play an active role in supervising the development process from inception to completion of projects. Our Company has a dedicated team of fifteen (15) employees in its customer service department and twenty one (21) employees in its sales & marketing, responsible for managing and promoting customer relations.

Our operations span all aspects of real estate development, from the identification and acquisition of land, planning, execution and marketing of our projects. Our team has experience in all stages of property development including land identification & selection of prospective sites, market analysis, feasibility study, land acquisition, project planning, approvals procurement, construction, marketing and sales strategy and execution.

In addition to our in-house team, we appoint third party contractors for executing specific works at our project site. The specific works include RCC works, painting, carpentry and other labour intensive works. We also appoint various reputed consultants like architects, structural engineers and designers for conceptualising and developing our projects. These consultants constantly work with our engineering, architectural and sales and marketing teams to ensure that we endeavour to deliver the best product to our customers.

Further, in terms of land acquisition, we acquire land from the owner(s) of the land parcel(s) sought to be developed either directly or indirectly through intermediaries and prefer to have the title of the land in our name. Where large tracts of land are required to be purchased from various land owners in a given or identified area, we either appoint or rely upon intermediaries, wherever required. Where necessary, we also enter into development agreements for acquiring rights to develop land parcels and pay appropriate consideration for such development rights to the owners. We also enter into joint venture arrangements with other local or reputed builders for certain projects. Typically, where the land has been acquired by our Company in a city where our Company has not yet established execution capabilities and where local know-how and expertise is required to develop the land, our Company enters into a joint development agreement with a local and renowned developer for the execution of the project on a revenue sharing basis. For our Bengaluru project, our subsidiary DSK Southern Projects Private Limited has entered into a Joint Development Agreement with Mantri Dwellings Private Limited, a well known developer based out of Bengaluru. For further details, please refer to section titled "History and Certain Corporate Matters" beginning on page 97 of this Draft Prospectus.

As on the date of this Draft Prospectus, we have thirteen (13) Projects under Development with a total Permissible Built-up Area of 50,65,307.63 sq. ft. and total Approved Built-up Area of 46,81,279.44 sq. ft in India and one (1) project outside India. For further details in relation to the same, please refer the sub-heading titled "Details of our Project under Development" under this section titled "Our Business" beginning on page 81 of this Draft Prospectus.

As on the date of this Draft Prospectus, our total Land Reserves in India stand at 208.4445 Acres which excludes the Projects under Development and Completed Projects. For further details in relation to the same, please refer the sub-



heading titled "Details of our Land Reserves" under this section titled "Our Business" beginning on page 81 of this Draft Prospectus.

Our consolidated total income for the period ended F.Y. 2013-2014, F.Y. 2012-2013 and F.Y. 2011-2012 was ₹23,492.01 lakhs, ₹24,224.99 lakhs and ₹20,330.85 lakhs respectively. Our consolidated profit after tax for the period ended F.Y. 2013-2014, F.Y. 2012-2013 and F.Y. 2011-2012 was ₹1,572.43 lakhs, ₹1,403.79 lakhs and ₹44.16 lakhs respectively.

A summary of our key operational and financial parameters for the last three (3) completed financial years, as specified below, are as follows:

Parameters	Financial Year		
	2014	2013	2012
Networth	50,135.23	49,100.47	47,577.92
Total Debt	49,995.89	41,121.71	35,350.34
of which			
- Non-Current Maturities of Long Term Borrowing	24,864.57	22,528.72	13,819.58
- Short Term Borrowing	3,692.21	3,216.70	2,702.56
- Current Maturities of Long Term Borrowing	21,439.11	15,376.29	18,828.20
Net Fixed Assets	4,076.97	4,074.79	4,165.46
Non-Current Assets	6,413.24	9,125.46	9,401.10
Cash and Cash Equivalents	4,028.14	3,102.95	1,648.60
Current Assets	1,51,566.69	1,26,252.06	1,06,816.80
Current Liabilities	82,840.68	63,616.09	54,711.53
Net Revenue	23,255.07	23,433.34	18,377.44
EBITDA	3,647.53	3,933.11	3,287.64
EBIT	3,502.14	3,790.11	3,145.09
Interest	936.74	947.30	619.08
PAT	1304.58	1,842.86	1,733.54
Dividend amounts	258.01	258.01	258.01
Current Ratio	1.83	1.98	1.95
Interest Coverage Ratio	3.74	4.00	5.08
Gross Debt / Equity Ratio	1.00	0.84	0.74
Debt Service Coverage Ratio	7.63	9.20	7.88

Note: The Debt Service Coverage Ratio is not relevant in the case of our Company for the following reasons:

- a) The Long Term loans are repaid and the interest thereon is paid primarily out of the funds received from flat purchasers and not from internal accruals.
- b) So long as a construction project is not completed, the funds received from flat purchasers are accounted for in the balance sheet as "advances from flat purchasers" under the head "Current Liabilities" and are not accounted as "income from operations". Please refer to the accounting policy for "Revenue Recognition" in Note 2.5 under the section titled "Financial Statements" hereto annexed as Annexure III to this Draft Prospectus.



Our Competitive Strengths

The following are our key strengths which we believe enable us to be competitive in our business:

1. ***An established, reputed developer in Pune with a strong brand name.***

We are one of the leading real estate development companies in Pune. Since the year 2000, we have completed nearly twenty six (26) projects which primarily include residential and commercial projects in Pune and Mumbai. We consider the Pune region to be our principal market for our business activities since we have developed real estate projects for more than three (3) decades. We now propose to develop DSK Dream City, a project envisaged by our Promoter Mr. D.S. Kulkarni i.e. DSK Dream City, an integrated township spread across 217.90 Acres of land at Pune-Sholapur road situated near Pune. We have recently launched our DSK Dream City project on May 30, 2014. We believe the "DSK" brand is instantly recognisable amongst the populace in Maharashtra, especially Pune, due to our long and established presence in the Pune real estate market. We continually offer our customers new designs and concepts. Our projects integrate high construction and safety standards. Our reputation as an established developer attracts customer's loyalty for second and third home requirements. Further, we believe that our reputation and execution capabilities have created a relationship of trust with our suppliers and customers many of whom have been involved with us over a long period of time. We retain reputed architectural, design and engineering consultant firms and skilled construction and project management contractors, for our projects.

2. ***Large Land Reserves and projects at strategic locations.***

Our Land Reserves are an important component of our real estate development business. As on the date of this Draft Prospectus, our Land Reserves in India stand at 208.4445Acres. For further details, please refer the sub-heading titled "Details of our Land Reserves" under this section titled "Our Business" beginning on page 81 of this Draft Prospectus. Our Land Reserves provide us with the ability to develop projects at strategic locations. Further, appreciation in the value of our Land Reserves has in the past resulted in the profitable sale of certain land parcels and plotted developments. We believe that our proposed 217.90 Acres DSK Dream City project is strategically located and shall appeal to a variety of customers of varying income groups. Our other projects too are strategically located. We generally purchase land and enter into a conveyance deed with the seller or enter into a development rights agreement with the seller for development of land ensuring a clear and marketable title to land reserves and the purchasers of our properties.

3. ***Customer centric approach and quality services.***

Since the year 2000, our Company has completed nearly twenty six (26) projects. Our Company has a dedicated customer service department with fifteen (15) employees which follows up with every buyer post handing over of the unit as to ascertain their experience and to check for any grievances. We endeavour to establish and maintain good relations with our flat buyers so that we become the preferred choice for their next flat purchase or recommendations to other potential buyers, as the case may be. Our customer relations department takes care of all the queries and grievances of our buyers so as to ensure that they receive exactly what has been contracted to them by our Company. We volunteer to carry out post possession construction defects or deficiencies, if any in the units within a reasonable time from handing over the possession so as to ensure that the buyer is satisfied with his purchase.

Our Company is committed to the customer satisfaction. Customer meets are arranged at various stages of the project and their inputs and suggestions are taken into account. Our Company further educates its customers and incoming management on the precautionary measures required to be taken during the monsoon season in order to keep their surroundings clean and also to ensure long life for their unit and building. Our Company also arranges various social and cultural events for its customers. We believe that our emphasis on customer service and customer satisfaction ensures the sale of our properties and also enables us to face competition from other developers and their projects.



4. ***In-house project development competencies reduce dependence on external agencies.***

We maintain in-house proficiency and expertise for every stage in a project development process, from the inception of the project, which includes identification of land parcels and conceptualization of the project to the execution of the project and this involves planning, designing and overseeing the construction activities, culminating in property delivery, which involves interfacing our marketing and sales team with customers. Our team comprises of personnel having experience and expertise in various aspects of the real estate business including land acquisition, obtaining approvals from government authorities, understanding of the local regulations, research and feasibility studies, planning and estimation, liaison with various approving and sanctioning authorities, inventory management, purchasing of raw materials at competitive prices, sales and marketing of the projects and after sales service. We have thirty six (36) engineers and eight (8) architects and twenty one (21) personnel in the sales and the marketing teams. Our in-house project development team enables us to manage and control costs, quality of construction and time schedules.

5. ***Diversified real estate portfolio.***

We believe that our portfolio of projects is diversified across locations, income groups and price-points. We offer our portfolio of residential projects and plotted developments across varying price-points for different income groups. We believe that our projects are strategically located and carefully planned taking the customer's need, requirements and preferences into consideration. Our Company has its presence in Pune, Mumbai, Bengaluru and New Jersey, USA. We conduct comprehensive market research and analysis of our projects to analyze absorption trends, competitive factors, market prices and product gaps, which we believe helps us customize our product offerings to cater to market demand in a particular location. We believe that this diversity of projects, locations and product offerings helps us cater to different market segments and mitigate the risk of dependence on a particular segment or region.

6. ***Meeting the housing requirements of wide spectrum of society.***

We cater to the requirements of a wide variety of home buyers i.e. luxury or premium segment buyers to the mid income group home buyers. We develop high-end premium projects having one or more of such facilities viz. hi-tech gymnasium, exclusive swimming pool, walking plaza, beautiful landscape garden and parks, club house facilities and certain sports. Our mid income group buyers are provided with the modern amenities and good construction quality so as to ensure their purchase is a value for money for them.

7. ***Experienced Management Team & Promoters.***

Our Chairman and Managing Director, Mr. D.S. Kulkarni has over three (3) decades of experience in the real estate industry. We believe that our Promoter Mr. D.S. Kulkarni is also our Company's brand ambassador. Our management team consists of experienced and qualified professionals who have extensive experience in the development, sales and management of real estate. Our qualified and experienced management and technical teams have contributed to the growth of our operations and the development of in-house processes and competencies. Some of our Key Managerial Personnel in the areas of operations, design and development, finance, marketing, engineering, legal, human resource, and business development, are qualified professionals, who are specialists in their respective business functions and have adequate industry experience to discharge their roles and responsibilities.

We believe that this experience gives us the ability to anticipate the trends and requirements of the real estate market, identify and acquire lands in locations where we believe there is demand, design and develop our properties in accordance with the latest customer trends. For further details, please refer to sections titled "Our Management" and "Our Promoters" beginning on pages 102 and 119 respectively of this Draft Prospectus.



दृष्टि विनाशक संस्कारण

Key Business Strategies

Our business strategy focuses on the following elements:

1. ***Acquiring land in locations having potential for growth.***

We intend to continue acquiring land at strategic locations across India for our projects in order to replenish and augment our Land Reserves. Our ability to acquire land at such locations where we believe there is potential for construction and development is critical to our growth strategy and profitability. We believe that the key to our success lies in the successful identification of appropriate parcels of land. We intend to acquire land in strategic locations in and outside Pune and Mumbai. We may also explore land acquisition at locations other than Pune and Mumbai which may have potential for growth and development. We have been successful in acquiring contiguous parcels of land at Pune for our DSK Vishwa and DSK Dream City projects and we intend to continue with the same to develop more such projects in and around Pune.

2. ***Enhancing our design and construction capabilities by adopting and implementing modern technology for environment friendly development.***

We are on a constant basis endeavour to adopt design and construction capabilities by adapting to various technologies. Our Company has adopted environmental friendly '*green initiatives*' viz. Sewage Treatment Plant (STP), rain water harvesting, installing solar panels etc. in the field of real estate development in Pune. We initiated the use of environment friendly measures like the installation of solar power panels at our DSK Raanwara (*Bavdhan, Pune*) to enable our buyers to use solar power for water heating and other purposes and save on high electricity costs. Further, we have installed a water treatment plant at our DSK Vishwa project (*Sinhgad Road, Pune*) so as to enable the recycling of used water into potable water by processing the same into the water treatment plant.

3. ***Enhance and leverage our strong brand "DSK" and expand in different geographies.***

One of our key strengths is our established brand name "DSK". We believe that our customers and vendors perceive the DSK brand to be that of a trusted provider of quality products and services. We believe that the strength of our brand and its association with quality and reliability will help us in many aspects of our business, including land sourcing, further expanding to new cities and markets, formulating business associations and building relationships with our customers, service providers, process partners, investors and lenders. We leverage our brand that we have built to expand our business in different geographies.



THE ISSUE

The Board of Directors, at its meeting held on April 8, 2014 approved the Issue of NCDs in the nature of secured, redeemable, non-convertible debentures of face value of ₹5,000 each for Option I, II and IV and ₹25,000 each for Option III, aggregating upto ₹10,000 lakhs with an option to retain over subscription upto ₹10,000 lakhs, aggregating upto ₹20,000 lakhs.

Particulars of the Issue and the NCDs

Issuer	D.S. Kulkarni Developers Limited
Lead Manager	SBI Capital Markets Limited
Debenture Trustee	GDA Trusteeship Limited
Registrar to the Issue	Link Intime India Private Limited
Type and nature of Instrument	Secured Redeemable Non-Convertible Debentures
Face Value of NCDs (₹ / NCD)	₹5,000 for Option I, II and IV; and ₹25,000 for Option III
Issue Price (₹ / NCD)	₹5,000 for Option I, II and IV; and ₹25,000 for Option III
Minimum Application	₹25,000 (5 NCDs for Option I, II and IV); and ₹25,000 (1 NCD for Option III);
In Multiples of	One (1) NCD after the minimum application
Seniority	Senior (<i>the claims of the NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements</i>). The NCDs would constitute secured obligations of our Company and shall rank <i>pari passu</i> inter se, present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of exclusive charge on Security Land and to be more particularly described in the Debenture Trust Deed.
Mode of Issue	Public Issue
Minimum Subscription	If our Company does not receive the minimum subscription of 75% of the Base Issue (₹10,000 lakhs), i.e. ₹7,500 lakhs within the period of thirty (30) days from the date of issue of the Prospectus or such other period as may be specified by the SEBI, the Application Amounts received by our Company shall be returned within such time and manner as may be prescribed in accordance with Section 39(3) of the Companies Act, 2013. If there is delay in the refund of Application Amounts, our Company becomes liable to pay interest for the delayed period, at rate prescribed under applicable law.
Issue	Public Issue by our Company of Secured Redeemable NCDs aggregating upto ₹10,000 lakhs with an option to retain over-subscription upto ₹10,000 lakhs aggregating upto ₹20,000 lakhs; Base Issue Size being ₹10,000 lakhs
Stock Exchange proposed for listing of the NCDs	The BSE Limited
Listing and timeline for Listing	The NCDs shall be listed within twelve (12) Working Days of Issue Closure.
Mode of Allotment	Dematerialised form with an option to allot NCDs in physical form on an Application made by an Applicant.
Mode of trading	NCDs will be traded only in dematerialised form.
Depositories	NSDL and CDSL
Security	The principal amount of the NCDs to be issued in terms of this Draft Prospectus together with all interest accrued and due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of the Security Land.
Who can apply	The following categories of persons are eligible to apply in the Issue.



	<p>Category I – Institutional Investors</p> <ul style="list-style-type: none">▪ Resident Public Financial Institutions as defined in Section 2(72) of the Companies Act, Statutory Corporations including State Industrial Development Corporations, Scheduled Commercial Banks;▪ Co-operative Banks and Regional Rural Banks, which are authorised to invest in the NCDs;▪ Provident Funds of minimum corpus of ₹2,500 lakhs , Pension Funds of minimum corpus of ₹2,500 lakhs, Superannuation Funds and Gratuity Fund, which are authorised to invest in the NCDs;▪ Venture Capital funds and / or Alternative Investment Funds registered with SEBI;▪ Insurance Companies registered with the IRDA;▪ National Investment Fund (set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India and published in the Gazette of India);▪ Insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, India;▪ Mutual Funds, registered with SEBI. <p>Category II – Non-Institutional Investors</p> <ul style="list-style-type: none">▪ Companies falling within the meaning of Section 2(20) of the Companies Act 2013; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;▪ Educational institutions and associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment; which are authorized to invest in the NCDs;▪ Trust including Public/private charitable/religious trusts which are authorised to invest in the NCDs;▪ Association of Persons▪ Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;▪ Partnership firms in the name of the partners; and▪ Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009). <p>Category III –Individual Investors</p> <ul style="list-style-type: none">▪ Resident Indian individuals; and▪ Hindu Undivided Families through the Karta.													
Credit Rating		<table border="1"><thead><tr><th>Rating Agency</th><th>Instrument</th><th>Rating Symbol</th><th>Date of credit rating Letter</th><th>Amount rated</th><th>Rating Definition</th></tr></thead><tbody><tr><td>CARE</td><td>Long Term – NCD Issue</td><td>'CARE BBB+'</td><td>July 1, 2014</td><td>₹20,000 lakhs</td><td>The rating of 'BBB+' to the NCDs by CARE is considered to have</td></tr></tbody></table>	Rating Agency	Instrument	Rating Symbol	Date of credit rating Letter	Amount rated	Rating Definition	CARE	Long Term – NCD Issue	'CARE BBB+'	July 1, 2014	₹20,000 lakhs	The rating of 'BBB+' to the NCDs by CARE is considered to have
Rating Agency	Instrument	Rating Symbol	Date of credit rating Letter	Amount rated	Rating Definition									
CARE	Long Term – NCD Issue	'CARE BBB+'	July 1, 2014	₹20,000 lakhs	The rating of 'BBB+' to the NCDs by CARE is considered to have									



						moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.
	For further details, please refer to 'Rating Rationale' hereto annexed as Annexure II to this Draft Prospectus.					
Pay-in date	Three (3) Business Days from the date of upload of application in the book building system of the Stock Exchange or the date of realisation of the cheques/demand drafts, whichever is later. Interest on Application Money shall start on the Pay-in date and shall be payable upto one (1) day prior to the date of Allotment.					
Application money	The entire Application Amount is payable on submitting the application.					
Record Date	The Record Date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be ten (10) days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In case Record Date for interest payment falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.					
Issue Schedule	The Issue shall be open from [●], 2014 to [●], 2014 with an option to close earlier and/or extend up to a period as may be determined by a duly authorised committee of the Board and informed by way of newspaper publication on or prior to the earlier closer date/ date of closure upto maximum thirty (30) days from the date of the Prospectus.					
Objects of the Issue	For details, please refer to section titled "Objects of the Issue" beginning on page 74 of this Draft Prospectus.					
Put/Call Option	There is no Put/ Call option on the NCDs.					
Details of the utilisation of the proceeds of the Issue	For details, please refer to section titled "Objects of the Issue" beginning on page 74 of this Draft Prospectus.					
Coupon rate and redemption premium	For details, please refer to section titled "Issue Structure – Terms and Conditions for the NCDs" beginning on page 150 of this Draft Prospectus.					
Working Days convention/Day count convention / Effect of holidays on payment	<p>Working Days</p> <p>Actual/ Actual: All days excluding, Sundays and a public holiday in Mumbai or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881, except with reference to Issue Period, where working days shall mean all days, excluding Saturdays, Sundays and public holidays or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881.</p> <p>Day Count Convention</p> <p>For Options IV, the interest shall be calculated from the first day till the last date of every month on an actual/ actual basis during the tenor of such NCDs. Consequently, interest shall be computed on a 365 days-a-year basis on the principal outstanding on the NCDs for Option IV.</p> <p>For Option I, the interest shall be calculated from the first day till the last date of every quarter on an actual/ actual basis during the tenor of such NCDs. Consequently, interest shall be computed on a 365 days-a-year basis on the principal outstanding on the NCDs</p>					

	<p>for Option IV.</p> <p>Interest shall be computed on a 365 days a year basis on the principal outstanding on the NCDs for Options II, and III which have tenors either on yearly basis or cumulative basis.</p> <p>However, for all the Options, if period from the Deemed Date Of Allotment / anniversary date of Allotment till one (1) day prior to the next anniversary / redemption date includes February 29, interest shall be computed on 366 days a-year basis, on the principal outstanding on the NCDs.</p> <p>Effect of holidays on payments</p> <p>If the date of payment of coupon does not fall on a Working Day, then the succeeding Working Day will be considered as the effective date for such payment of interest (the "Effective Date"). Coupon will be paid on the Effective Date. For avoidance of doubt, in case of interest payment on Effective Date, interest for period between actual interest payment date and the Effective Date will be adjusted in normal course in next interest payment date cycle. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date falls on a holiday, the payment will be made on the previous Working Day, without any interest for the period outstanding.</p>
Issue Opening Date	[●], 2014
Issue Closing Date*	[●], 2014 with an option to close earlier and/or extend up to a period as may be determined by a duly authorised committee of the Board and informed by way of newspaper publication on or prior to the earlier closer date/ date of closure upto maximum thirty (30) days from the date of the Prospectus.
Default interest date	In the event of any default in fulfillment of obligations by our Company under the Debenture Trust Deed, the Default Interest Rate payable to the Applicant shall be as prescribed under the Debenture Trust Deed.
Interest on Application Money	For details, please refer to section titled "Issue Structure – Interest on Application Money" beginning on page 150 of this Draft Prospectus.
Deemed Date of Allotment	The date on which the Board or a duly authorized committee approves the Allotment of NCDs. All benefits relating to the NCDs including interest on NCDs shall be available to Investors from the Deemed Date of Allotment. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment.
Transaction documents	The Prospectus read with any notices, corrigenda, addenda thereto, the Debenture Trusteeship Agreement, the Debenture Trust Deed and other security documents, if applicable, and various other documents/agreements/ undertakings, entered or to be entered by our Company with Lead Manager and/or other intermediaries for the purpose of this Issue including but not limited to the Debenture Trust Deed, the Debenture Trusteeship Agreement, the Escrow Agreement, the MoU with the Registrar and the MoU with the Lead Manager. For further details, please refer to section titled "Material Contracts and Documents for Inspection" beginning on page 246 of this Draft Prospectus.
Affirmative and Negative covenants precedent and subsequent to the Issue	The covenants precedent and subsequent to the Issue will be finalised upon execution of the Debenture Trust Deed which shall be executed within three months of closure of the Issue as per Regulation 15 of SEBI Debt Regulations.
Events of default	For details, please refer to section titled "Issue Structure – Events of Default" beginning on page 150 of this Draft Prospectus.
Cross Default	For details, please refer to section titled "Issue Structure – Events of Default" beginning on page 150 of this Draft Prospectus.
Roles and	For details, please refer to section titled "Issue Structure" beginning on page 150 of this



responsibilities of the Debenture Trustee	Draft Prospectus.
Settlement Mode	For details, please refer to section titled "Issue Structure – Payment on Redemption" beginning on page 150 of this Draft Prospectus.
Governing law and jurisdiction	The Issue shall be governed in accordance with the laws of the Republic of India and shall be subject to the exclusive jurisdiction of the courts of Pune.

**The subscription list for the Issue shall remain open for subscription upto 5 p.m. with an option for early closure or extension by such period, as may be decided at the discretion of the Board subject to necessary approvals. In the event of such early closure of the Issue or extension of the Issue, our Company shall ensure that notice of such early closure or extension of the Issue is given as the case may be on such date of closure through advertisement/s in a leading national daily newspaper.*

Applications Forms for the Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only from 10:00 a.m. till 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange.

**Terms and conditions in connection with the NCDs**

Option	I	II	III	IV
Tenure	36 months	66 months	72 months	84 months
Frequency of Interest payment	Quarterly	On Maturity	Annually	Monthly
Who can Apply	Category I – Institutional Investors <ul style="list-style-type: none">▪ Resident Public Financial Institutions as defined in Section 2(72) of the Companies Act, Statutory Corporations including State Industrial Development Corporations, Scheduled Commercial Banks;▪ Co-operative Banks and Regional Rural Banks, which are authorised to invest in the NCDs;▪ Provident Funds of minimum corpus of ₹2,500 lakhs , Pension Funds of minimum corpus of ₹2,500 lakhs, Superannuation Funds and Gratuity Fund, which are authorised to invest in the NCDs;▪ Venture Capital funds and / or Alternative Investment Funds registered with SEBI;▪ Insurance Companies registered with the IRDA;▪ National Investment Fund (set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India and published in the Gazette of India);▪ Insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, India;▪ Mutual Funds, registered with SEBI. Category II – Non Institutional Investors <ul style="list-style-type: none">▪ Companies falling within the meaning of Section 2(20) of the Companies Act 2013; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;▪ Educational institutions and associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment; which are authorized to invest in the NCDs;▪ Trust including Public/private charitable/religious trusts which are authorised to invest in the NCDs;▪ Association of Persons▪ Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;▪ Partnership firms in the name of the partners; and▪ Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009). Category III – Individual Investors <ul style="list-style-type: none">▪ Resident Indian individuals; and▪ Hindu Undivided Families through the Karta.			
Type and Nature of Instrument	Valid applications by DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women falling under any of the above three (3) categories shall be eligible for an additional coupon as mentioned under section titled "Issue Structure - Coupon of 0.25% p.a. for the DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women" beginning on page 154 of this Draft Prospectus.			
Type and Nature of Instrument	Secured Redeemable Non-Convertible Debentures			



Minimum Application	5 NCDs (₹25,000)	5 NCDs (₹25,000)	1 NCD (₹25,000)	5 NCDs (₹25,000)
In Multiples of	1 NCD after the Minimum Application			
Face Value of NCDs (₹ / NCD)	₹5,000	₹5,000	₹25,000	₹5,000
Issue Price (₹ / NCD)	₹5,000	₹5,000	₹25,000	₹5,000
Mode of Interest Payment/ Redemption	Through various available options			
Coupon (%) per annum for NCD Holders for Option I, III and IV	[●]%	--	[●]%	[●]%
Coupon (%) per annum for DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women	[●]%	--	[●]%	[●]%
Effective yield for the Secured NCD Holders in Category I, Category II and Category III (per annum)	[●]%	[●]%	[●]%	[●]%
Effective yield for DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women (per annum)	[●]%	[●]%	[●]%	[●]%
Coupon Type	Fixed			
Redemption Amount (₹/ NCD)	₹5,000	[●]	Staggered redemption*	₹5,000
Put and Call Option	Not Applicable			
Deemed Date of Allotment	The date on which the Board approves the Allotment of NCDs. All benefits relating to the NCDs including interest on NCDs shall be available to Investors from the Deemed Date of Allotment. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment.			

*Under Option III, the payment of principal together with the interest accrued on the residual face value will be paid as under:

Year	Coupon % on residual face value	% redeemed of Face Value
1	[●]	5%
2	[●]	10%
3	[●]	15%
4	[●]	20%
5	[●]	25%
6	[●]	25%

For details of category wise eligibility and allotment in the Issue please refer to section titled "Issue Structure" beginning on page 150 of this Draft Prospectus.



CAPITAL STRUCTURE

Our Company's share capital, as of the date of filing this Draft Prospectus with the Stock Exchange is set forth below:

No.	Particulars	Value (₹)
A	Authorised Share Capital	
	5,00,00,000 Shares of ₹10 each	50,00,00,000
B	Issued, Subscribed and Paid Up Capital	
	2,58,01,008 Equity Shares of ₹10 each	25,80,10,080

1. Details of changes in Authorised Share Capital since inception

No.	Date of Shareholders approval	EGM/AGM	Authorised Share Capital (₹)	Details of change
1.	On Incorporation	--	10,00,000	Incorporated with an Authorised Share Capital of ₹10,00,000 comprising of 1,00,000 Equity Shares of ₹10 each.
2.	October 1, 1991	EGM	1,00,00,000	Increase in Authorised Share Capital from ₹10,00,000 comprising of 1,00,000 Equity Shares of ₹10 each to ₹1,00,00,000 comprising of 10,00,000 Equity Shares of ₹10 each.
3.	March 9, 1992	EGM	3,50,00,000	Increase in Authorised Share Capital from ₹1,00,00,000 comprising of 10,00,000 Equity Shares of ₹10 each to ₹3,50,00,000 comprising of 35,00,000 Equity Shares of ₹10 each.
4.	September 28, 1992	AGM	6,50,00,000	Increase in Authorised Share Capital from ₹3,50,00,000 comprising of 35,00,000 Equity Shares of ₹10 each to ₹6,50,00,000 comprising of 65,00,000 Equity Shares of ₹10 each.
5.	September 19, 1994	AGM	10,00,00,000	Increase in Authorised Share Capital from ₹6,50,00,000 comprising of 65,00,000 Equity Shares of ₹10 each to ₹10,00,00,000 comprising of 1,00,00,000 Equity Shares of ₹10 each.
6.	September 28, 1998	AGM	11,00,00,000	Increase in Authorised Share Capital from ₹10,00,00,000 comprising of 1,00,00,000 Equity Shares of ₹10 each to ₹11,00,00,000 divided into 1,10,00,000 Equity Shares of ₹10 each.
7.	September 5, 2005	AGM	50,00,00,000	Increase in Authorised Share Capital from ₹11,00,00,000 comprising of 1,10,00,000 Equity Shares of ₹10 each to ₹50,00,00,000 comprising of 5,00,00,000 Equity Shares of ₹10 each.

**Notes to the Capital Structure****2. Share Capital History of our Company****(a) Equity Share capital history**

The following is the history of the Equity Share capital of our Company:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)	Cumulative Share Premium (₹)
September 2, 1991	70	10	N.A.	Cash	Subscription to the MoA	70	700	--
March 10, 1992	2,02,100	10	10	Cash	Preferential allotment to Ms. Hemanti Kulkarni and others	2,02,170	20,21,700	--
June 1, 1992	78,990	10	10	Cash	Preferential allotment to Mr. Sanjay Deshpande and others	2,81,160	28,11,600	--
June 10, 1992	39,870	10	10	Cash	Preferential allotment to Mr. D.S. Kulkarni and others	3,21,030	32,10,300	--
July 27, 1992	10,000	10	10	Cash	Preferential allotment to Mr. Lodha Hastimal	3,31,030	33,10,300	--
August 3, 1992	40,000	10	10	Cash	Preferential allotment to Mr. Chitale Pandurang	3,71,030	37,10,300	--
November 7, 1992	5,000	10	10	Cash	Allotment to others	3,76,030	37,60,300	--
January 10, 1993	20,23,970	10	10	Cash	Preferential Allotment To Mr. D.S. Kulkarni, Ms. Jyoti Kulkarni, Ms. Ashwini Deshpande, Ms. Hemanti Kulkarni and others	24,00,000	2,40,00,000	--
July 20, 1993	33,31,050	10	10	Cash	Initial Public Offering (IPO)	57,31,050	5,73,10,500	--
August 31, 1993	68,900	10	10	Cash		57,99,950	5,79,99,500	--
December	40,00,00	10	10	Cash	Allotment to	97,99,950	9,79,99,500	--



Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)	Cumulative Share Premium (₹)
January 17, 1994	0				Ms. Hemanti Kulkarni and others			
January 2, 1995	2,00,050	10	10	Cash	Allotment to Ms. Hemanti Kulkarni and others	1,00,00,000	10,00,00,000	--
December 26, 1998	10,00,000	10	10	Cash	Allotment to Mr. D.S. Kulkarni, Ms. Jyoti Kulkarni, Ms. Ashwini Deshpande, Ms. Hemanti Kulkarni, Mr. Amit Kulkarni and others	1,10,00,000	11,00,00,000	
May 16, 2006	55,00,000	10	110	Cash	Rights Issue	1,65,00,000	16,50,00,000	55,00,00,000
May 16, 2006	55,01,008	10	275	Cash	Follow-on Public Offering (FPO)	2,20,01,008	22,00,10,080	2,00,77,67,120
July 29, 2008	38,00,000	10	--	N.A.	Allotment pursuant to the Scheme of Amalgamation (<i>Oyster Promoters and Developers Private Limited with our Company</i>)	2,58,01,008	25,80,10,080	3,08,23,00,000*
Total						2,58,01,008	25,80,10,080	3,08,23,00,000*

*Pursuant the merger of Oyster Promoters and Developers Private Limited ("Oyster") with our Company, the share premium account of Oyster has been merged with our Company.

(b) Promoter Share Capital Built-up history

The following is the history of the Equity Share capital built-up of our Promoters:



Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	Sources of funds
Mr. D.S. Kulkarni						
September 2, 1991	10	10	10	Cash	Subscription to the MoA	Own Funds
June 10, 1992	300	10	10	Cash	Preferential allotment	Own Funds
January 10, 1993	1,73,970	10	10	Cash	Preferential allotment	Own Funds
July 20, 1993	99,600	10	10	Cash	Allotment under IPO	Own Funds
December 26, 1998	1,50,000	10	10	Cash	Preferential Allotment	Own Funds
May 16, 2006	3,20,155	10	275	Cash	Promoter Contribution for Follow on Public Offering (FPO)	Own Funds
December 27, 2007	2,49,900	10	N.A.	Gift	Acquisition of Equity Shares from Mr. Makrand Kulkarni (<i>Off Market</i>)	N.A.
November 18, 2008	5,70,000	10	N.A.	Gift	Inter Promoter Transfer (<i>Off Market</i>)	N.A.
November 27, 2008	57,000	10	N.A.	Gift	Inter Promoter Transfer (<i>Off Market</i>)	N.A.
November 27, 2008	30,800	10	N.A.	Gift	Inter Promoter Transfer (<i>Off Market</i>)	N.A.
November 27, 2008	900	10	N.A.	Gift	Inter Promoter Transfer (<i>Off Market</i>)	N.A.
December 3, 2008	1,90,000	10	N.A.	Gift	Inter Promoter Transfer (<i>Off Market</i>)	N.A.
F.Y .2008-2009	1,24,264	10	Market Price	Cash	Net Acquisition of Equity Shares during the year	Own Funds
F.Y. 2010-2011	8,14,467	10	Market Price	Cash	Net Acquisition of Equity Shares during the year	Own Funds
F.Y. 2011-2012	10,71,029	10	Market Price	Cash	Net Acquisition of Equity Shares during the year	Own Funds
F.Y. 2012-	6,58,556	10	Market Price	Cash	Net Acquisition	Own Funds



Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	Sources of funds
2013					of Equity Shares during the year	
December 24, 2013	7,32,410	10	N.A.	Transmission	Transmission from Late Ms. Jyoti Kulkarni	N.A.
F.Y. 2013-2014	1,64,908	10	Market Price	Cash	Net Acquisition of Equity Shares during the year	Own Funds
F.Y. 2014-2015	30,000	10	Market Price	Cash	Net Acquisition of Equity Shares as on July 4, 2014	Own Funds
Total	54,38,269					

Ms. Hemanti Kulkarni

September 2, 1991	10	10	10	Cash	Subscription to the MoA	Own Funds
March 10, 1992	100	10	10	Cash	Preferential Allotment	Own Funds
June 10, 1992	10	10	10	Cash	Preferential Allotment	Own Funds
January 10, 1993	620,000	10	10	Cash	Preferential Allotment	Own Funds
July 20, 1993	1,06,900	10	10	Cash	Allotment under IPO	Own Funds
December 17, 1994	50,000	10	10	Cash	Preferential Allotment	Own Funds
January 2, 1995	2,00,050	10	10	Cash	Preferential Allotment	Own Funds
December 26, 1998	1,50,000	10	10	Cash	Preferential Allotment	Own Funds
F.Y. 2005-2006	(4,25,000)	10	N.A.	Cash	Sale of Equity Shares	N.A.
May 16, 2006	14,12,853	10	110	Cash	Rights Issue	Own Funds
May 16, 2006	3,20,000	10	275	Cash	Promoter Contribution for Follow on Public Offering (FPO)	Own Funds
F.Y. 2006-2007	100	10	N.A.	Gift	Off Market Purchase	N.A.
July 29, 2008	15,20,000	10	10		Allotment pursuant to the Scheme of Amalgamation between Oyster Promoter & Developers	N.A.



Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	Sources of funds
					Private Limited and our Company	
January 14, 2009	4,65,471	10	10	Gift	Gift from relative	N.A.
January 15, 2009	3,52,636	10	10	Gift	Gift from relative	N.A.
F.Y. 2009-2010	83,584	10	10	Cash	Net Acquisition of Equity Shares during the year	Own Funds
F.Y. 2010-2011	40,594	10	10	Cash	Net Acquisition of Equity Shares during the year	Own Funds
F.Y. 2013-2014	8,600	10	49.03	Cash	Net Acquisition of Equity Shares during the year as on July 4, 2014	Own Funds
Total	49,05,908					
Mr. Shirish Kulkarni						
F.Y.2003-2004	200	10	10	Cash	Net Acquisition of Equity Shares during the year	Own Funds
F.Y.2005-2006	(200)	10	10	Cash	Sale of Equity Shares	N.A.
May 16, 2006	1,350	10	110	Cash	Rights Issue (2:1)	Own Funds
June 16, 2006	71,976	10	N.A.	Gift	Net Acquisition of Equity Shares during the year	N.A.
F.Y.2008-2009	(73,326)	10	N.A.	Cash	Sale of Equity Shares	N.A.
July 29, 2008	15,20,000	10	N.A.	N.A.	Allotment pursuant to the Scheme of Amalgamation between Oyster Promoter & Developers Private Limited and our Company	N.A.
Total	15,20,000					
Ms. Tanvi Kulkarni						



Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	Sources of funds
August 24, 2010	4,600	10	Market Price	Cash	Acquisition of Equity Shares from the Stock Exchange	Own Funds
Total	4,600					
<i>Mr. Amit Kulkarni</i>						
September 2, 1991	10	10	10	Cash	Subscription to the MoA	Own Funds
July 20, 1993	1,61,315	10	10	Cash	Allotment under IPO	Own Funds
December 26, 1998	3,00,000	10	10	Cash	Preferential Allotment	Own Funds
January 3, 2008	2,700	10	N.A.	N.A.	Gift	N.A.
January 15, 2014	500	10	-	Cash	Net Acquisition of Equity Shares	Own Funds
Total	4,64,525					
<i>Mr. Makrand Kulkarni</i>						
September 2, 1991	10	10	10	Cash	Subscription to the MoA	Own Funds
September 20, 1991	20	10	10	Cash	Transfer	Own Funds
July 20, 1993	2,50,000	10	10	Cash	Allotment under IPO	Own Funds
F.Y. 2006-2007	217	10	Market Price	Cash	Net Acquisition of Equity Shares during the year	Own Funds
December 27, 2007	(2,49,900)	10	N.A.	Gift	Transfer to Mr. D. S. Kulkarni (<i>Off Market</i>)	N.A.
F.Y. 2011-2012	1	10	Market Price	Cash	Net Acquisition of Equity Shares during the year	Own Funds
Total	348					

3. Shareholding Pattern of our Company

The table below presents the shareholding pattern of our Company as on March 31, 2014 as per Clause 35 of the Equity Listing Agreement.

(Face value of Equity Shares of ₹ 10 each)

	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise encumbered

					% of (A+B)	% of (A+B+C)	No. of shares	%
(A)	Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals/ Hindu Undivided Family	6	1,23,03,650	1,23,03,650	47.69	47.69	15,25,000	12.39
(b)	Central Government/ State Government(s)	--	--	--	--	--	--	--
(c)	Bodies Corporate	--	--	--	--	--	--	--
(d)	Financial Institutions/ Banks	--	--	--	--	--	--	--
(e)	Any Other	--	--	--	--	--	--	--
Sub-Total (A)(1)		6	1,23,03,650	1,23,03,650	47.69	47.69	15,25,000	12.39
(2)	Foreign							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	--	--	--	--	--	--	--
(b)	Bodies Corporate	--	--	--	--	--	--	--
(c)	Institutions	--	--	--	--	--	--	--
(d)	Any Other (specify)	--	--	--	--	--	--	--
Sub-Total (A)(2)		--	--	--	--	--	--	--
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)		6	1,23,03,650	1,23,03,650	47.69	47.69	15,25,000	12.39
(B)	Public shareholding							
(1)	Institutions							
(a)	Mutual Funds/UTI	1	2,00,000	2,00,000	0.78	0.78	--	--
(b)	Financial Institutions/ Banks	4	2,400	100	0.00	0.00	--	--
(c)	Central Government/ State Government(s)	--	--	--	--	--	--	--
(d)	Venture Capital Funds	--	--	--	--	--	--	--
(e)	Insurance Companies	--	--	--	--	--	--	--
(f)	Foreign Institutional Investors	--	--	--	--	--	--	--
(g)	Foreign Venture Capital Investors	--	--	--	--	--	--	--
(h)	Others	--	--	--	--	--	--	--
Sub-Total (B)(1)		5	2,02,400	2,00,100	0.78	0.78	--	--
(2)	Non-institutions							
(a)	Bodies Corporate	385	13,20,928	12,94,105	5.12	5.12	--	--
(b)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 1 lakh. ii. Individual shareholders holding nominal share capital in	24,213	29,49,286	26,64,557	11.43	11.43	--	--
		32	50,00,021	50,00,021	19.38	19.38	--	--



	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					% of (A+B)	% of (A+B+C)	No. of shares	%
	excess of Rs. 1 lakh.							
(c)	Qualified Foreign Investor	--	--	--	--	--	--	--
(c)	Any Other (specify)							
	- Individual NRI (Repatriable and Non Repatriable); - Non Resident (Repatriable); - Foreign National; - Overseas Corporate Bodies; - Foreign Bodies; - Trust	69 101 -- 3 -- --	39,67,338 56,374 -- 1,011 -- --	11,685 56,374 -- 1,011 -- --	15.38 0.22 0.00 0.00 -- --	15.38 0.22 0.00 0.00 -- --	-- -- -- -- -- --	-- -- -- -- -- --
	Sub-Total (B)(2)	24,403	1,32,94,958	90,27,753	51.53	51.53	--	--
	Total Public Shareholding (B)= (B)(1)+(B)(2)	24,808	1,34,97,358	92,27,853	52.31	52.31	--	--
	TOTAL (A)+(B)	24,814	2,58,01,008	2,15,31,503	100.00	100.00	--	--
(C)	Shares held by Custodians and against which Depository Receipts have been issued	--	--	--	--	--	--	--
	GRAND TOTAL (A)+(B)+(C)	24,814	2,58,01,008	2,15,31,503	100.00	100.00	15,25,000	5.91

4. The top ten (10) shareholders of our Company as on July 4, 2014 are as follows:

(Face Value of ₹10 each)

No.	Name of the Shareholder	Number of Equity Shares	Shareholding (%)
1.	Mr. D.S. Kulkarni	54,38,269	21.0777
2.	Ms. Hemanti Kulkarni	49,05,908	19.0144
3.	Mr. Ashok Parmar	33,74,312	13.0782
4.	Mr. Chander Bhatia	20,00,000	7.7516
5.	Ms. Asha Bhatia	19,50,000	7.5578
6.	Mr. Shirish Kulkarni	15,20,000	5.8912
7.	Mr. Amit Kulkarni	4,64,525	1.8004
8.	Kare Electronics and Development Private Limited	2,95,503	1.1453
9.	Mr. K.R. Pradeep	2,95,365	1.1448
10.	Ms. Supriya Bhosale	2,13,212	0.8264
Total		2,04,57,094	79.2880

5. Debt: Equity Ratio

The debt-equity ratio of our Company, prior to this Issue is based on a total outstanding debt and



shareholder funds as on March 31, 2014.

(₹ in Lakhs)

Particulars	Pre- Issue	Post- Issue
Long Term Debt	25,898.17	45,898.17
Short Term Debt (incl. Current maturities of long term debt)	26,418.18	26,418.18
Total Debt	52,316.35	72,316.35
Shareholders' Funds		
Equity Share Capital	2,580.10	2,580.10
Reserves & Surplus	43,179.25	43,179.25
Less: Revaluation Reserve	--	--
Net Reserves (excluding Revaluation Reserves)	43,179.25	43,179.25
Total Shareholders' Funds	45,759.35	45,759.35
Long Term Debt/ Equity	0.57	1.00
Debt / Equity[#]	1.14	1.58

[#]The debt-equity ratio post the Issue is indicative and is on account of assumed inflow of ₹20,000 lakhs from the Issue and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment. For further details on the total outstanding debt of our Company, please refer to section titled "Financial Indebtedness" beginning on page 124 of this Draft Prospectus.

6. Our Company has not made any acquisition or amalgamation in the last one (1) year.
7. Our Company has not made any reorganization/ reconstruction in the last one (1) year.
8. Our Company does not have any outstanding borrowings taken/ debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option.
9. Except as set out below, our Promoters and Directors have not purchased and/ or sold or transferred any securities within the last six (6) months preceding the date of this Draft Prospectus:

No.	Name of the Promoter/ Director	Date of Sale/ Purchase/ Transfer/ Transmission	Sale/ Purchase/ Transfer/ Transmission	Number of Equity Shares	Average Rate (₹)
1.	Mr. D.S. Kulkarni	May 16, 2014	Purchase	30,000	65.48

10. None of the Equity Shares of our Company have been pledged, except for 16,75,000 Equity Shares of one of our Promoters, Ms. Hemanti Kulkarni constituting 6.49% of the total paid-up share capital of our Company have been pledged for securing Inter Corporate Deposits (ICDs).
11. None of the Equity Shares of our Company are under lock-in as on the date of this Draft Prospectus.
12. Our Company does not have any employee stock option scheme as on the date of this Draft Prospectus.



STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE RESIDENT DEBENTURE-HOLDERS

The following tax benefits will be available to the Resident Debenture-holders of M/s D. S. Kulkarni Developers Limited (DSKDL) as per the existing provisions of law.

However, the tax benefits may vary from time to time in accordance with the amendments to the respective laws.

The Debenture-holders are therefore advised to consider the tax implications in respect of subscription to the said Debentures after consulting their tax counsel, as alternate views are possible.

We shall not liable to any Debenture-holder in any manner for placing reliance upon the contents of this statement of tax benefits. Please refer to detailed disclaimers at the end of this statement.

IMPLICATIONS UNDER THE INCOME-TAX ACT, 1961 ('I.T. ACT')

A. To the Resident Debenture-holders

I. Tax on Interest on Debentures:

1. The Debenture-holders will be required to pay income-tax at the normal rates of tax, in accordance with the applicable provisions of the I.T. Act and the relative Finance Act, on the interest they receive from DSKDL on Non-Convertible Debentures (NCDs). The rate of such tax may vary from 0% to 30% according to the income slabs of the Debenture-holders' income.

However, at the time of payment / credit of such interest, DSKDL will be required to deduct tax at source as per the provisions of Section 193 of the I.T. Act. At present, the rate for such deduction of tax at source is 10% and DSKDL is not required to deduct surcharge, education cess and secondary and higher education cess. Under Section 199 of the IT Act, the tax so deducted shall be treated as a payment of tax on behalf of the Debenture-holders. Hence the tax payable by the Debenture-holders on their returned income will be reduced by the amount of the tax so deducted at source and the balance amount will be payable by them or refundable to them.

2. However, no income tax is deductible at source u/s 193 in the following circumstances:

- (a) If the amount of interest on debentures paid or credited to a resident individual or a Hindu Undivided Family ('HUF') Debenture-holder does not or is not likely to exceed ₹.5,000/- in the aggregate during a particular financial year and such interest is paid by an account payee cheque.
- (b) If the debentures are issued by DSKDL in a dematerialized form and are listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder.
- (c)
 - (i) If a Resident Debenture-holder (not being a company or a firm) who has been allotted a Permanent Account Number ('PAN') submits to DSKDL a declaration u/s 197A (1A) of the I.T. Act in the prescribed form i.e. Form 15G and verified in the prescribed manner to the effect that the tax on his estimated total income (including the debenture interest from DSKDL) of the particular financial year will be NIL.

To illustrate, for Financial Year 2014-15, the maximum amount of income not chargeable to tax in case of individuals (other than senior citizens and super-senior citizens) and HUFs is as follows:

No.	Class of assessee's	Maximum amount of income not
-----	---------------------	------------------------------

		chargeable to tax
1.	Every individual being a resident in India, who is of the age of 80 years or more at any time during the Financial year (Super Senior Citizen)	₹5,00,000/-
2.	Every individual being a resident in India, who is of the age of 60 years or more but less than 80 years at any time during the Financial year (Senior Citizen)	₹2,50,000/-
3.	Individuals (other than senior citizens and super-senior citizens) and HUFs	₹2,00,000/-

Further, section 87A of the IT Act, provides a rebate of 100 percent of income-tax or an amount of ₹2,000/-, whichever is less, to a resident individual whose total income does not exceed ₹500,000/-

However u/s 197A(1B) of the I.T. Act, Form 15G cannot be submitted nor considered for exemption from deduction of tax at source, if the aggregate of the amounts of the following incomes credited or paid or likely to be credited or paid during the particular financial year exceeds the maximum amount which is not chargeable to income tax:

- (a) dividend income referred to in section 194,
 - (b) interest on securities,
 - (c) interest,
 - (d) withdrawal from NSS and
 - (e) income from units of mutual fund or of Unit Trust of India
- (ii) If a Resident Debenture-holder (not being a company or a firm) who is a senior citizen (who is 60 or more years of age at any time during the financial year) and who has been allotted a Permanent Account Number ('PAN') submits to DSKDL a declaration u/s 197A (1C) of the I.T. Act in the prescribed form i.e. Form 15H and verified in the prescribed manner to the effect that the tax on his estimated total income (including the debenture interest from DSKDL) of the particular financial year will be NIL, even if the aggregate income credited or paid or likely to be credited or paid exceeds the maximum amount not chargeable to tax.
3. If the Assessing Officer (AO) is satisfied that the total income of a Debenture-holder justifies deduction of tax at source at zero / lower rate and if the AO, on an application made by the Debenture-holder, issues a certificate u/s 197(1) of the I.T. Act, and that certificate is filed with the Company before the prescribed date of closure of books for payment of debenture interest, DSKDL is required to deduct tax at source at the rate specified in the said certificate.

II. Tax on long-term capital gain on transfer of debentures held as a capital asset:

1. As per section 2(29A) of the IT Act, read with section 2(42A) of the I.T. Act, a listed debenture is treated as a long-term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer.
2. Under section 112 of the I.T. Act, capital gains arising on the transfer of long-term capital assets being listed securities are subject to tax
 - (a) at the rate of 20% of capital gains calculated after reducing indexed cost of acquisition or
 - (b) at the rate of 10% of capital gains calculated without indexation of the cost of acquisition. The capital gains will be computed by deducting from the sale consideration the expenditure incurred in connection with such transfer and the cost of acquisition / indexed cost of acquisition of the debentures.

3. However as per the third proviso to section 48 of I.T. Act, benefit of indexation of cost of acquisition under second proviso of section 48 of I.T. Act, is not available in case of bonds and debentures, except capital indexed bonds. *Thus, long term capital gains arising out of listed debentures would be subject to tax at the rate of 10 % of the capital gain computed without indexation of the cost of acquisition.*
4. In case of an individual or HUF, being a resident, where the total income as reduced by such long-term capital gains is below the maximum amount which is not chargeable to income-tax, then, such long-term capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income-tax and the tax on the balance of such long-term capital gains shall be computed at the rate mentioned above.

III. Tax on short-term capital gain on transfer of debentures held as a capital asset:

1. Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months, would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act. The provisions relating to maximum amount not chargeable to tax described above would also apply to such short term capital gains.

IV. Tax on gain on transfer of debentures held as stock-in-trade:

1. In case the debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act.

V. Tax on gain on transfer of debentures converted from a capital asset into stock-in-trade:

If debentures held as a capital asset are converted into stock-in-trade, in accordance with the provisions of Section 45(2), in the year in which the debenture is sold, the difference between the cost of acquisition of the debenture and the fair market value (FMV) thereof on the date of conversion will be taxed as long-term / short-term capital gain and the difference between the sale price and the FMV will be taxed as business profit.

B. To the Other Eligible Institutions

All mutual funds registered under Securities and Exchange Board of India or set up by public sector banks or public financial institutions or authorised by the Reserve Bank of India are exempt from tax on all their income, including income from investment in Debentures under the provisions of Section 10(23D) of the I.T. Act subject to and in accordance with the provisions contained therein.

C. Exemption under Sections 54EC and 54F of the I.T. Act

1. Under section 54EC of the I.T .Act, long term capital gains arising to the debenture-holders on transfer of their debentures in the company shall not be chargeable to tax to the extent such capital gains are invested in certain notified bonds within six months after the date of transfer.

If only part of the capital gain is so invested, the exemption shall be proportionately reduced.

However, if the said notified bonds are transferred or converted into money within a period of three years from their date of acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the bonds are transferred or converted into money.

However, the exemption u/s 54EC is subject to a limit of investment of ₹50 lacs during any financial year.

Where the benefit of section 54EC of the I.T. Act has been availed of on investments in the notified bonds, a deduction from the income with reference to such cost shall not be allowed under section 80C of the I.T. Act.

2. As per the provisions of section 54F of the I.T. Act, any long-term capital gains on transfer of a long term capital asset (not being residential house) arising to a Debenture-holder who is an individual or Hindu Undivided Family, is exempt from tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in purchase of a new residential house, or for construction of residential house within three years from the date of transfer.

If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis.

This exemption is available, subject to the condition that the Debenture-holder does not own more than one residential house at the time of such transfer. If the residential house in which the investment has been made is transferred within a period of three years from the date of its purchase or construction, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such residential house is transferred.

Similarly, if the Debenture-holder purchases within a period of two years or constructs within a period of three years after the date of transfer of capital asset, another residential house (other than the new residential house referred above), then the original exemption will be taxed as capital gains in the year in which the additional residential house is acquired.

Section 54F(4) further provides that if the Debenture-holder desires to avail u/s 54F the tax exemption of long-term capital gain on the ground that he intends to buy a new house property within two years from the date of transfer of the debentures or to construct a new house property within three years from the date of transfer of the debentures, he shall deposit the amount of long-term capital gain in a specified account called Capital Gains A/C with a nationalized bank and utilize the said amount for the intended purpose within the prescribed period. Such a Capital Gains A/C must be opened and the said amount must be deposited before the due date of filing the return of income for the assessment year in which the said long-term capital gain arises.

D. Requirement to furnish PAN under the I.T. Act

1. Section 139A(5A)

Section 139A(5A) requires every person from whose income tax has been deducted at source under Chapter XVII-B of the I.T. Act to furnish his PAN to the person responsible for deduction of tax at source.

2. Sec.206AA:

- (a) Section 206AA of the I.T. Act requires every person entitled to receive any sum, on which tax is deductible under Chapter XVIIB ('deductee') to furnish his PAN to the deductor, failing which attracts tax shall be deducted at the higher of the following rates:
 - at the rate specified in the relevant provision of the I.T. Act; or
 - at the rate or rates in force; or
 - at the rate of twenty per cent.
- (b) A declaration under Section 197A (1) or 197A (1A) 197A (1C) shall not be valid unless the person furnishes his PAN in such declaration and the deductor is required to deduct tax as per Para (a) above in such a case.
- (c) Where a wrong PAN is provided, it will be regarded as non-furnishing of PAN and Para (a) above will apply

E. Taxability of Gifts received for nil or inadequate consideration



As per section 56(2)(vii) of the I.T. Act, where an individual or Hindu Undivided Family receives debentures in the following circumstances from any person on or after 1st October, 2009, the recipient's taxable income will be as follows:

No.	Circumstances	Income
1.	Receipt without any consideration, aggregate fair market value of which exceeds ₹50,000/-	the whole of the aggregate fair market value of such debentures
2.	Receipt for a consideration which is less than the aggregate fair market value of the debenture by an amount exceeding ₹50,000/-	the aggregate fair market value of such debentures as exceeds such consideration

However, this provision would not apply to any receipt:

- (a) From any relative; or
- (b) On the occasion of the marriage of the individual; or
- (c) Under a will or by way of inheritance; or
- (d) In contemplation of death of the payer or donor, as the case may be; or
- (e) From any local authority as defined in Section 10(20) of the I.T. Act; or
- (f) From any fund or foundation or university or other educational institution or hospital or other medical institution or any trust or institution referred to in Section 10(23C); or
- (g) From any trust or institution registered under section 12AA.

IMPLICATIONS UNDER THE WEALTH TAX ACT, 1957

Wealth-tax is not levied on investment in debentures because the definition of the expression "asset" under section 2(ea.) of the Wealth-tax Act, 1957, excludes financial assets.

Disclaimers:

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of debentures / bonds.
2. The above statement covers only certain relevant benefits under the Income-tax Act, 1961 and Wealth Tax Act, 1957(collectively referred as 'direct tax laws') and does not cover benefit under any other law.
3. The above statement of possible tax benefits are as per the current direct tax laws relevant for the assessment year 2015-16. Several of these benefits are dependent on the Debenture-holder fulfilling the conditions prescribed under the relevant provisions. *Further if there are any changes in the provisions listed above, by virtue of notification of New Finance Act, the same shall stand changed to the extent applicable.*
4. This statement is intended only to provide general information to the Debenture-holders and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each Debenture-holder is advised to consult his / her / its own tax advisor with respect to specific tax consequences of his / her / its holding in the debentures of the Company.
5. The stated benefits will be available only to the sole / first named holder in case the debenture is held by joint holders.
6. No assurance is given that the revenue authorities / courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.



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D. S. Kulkarni Developers Limited

**For Gokhale, Tanksale & Ghatpande
Chartered Accountants
Firm Registration No.103277W**

**Mr. S. M. Ghatpande
Partner
Membership No.-030462
Date: 10th July 2014
Place: Pune**



OBJECTS OF THE ISSUE

This is a public issue by our Company of secured, redeemable, non-convertible debentures of ₹5,000 each for Option I, II and IV and ₹25,000 each for Option III, aggregating upto ₹10,000 lakhs with an option to retain over subscription upto ₹10,000 lakhs aggregating upto ₹20,000 lakhs.

Our Company intends to utilize the Issue Proceeds for the following objects:

- I. For some of our Projects under Development; and
- II. General Corporate Purposes.

Utilization of Issue proceeds

- I. The funds raised through this issue will be utilized partially for any/ all of the following four (4) Projects under Development as set out below:

Name & Location of the project	Estimated Cost of the project* (₹ in lakhs)	Date of Commencement of the project	Expected year of completion of the project
DSK Vishwa - Anandghan, Kirkatwadi, Pune	26,232.18	December 31, 2013	December 2016
DSK Nandanvan, Pirangut, Pune	3,474.16	February 4, 2014	June 2017
DSK Mayurban, Pirangut, Pune	5,338.95	March 15, 2014	June 2017
DSK Dream City – Phase I (Waterfall Residence), Pune-Sholapur Road, Pune	85,000.20	March 3, 2014	December 2017 (Phase I)

* The estimated cost of the project is based on internal management estimates of our Company.

II. General Corporate Purposes

Our Company may use a part of proceeds of the issue for general corporate purposes including strategic initiatives, brand building exercises and strengthening of our marketing capabilities, partnerships, joint ventures, meeting exigencies, which our Company in the ordinary course of business may face, or any other purposes as approved by our Board. Further the total amount earmarked for "General Corporate Purposes", shall not exceed 25% of the amount raised by our Company through this Issue.

The Issue Expenses will be met out of the proceeds of the Issue. For further information in relation to our Company's business and associated risks, please refer to section titled "Our Business" and "Risk Factors" beginning on pages 81 and 14 respectively of this Draft Prospectus.

The main objects clause of the Memorandum of Association of our Company permits our Company to undertake its existing activities as well as the activities for which the funds are being raised through this Issue.

Monitoring of utilization of funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI Debt Regulations. The Board of Directors of our Company shall monitor the utilization of the proceeds of the Issue. Our Company will disclose in its financial statements for the relevant financial year commencing from the Financial Year 2014-2015, the utilization of the proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such un-utilized proceeds of the Issue.



Interim use of proceeds

The management of our Company, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds out of the Issue for the purposes described above, our Company intends to temporarily invest funds in fixed deposit of scheduled banks and Government securities as may be approved by the Board of Directors of our Company, as the case may be. Such investment would be in accordance with the investment policy of our Company approved by the Board from time to time.

Other Confirmations

In accordance with the SEBI Debt Regulations, our Company will not utilize the proceeds of the Issue for providing loans to or acquisition of shares of any person who is a part of the same group as our Company or who is under the same management as our Company.

The Issue proceeds shall not be utilized towards full or part consideration for the purchase or acquisition of immovable property except for in the ordinary course of its business. No part of the proceeds from this Issue will be paid by our Company as consideration to our Promoter, our Directors, or companies promoted by our Promoter except in the ordinary course of business. Further, our Company undertakes that issue proceeds from the debentures allotted shall not be used for any purpose which may be in contravention of any law or regulations.

Our Company shall utilise the proceeds of the Issue only upon execution of documents for creation of security as stated under the section titled "Terms of the Issue" beginning on page 165 of this Draft Prospectus and on the listing of the NCDs.

Issue Expenses

The following are the estimated Issue expenses:

No.	Particulars	Amount (₹ in lakhs)	Percentage of Total Estimated Issue Expenditure	Percentage of Issue Size*
1.	Fees of LM/ Auditors/ Debenture Trustee/ Registrar to the Issue/ Legal Advisor to the Issue and Depositories	[●]	[●]	[●]
2.	Printing and dispatch of stationery and marketing expenses, brokerage and selling commission	[●]	[●]	[●]
3.	Other Miscellaneous Expenses including Stock Exchange fees, Stamp Duty and Registration Charges	[●]	[●]	[●]
	Total Estimated Issue Expenditure	[●]	[●]	[●]

*as a percentage of overall issue size.

Our Company shall pay processing fees to the SCSBs for Applications Forms procured by the Lead Brokers/Consortium/brokers/sub-brokers/Trading Members and submitted to SCSBs for blocking the Application amount of the Applicant at the rate of ₹[●] per Application Form procured, as finalized by our Company. However, it is clarified that in case of ASBA Application Forms procured directly by the SCSBs, the relevant SCSBs shall not be entitled to any ASBA processing fee.

SECTION IV: ABOUT OUR COMPANY AND THE INDUSTRY

INDUSTRY OVERVIEW

Unless otherwise indicated, the information in this section is derived from industry data obtained from the website of IBEF and other industry sources. It has not been independently verified by our Company, the Lead Manager and their respective legal or financial advisors, and no representation is made as to the accuracy of this information, which may be inconsistent with information available or compiled from other sources. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness, underlying assumptions and reliability cannot be assured. Accordingly, investment decisions shall not be based on such information.

Macroeconomic Scenario

Global Economy

Global economic activity strengthened in H2 of 2013. Global growth is likely to be in the vicinity of 3½ per cent in 2014, about ½ a percentage point higher than in 2013. The expansion in global output is expected to be led by advanced economies (AEs), especially the US. However, downside risks to growth trajectory arise from on-going tapering of quantitative easing (QE) in the US, continuing deflation concerns and weak balance sheets in the euro area and, inflationary pressures in the emerging market and developing economies (EMDEs). Weakening growth and financial fragilities in China that have arisen from rapid credit in recent years pose a large risk to global trade and growth.

Global inflation remains benign with activity levels staying below potential in the AEs as well as in some large EMDEs and a softer bias for global commodity prices continuing into 2014. However, inflation in many EMDEs remains high, though actions in tightening monetary policy and slack in output are expected to help generate some disinflationary momentum. The divergent trends in inflation between AEs and EMDEs pose an added risk to global growth.

After the unexpected shock from the May 2013 tapering indication by the US Fed, global financial markets have weathered the initial dose of actual tapering of the quantitative easing (QE) quite well. However, the global interest rate cycle has just begun to turn. Moreover, a large part of the withdrawal of monetary accommodation by AEs remains to play out. Consequently, capital flows to EMDEs could remain volatile, even if they do not retrench. Also, with corporate leverage rising in many EMDEs, capital flow volatility could translate into liquidity shocks impacting asset prices.

Indian Economy

While the global environment remains challenging, policy action in India has rebuilt buffers to cushion it against possible spillovers. These buffers effectively bulwarked the Indian economy against the two recent occasions of spillovers to EMDEs - the first, when the US Fed started the withdrawal of its large scale asset purchase programme and the second, which followed escalation of the Ukraine crisis. On both these occasions, Indian markets were less volatile than most of its emerging market peers. With the narrowing of the twin deficits – both current account and fiscal – as well as the replenishment of foreign exchange reserves, adjustment of the rupee exchange rate, and more importantly, setting in motion disinflationary impulses, the risks of near-term macro instability have diminished.

(Source: Macroeconomic and Monetary Developments 2014-15, Reserve Bank of India)

Real Estate in India

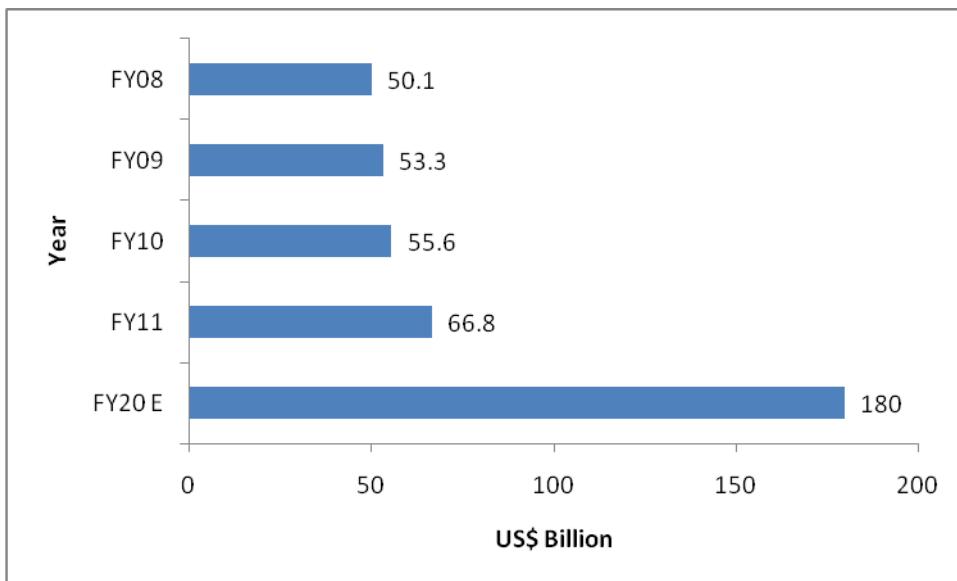
Real estate in India continues to be a favoured destination globally for investors, developers and non-resident Indians (NRIs), driven largely by investor-friendly government policies and increasing globalisation. The Indian real estate sector has come a long way and is today one of the fastest growing markets in the world. It comprises four sub-sectors – housing, retail, hospitality, and commercial. While housing contributes to five–six percent of India's gross domestic product (GDP), the remaining three sub-sectors are also increasing at a fast pace. The total realty

market in the country is expected to touch US\$ 180 billion by 2020. It is the second largest employment generation sector after agriculture. Real estate contributes about 6.3 per cent to India's gross domestic product (GDP).

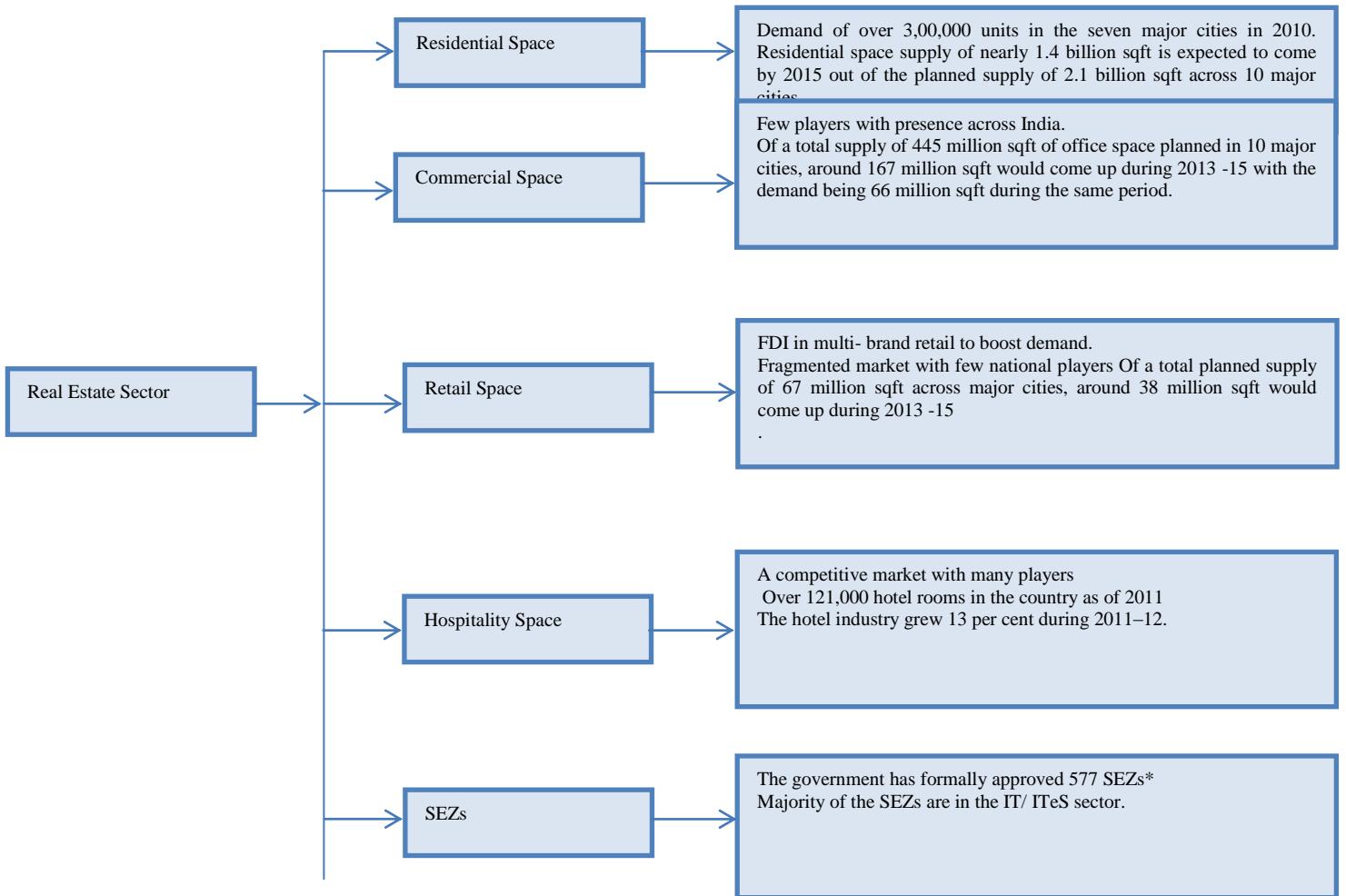
The sector's progress is driven by factors such as rapid urbanisation, a growing trend towards nuclear families, positive demographics, rural–urban migration, ever-developing infrastructure, higher income levels and housing demand. The real estate sector, with its growing investment opportunities, is expected to post annual revenues of US\$ 180 billion by 2020.

Market size of real estate in India

The market size of real estate in India is expected to increase at a CAGR of 11.2 per cent during FY2008 – 2020



Segments in the Real Estate Sector



Market Dynamics

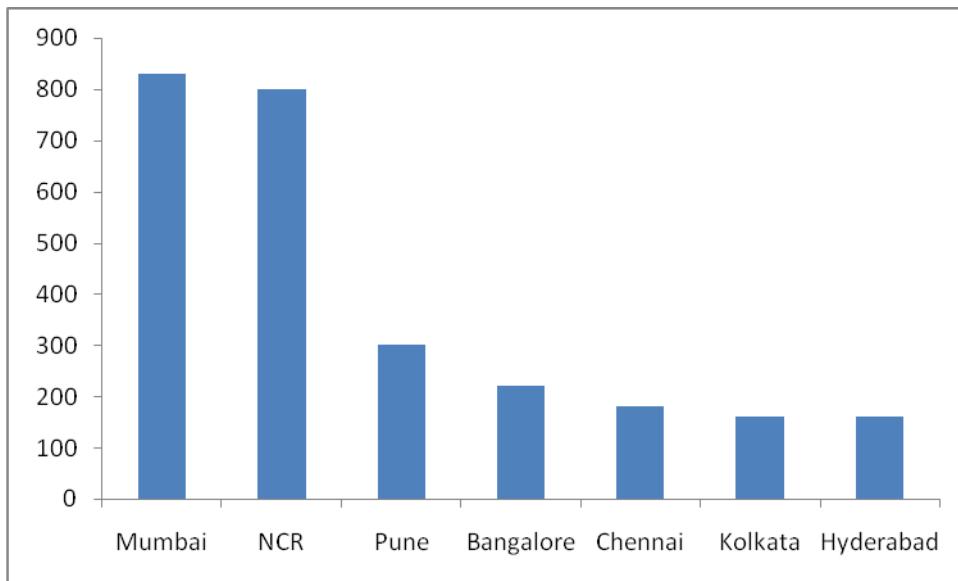
The real estate sector in India is witnessing rapid growth in the residential, commercial and industrial segments. Real estate development, once restricted to bigger cities, have shown marked progress in smaller cities and towns owing to availability of banks loans, higher earnings and improved standard of living.

The real estate sector of India is projected to post annual revenues of US\$ 180 billion by 2020 against US\$ 66.8 billion in 2010-11, a compound annual growth rate (CAGR) of 11.6 per cent. The demand is expected to grow at a CAGR of 19 per cent in the period 2010-2014, with Tier I metropolitan cities expected to account for about 40 per cent of this growth. As of now, Mumbai, Delhi-National Capital Region (NCR) and Bengaluru cater for 46 per cent of total office space demand in India.

Today, Delhi-NCR accounts for about 30 per cent of the total mall supply in India. About 53 per cent of demand for total mall space is projected to come from the country's top seven cities, namely Delhi-NCR, Bengaluru, Mumbai, Kolkata, Pune, Hyderabad, and Chennai, in the period 2010-2014.

Demand analysis of top 7 cities ('000 units) 2010-14

Residential Demand of top 7 Cities ('000 Units)



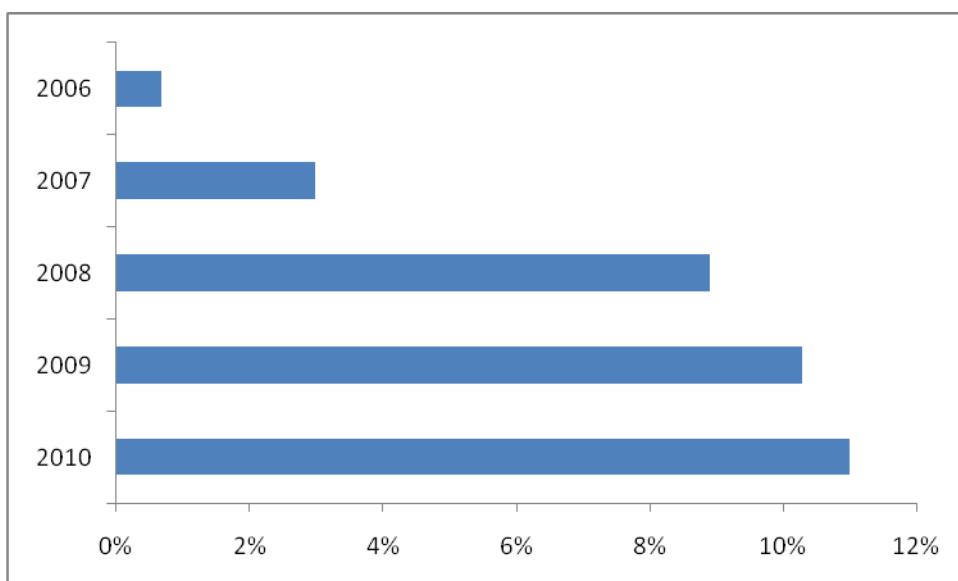
Demand to grow at a CAGR of 19 per cent between 2010 and 2014 - 40 per cent of this from Tier 1 cities. At 3x to 4x, demand-supply gap is highest in the low and mid income. Rapid urbanisation, rise in the number of nuclear families, easy availability of finance, repatriation of NRIs and HNIs would bolster the expected demand.

Investment Opportunities

The Indian retail realty sector is projected to grow at around 15 per cent year-on-year over the next 3-5 years as against a 12-13 per cent nominal growth of India's GDP estimated by the International Monetary Fund (IMF). The construction development sector, including townships, housing and built-up infrastructure garnered total FDI worth US\$ 22,671.95 million in the period April 2000-August 2013. Construction (infrastructure) activities during the period received FDI worth US\$ 2,280.95 million, according to the Department of Industrial Policy and Promotion (DIPP).

FDI in real estate as a per cent of total FDI in India

Total FDI in the real estate sector during April 2000 – September 2013 stood at around US\$ 22.7 billion.





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D. S. Kulkarni Developers Limited

Government Initiatives

According to the existing FDI policy, 100 per cent FDI in the construction development sector is permitted through the automatic route. DIPP is looking at relaxing FDI norms further to encourage investment. It has also proposed a reduction in the minimum capitalisation for wholly-owned subsidiaries from US\$ 10 million to US\$ 5 million, and from US\$ 5 million to US\$ 2.5 million for joint ventures with Indian partners.

One of the major initiatives of the Ministry of Housing and Urban Poverty Alleviation (MHUPA) is to provide affordable housing for poor people living in urban areas. The Jawaharlal Nehru National Urban Renewal Mission (JNNURM) is one its flagship schemes, a reform driven investment programme which started with the objective of creating economically productive, efficient, responsive and inclusive cities.

The Real Estate (Regulation and Development) Bill, 2013, as approved by the Union Cabinet is a pioneering initiative aimed at delivering a uniform regulatory environment to protect the consumer, help in quick verdicts of disputes and ensure systematic growth of the sector.

Road Ahead

Demand for space from sectors such as education and healthcare has opened up opportunities in the real estate sector. Also, growth in the number of tourists has led to demand for service apartments. This demand in the tourism sector is expected to generate 50,000 new hotel rooms over the next four to five years, across India's major cities.



OUR BUSINESS

Business Overview

We are a real estate development and construction company primarily focussing on development of residential units in the city of Pune with presence in Mumbai, Bengaluru, Nasik and New Jersey, USA. We construct and develop independent buildings consisting of flats, residential complexes, villas and apartments of varying sizes. We also develop and sell land plots, commercial space and retail outlets as an integral part of our residential projects. Our Chairman & Managing Director, Mr. D.S. Kulkarni has over three (3) decades of experience in the real estate industry.

We are a part of diversified group having business interests in various sectors *viz.* education, media and entertainment, electronics and automobiles. We undertake all real estate development under the flagship brand "DSK", a trademark owned by our Company. Some of our Promoter and Group Entities also undertake their businesses under the brand "DSK".

Historically, we have focused our residential projects in and around Pune which is known for its manufacturing, automobile industries, educational, management and training institutions, Government & Private sector Research Institutes, Information technology (IT) companies that attract migrants, students and professionals not only from India but also from South East Asia, Middle East and African countries. We consider Pune region to be our principal market for our business activities as we have an established customer base.

We now propose to develop the DSK Dream City, an integrated township spread across 217.90 Acres of land at Pune-Sholapur road near Pune. The Collector of Pune has sanctioned the proposed use of land admeasuring 181 Acres for the special township by way of an order dated January 21, 2013. The Urban Development Department has notified the aforementioned land admeasuring 181 Acres for the special township project on June 6, 2011. The Environment Department, Government of Maharashtra has issued an environmental clearance for the aforementioned project on June 12, 2011. Out of the aforementioned 217.90 Acres, our Company has already received approvals for development of 181 Acres and is further in the process of obtaining approval for 36.90 Acres. The project plan includes, the already operational DSK International Campus built upon 20 Acres which is leased by our Company to DSK Global Education & Research Limited. The project is spread across several phases and includes residential apartments, commercial and retail space, facilities for various sports like tennis courts, cricket, football, athletics and sports stadiums. We intend to develop well designed dwelling units with modern features, amenities and facilities. We propose to set-up sports academies; build high street markets and malls. The DSK Dream City shall have within its precincts unique modes of transportation including new age trams for commuting citizens within the Dream City and water crafts on the waterways. A super-speciality hospital, convention centre, town hall & library are also being proposed to be set up. Our Company plans to retain the governing, management and administration of the DSK Dream City after it is fully developed in order to maintain the safety, security and amenities originally provided by our Company. Four (4) exclusive zones are being proposed namely: Knowledge Centre, Leisure, Culture and Well-being. Our Company has received government approvals for launch of the Phase I of the project. We have launched the Phase I of this project on May 30, 2014 and propose to complete the entire project in several phases by the year 2022. The Dream City has been planned by an overseas Architect Mr. Samir S. Daoud along with various other consultants from India and overseas.

Since the year 2000, we have completed nearly twenty six (26) projects which include residential and commercial projects ("**Completed Projects**"). Our Completed Projects include high-end residential apartments, mid-segment apartments as well as affordable housing projects. Some of our prestigious Completed Projects include DSK Hariyali (*Shivaji Nagar, Pune*), DSK Chandradeep, DSK Chintamani (*Appa Balvant Chowk, Pune*), DSK Raanwara (*Bavdhan, Pune*), DSK Akashganga (*Aundh, Pune*), DSK Vishwa (*Phase I to VI*), DSK Frangipani (*Sadhu Vaswani Chowk, Pune*), DSK Madhuban (*Andheri East - Mumbai*), DSK Sunderban (*Hadapsar, Pune*), DSK Garden Enclave (*Kondhwa, Pune*) and DSK Gandhakosh (*Baner, Pune*).

Some of our projects have also received awards *viz.:*

- CNBC Awaaz Crisil Real Estate Awards 2007 for Best Consumer Protection Practices;



- Certificate of Merit by CWAB for being one of India's Top 10 Builders at the Construction World Architect & Builder Awards 2013;
- Certificate of Merit for 'Fastest growing real estate company – 2nd Rank' at the Construction World – NICMAR Awards 2007, Mumbai;
- Best Residential Complex for Project 'DSK Ranwara' by AESA Award 2002.

Our Company has adopted environmental friendly '*green initiatives*' viz. Sewage Treatment Plant (STP), rain water harvesting, installing solar panels etc. in the field of real estate development in Pune. Our Company has also been accredited with ISO 9001:2008; ISO 14001: 2004 and OHSAS 18001:2007 issued by Zenith Quality Assessors Private Limited conforming the management system standards for (i) construction of Residential & Commercial building (*including Design and Development*); and (ii) Development and sale of plots;

We have expanded our operations to other cities like Mumbai, Nasik and Bengaluru in India and New Jersey in the USA. As on date of this Draft Prospectus, we have thirteen (13) Projects under Development spread across three (3) cities in India with 46,81,279.44 sq. ft. of estimated Approved Built-up Area and one (1) project outside India. For further details in relation to, please refer sub-heading "Projects under Development" under this section beginning on page 81 of this Draft Prospectus.

As on March 31, 2014, we had a team of 385 employees consisting of thirty six (36) engineers and eight (8) architects who play an active role in supervising the development process from inception to completion of projects. Our Company has a dedicated team of fifteen (15) employees in its customer service department and twenty one (21) employees in its sales & marketing, responsible for managing and promoting customer relations.

Our operations span all aspects of real estate development, from the identification and acquisition of land, planning, execution and marketing of our projects. Our team has experience in all stages of property development including land identification & selection of prospective sites, market analysis, feasibility study, land acquisition, project planning, approvals procurement, construction, marketing and sales strategy and execution.

In addition to our in-house team, we appoint third party contractors for executing specific works at our project site. The specific works include RCC works, painting, carpentry and other labour intensive works. We also appoint various reputed consultants like architects, structural engineers and designers for conceptualising and developing our projects. These consultants constantly work with our engineering, architectural and sales and marketing teams to ensure that we endeavour to deliver the best product to our customers.

Further, in terms of land acquisition, we acquire land from the owner(s) of the land parcel(s) sought to be developed either directly or indirectly through intermediaries and prefer to have the title of the land in our name. Where large tracts of land are required to be purchased from various land owners in a given or identified area, we either appoint or rely upon intermediaries, wherever required. Where necessary, we also enter into development agreements for acquiring rights to develop land parcels and pay appropriate consideration for such development rights to the owners. We also enter into joint venture arrangements with other local or reputed builders for certain projects. Typically, where the land has been acquired by our Company in a city where our Company has not yet established execution capabilities and where local know-how and expertise is required to develop the land, our Company enters into a joint development agreement with a local and renowned developer for the execution of the project on a revenue sharing basis. For our Bengaluru project, our subsidiary DSK Southern Projects Private Limited has entered into a Joint Development Agreement with Mantri Dwellings Private Limited, a well known developer based out of Bengaluru. For further details, please refer to section titled "History and Certain Corporate Matters" beginning on page 97 of this Draft Prospectus.

As on the date of this Draft Prospectus, we have thirteen (13) Projects under Development with a total Permissible Built-up Area of 50,65,307.63 sq. ft. and total Approved Built-up Area of 46,81,279.44 sq. ft in India and one (1) project outside India. For further details in relation to the same, please refer the sub-heading titled "Our Business – Details of our Project under Development" under this section beginning on page 81 of this Draft Prospectus.

As on the date of this Draft Prospectus, our total Land Reserves in India stand at 208.4445Acres which excludes the Projects under Development and Completed Projects. For further details in relation to the same, please refer the sub-

heading titled "Our Business – Details of our Land Reserves" under this section beginning on page 81 of this Draft Prospectus.

Our consolidated total income for the period ended F.Y. 2013-2014, F.Y. 2012-2013 and F.Y. 2011-2012 was ₹23,492.01 lakhs, ₹24,224.99 lakhs and ₹20,330.85 lakhs respectively. Our consolidated profit after tax for the period ended F.Y. 2013-2014, F.Y. 2012-2013 and F.Y. 2011-2012 was ₹1,572.43 lakhs, ₹1,403.79 lakhs and ₹44.16 lakhs respectively.

A summary of our key operational and financial parameters for the last three (3) completed financial years, as specified below, are as follows:

Parameters	Financial Year		
	2014	2013	2012
Networth	50,135.23	49,100.47	47,577.92
Total Debt	49,995.89	41,121.71	35,350.34
of which			
- Non-Current Maturities of Long Term Borrowing	24,864.57	22,528.72	13,819.58
- Short Term Borrowing	3,692.21	3,216.70	2,702.56
- Current Maturities of Long Term Borrowing	21,439.11	15,376.29	18,828.20
Net Fixed Assets	4,076.97	4,074.79	4,165.46
Non-Current Assets	6,413.24	9,125.46	9,401.10
Cash and Cash Equivalents	4,028.14	3,102.95	1,648.60
Current Assets	1,51,566.69	1,26,252.06	1,06,816.80
Current Liabilities	82,840.68	63,616.09	54,711.53
Net Revenue	23,255.07	23,433.34	18,377.44
EBITDA	3,647.53	3,933.11	3,287.64
EBIT	3,502.14	3,790.11	3,145.09
Interest	936.74	947.30	619.08
PAT	1,304.58	1,842.86	1,733.54
Dividend amounts	258.01	258.01	258.01
Current Ratio	1.83	1.98	1.95
Interest Coverage Ratio	3.74	4.00	5.08
Gross Debt / Equity Ratio	1.00	0.84	0.74
Debt Service Coverage Ratio	7.63	9.20	7.88

Note: The Debt Service Coverage Ratio is not relevant in the case of our Company for the following reasons:

- a) The Long Term loans are repaid and the interest thereon is paid primarily out of the funds received from flat purchasers and not from internal accruals.
- b) So long as a construction project is not completed, the funds received from flat purchasers are accounted for in the balance sheet as "advances from flat purchasers" under the head "Current Liabilities" and are not accounted as "income from operations". Please refer to the accounting policy for "Revenue Recognition" in Note 2.5 under the section titled "Financial Statements" hereto annexed as Annexure III to this Draft Prospectus.

Our Competitive Strengths



The following are our key strengths which we believe enable us to be competitive in our business:

1. An established, reputed developer in Pune with a strong brand name.

We are one of the leading real estate development companies in Pune. Since the year 2000, we have completed nearly twenty six (26) projects which primarily include residential and commercial projects in Pune and Mumbai. We consider the Pune region to be our principal market for our business activities since we have developed real estate projects for more than three (3) decades. We now propose to develop DSK Dream City, a project envisaged by our Promoter Mr. D.S. Kulkarni i.e. DSK Dream City, an integrated township spread across 217.90 Acres of land at Pune-Sholapur road situated near Pune. We have recently launched our DSK Dream City project on May 30, 2014. We believe the "DSK" brand is instantly recognisable amongst the populace in Maharashtra, especially Pune, due to our long and established presence in the Pune real estate market. We continually offer our customers new designs and concepts. Our projects integrate high construction and safety standards. Our reputation as an established developer attracts customer's loyalty for second and third home requirements. Further, we believe that our reputation and execution capabilities have created a relationship of trust with our suppliers and customers many of whom have been involved with us over a long period of time. We retain reputed architectural, design and engineering consultant firms and skilled construction and project management contractors, for our projects.

2. Large Land Reserves and projects at strategic locations.

Our Land Reserves are an important component of our real estate development business. As on the date of this Draft Prospectus, our total Land Reserves in India stand at 208.4445Acres. For further details in relation to the same, please refer the sub-heading titled "Our Business – Details of our Land Reserves" under this section beginning on page 81 of this Draft Prospectus. Our Land Reserves provide us with the ability to develop projects at strategic locations. Further, appreciation in the value of our Land Reserves has in the past resulted in the profitable sale of certain land parcels and plotted developments. We believe that our proposed 217.90 Acres DSK Dream City project is strategically located and shall appeal to a variety of customers of varying income groups. Our other projects too are strategically located. We generally purchase land and enter into a conveyance deed with the seller or enter into a development rights agreement with the seller for development of land ensuring a clear and marketable title to land reserves and the purchasers of our properties.

3. Customer centric approach and quality services.

Since the year 2000, our Company has completed nearly twenty six (26) projects. Our Company has a dedicated customer service department with fifteen (15) employees which follows up with every buyer post handing over of the unit as to ascertain their experience and to check for any grievances. We endeavour to establish and maintain good relations with our flat buyers so that we become the preferred choice for their next flat purchase or recommendations to other potential buyers, as the case may be. Our customer relations department takes care of all the queries and grievances of our buyers so as to ensure that they receive exactly what has been contracted to them by our Company. We volunteer to carry out post possession construction defects or deficiencies, if any in the units within a reasonable time from handing over the possession so as to ensure that the buyer is satisfied with his purchase.

Our Company is committed to the customer satisfaction. Customer meets are arranged at various stages of the project and their inputs and suggestions are taken into account. Our Company further educates its customers and incoming management on the precautionary measures required to be taken during the monsoon season in order to keep their surroundings clean and also to ensure long life for their unit and building. Our Company also arranges various social and cultural events for its customers. We believe that our emphasis on customer service and customer satisfaction ensures the sale of our properties and also enables us to face competition from other developers and their projects.

4. In-house project development competencies reduce dependence on external agencies.

We maintain in-house proficiency and expertise for every stage in a project development process, from the inception of the project, which includes identification of land parcels and conceptualization of the project to the execution of the project and this involves planning, designing and overseeing the construction activities, culminating in property delivery, which involves interfacing our marketing and sales team with customers. Our team comprises of personnel having experience and expertise in various aspects of the real estate business including land acquisition, obtaining approvals from government authorities, understanding of the local regulations, research and feasibility studies, planning and estimation, liaison with various approving and sanctioning authorities, inventory management, purchasing of raw materials at competitive prices, sales and marketing of the projects and after sales service. We have thirty six (36) engineers and eight (8) architects and twenty one (21) personnel in the sales and the marketing teams. Our in-house project development team enables us to manage and control costs, quality of construction and time schedules.

5. *Diversified real estate portfolio.*

We believe that our portfolio of projects is diversified across locations, income groups and price-points. We offer our portfolio of residential projects and plotted developments across varying price-points for different income groups. We believe that our projects are strategically located and carefully planned taking the customer's need, requirements and preferences into consideration. Our Company has its presence in Pune, Mumbai, Bengaluru and New Jersey, USA. We conduct comprehensive market research and analysis of our projects to analyze absorption trends, competitive factors, market prices and product gaps, which we believe helps us customize our product offerings to cater to market demand in a particular location. We believe that this diversity of projects, locations and product offerings helps us cater to different market segments and mitigate the risk of dependence on a particular segment or region.

6. *Meeting the housing requirements of wide spectrum of society.*

We cater to the requirements of a wide variety of home buyers i.e. luxury or premium segment buyers to the mid income group home buyers. We develop high-end premium projects having one or more of such facilities viz. hi-tech gymnasium, exclusive swimming pool, walking plaza, beautiful landscape garden and parks, club house facilities and certain sports. Our mid income group buyers are provided with the modern amenities and good construction quality so as to ensure their purchase is a value for money for them.

7. *Experienced Management Team & Promoters.*

Our Chairman and Managing Director, Mr. D.S. Kulkarni has over three (3) decades of experience in the real estate industry. We believe that our Promoter Mr. D.S. Kulkarni is also our Company's brand ambassador. Our management team consists of experienced and qualified professionals who have extensive experience in the development, sales and management of real estate. Our qualified and experienced management and technical teams have contributed to the growth of our operations and the development of in-house processes and competencies. Some of our Key Managerial Personnel in the areas of operations, design and development, finance, marketing, engineering, legal, human resource, and business development, are qualified professionals, who are specialists in their respective business functions and have adequate industry experience to discharge their roles and responsibilities.

We believe that this experience gives us the ability to anticipate the trends and requirements of the real estate market, identify and acquire lands in locations where we believe there is demand, design and develop our properties in accordance with the latest customer trends. For further details, please refer to sections titled "Our Management" and "Our Promoters" beginning on pages 102 and 119 respectively of this Draft Prospectus.



Our business strategy focuses on the following elements:

1. ***Acquiring land in locations having potential for growth.***

We intend to continue acquiring land at strategic locations across India for our projects in order to replenish and augment our Land Reserves. Our ability to acquire land at such locations where we believe there is potential for construction and development is critical to our growth strategy and profitability. We believe that the key to our success lies in the successful identification of appropriate parcels of land. We intend to acquire land in strategic locations in and outside Pune and Mumbai. We may also explore land acquisition at locations other than Pune and Mumbai which may have potential for growth and development. We have been successful in acquiring contiguous parcels of land at Pune for our DSK Vishwa and DSK Dream City projects and we intend to continue with the same to develop more such projects in and around Pune.

2. ***Enhancing our design and construction capabilities by adopting and implementing modern technology for environment friendly development.***

We are on a constant basis endeavour to adopt design and construction capabilities by adapting to various technologies. Our Company has adopted environmental friendly '*green initiatives*' viz. Sewage Treatment Plant (STP), rain water harvesting, installing solar panels etc. in the field of real estate development in Pune. We initiated the use of environment friendly measures like the installation of solar power panels at our DSK Raanwara (*Bavdhan, Pune*) to enable our buyers to use solar power for water heating and other purposes and save on high electricity costs. Further, we have installed a water treatment plant at our DSK Vishwa project (*Sinhgad Road, Pune*) so as to enable the recycling of used water into potable water by processing the same into the water treatment plant.

3. ***Enhance and leverage our strong brand "DSK" and expand in different geographies.***

One of our key strengths is our established brand name "DSK". We believe that our customers and vendors perceive the DSK brand to be that of a trusted provider of quality products and services. We believe that the strength of our brand and its association with quality and reliability will help us in many aspects of our business, including land sourcing, further expanding to new cities and markets, formulating business associations and building relationships with our customers, service providers, process partners, investors and lenders. We leverage our brand that we have built to expand our business in different geographies.

Brief description of our Business

I. Our Business and Operations

We are a real estate development company primarily engaged in the construction and development of residential projects. Our residential projects typically comprise of apartment buildings together with modern amenities and cater to various income segments of the society. We intend to continue our focus on mid income group housing, which we believe to constitute a large segment in the Indian real estate market. We have also undertaken the development of housing in the luxury segments, which cater to the high-income group.

We undertake the development of commercial properties like office and retail space as a part of our residential projects. We prepare our plans taking into consideration our customer requirements.

Our proposed integrated township i.e. DSK Dream City is the most ambitious project to be undertaken by our Company and a dream project of our Promoter Mr. D.S. Kulkarni. The project is spread across various phases includes residential apartments, commercial and retail space, facilities for various sports like tennis courts, cricket, football, athletics and sports stadiums. Our Company has received initial government approvals for launch of the Phase I of the project. We have launched the Phase I of this project on May 30, 2014 and propose to complete the entire project by the year 2022.

i) **Details of our Completed Projects**



Since the year 2000, we have completed nearly twenty six (26) Projects as set out below. These projects primarily consist of residential apartments, land plots, residential complexes, commercial complexes and independent villas or bunglows:

No.	Name of the Project	Location	Type of Development	Year of Completion
1.	Nikhil Apartment	Mukundnagar, Pune	Residential	2000
2.	Vasant Vaibhav	Model Colony, Pune	Residential	2000
3.	Sushilanagari	Hingane, Pune	Residential	2001
4.	Nishigandha Apartments	Erandwane, Pune	Residential	2001
5.	DSK Chintamani	Appa Balwant Chowk, Pune	Residential & Commercial	2001
6.	Trilok	Mumbai	Residential	2002
7.	DSK Gandharva Heights	Shivajinagar, Pune	Commercial	2002
8.	DSK Chandradeep	Mukundnagar, Pune	Residential	2003
9.	DSK Raanwara	Bavdhan, Pune	Residential	2003
10.	Saraswati	Mumbai	Residential	2003
11.	Akash Ganga	Aundh, Pune	Residential	2003
12.	Varun Pawan	Dhayari, Pune	Residential	2004
13.	DSK Senorita	Baner, Pune	Row Houses	2005
14.	DSK Shrushti	Bawdhan, Pune	Bungalow Plots	2006
15.	DSK Indradhanu	Bawdhan, Pune	Bungalow Plots	2006
16.	DSK Frangipani	Pune, Camp	Residential	2007
17.	DSK Rohan	Model Colony, Pune	Residential	2007
18.	DSK Vishwa Saptasur, Phase IV	Sinhgad, Pune	Residential	2008
19.	DSK Sundarban, Phase I	Hadapsar, Pune	Residential & Commercial	2008
20.	DSK Garden Enclave	Kondhwa, Pune	Residential	2009
21.	DSK Akash Row Houses	Sinhgad, Pune	Residential	2010
22.	DSK Madhuban	Andheri, Mumbai	Residential	2011
23.	DSK Meghmalhar, Phase I	Sinhgad, Pune	Residential	2011
24.	DSK Hariyali, Phase II	Shivajinagar, Pune	Residential	2012
25.	DSK Vishwa Villa	Sinhgad, Pune	Residential	2013
26.	DSK Sundarban, Phase II [Plot C]	Hadapsar, Pune	Residential	2013

ii) **Details of Projects Under Development**

a. Projects under Development:

Our projects under development are those projects in respect of which either layout, building plan, commencement certificate or N.A. Order approvals have been received from the competent authorities ("*Sanctions*") and the project has been launched by our Company as on the date of this Draft Prospectus ("**Projects under Development**"). We set out below the details in relation to our Projects under Development:

No.	Name of the Project and Location	Plot Area (in Acres)	Permissible Built-up Area (Sq. Ft)	Approved Built-up Area (Sq. Ft)
<i>Projects under Development in and outside Pune</i>				
1.	DSK Vishwa - Anandghan, Kirkitwadi, Pune	6.875*	10,45,462	10,45,462



No.	Name of the Project and Location	Plot Area (in Acres)	Permissible Built-up Area (Sq. Ft)	Approved Built-up Area (Sq. Ft)
2.	DSK Vishwa - Meghmalhar (<i>Phase II</i>), Dhayari, Kirkatwadi, Pune	Part of DSK Vishwa Project*	4,88,512	4,88,512
3.	DSK Vishwa – Meghmalhar (Row House), Kirkitwadi, Pune	Part of DSK Vishwa Project*	42,714	42,714
4.	DSK Gandhakosh, Baner, Pune	4.68#	2,86,110	2,86,110
5.	DSK Nandanvan, Pirangut, Pune	2.39	2,05,082	1,18,445
6.	DSK Mayurban, Pirangut, Pune	3.225	3,34,332	1,97,728
7.	DSK Kasturi [Plot A], Bavdhan, Pune	0.25	10,693	10,693
8.	DSK Kasturi [Plot B], Bavdhan, Pune	0.475	30,208	30,208
9.	DSK Madhukosh, Andheri (E), Mumbai	1.29	2,58,144.41	1,98,159.22
10.	DSK Gold Leaf, Baner Road, Pune	0.3715	44,934	Yet to be received
11.	DSK Garden Enclave [Wing H], Kondhwa, Pune	2.625	55,868	Yet to be received
12.	DSK Dream City – Phase I (<i>Waterfall Residence</i>), Pune-Sholapur Road, Pune	12.33	22,63,248.22	22,63,248.22
13.	Mantri-DSK Pinnacle, Bengaluru**			
Total		34.5115	50,65,307.63	46,81,279.44
Project under Development in New Jersey (USA)				
1.	DSK Woods, New Jersey (USA)	3.26	--	36,542
Total		3.26		36,542

*The aggregate plot area of DSK Vishwa Project is 103.33 Acres.

** This Project is being developed by our Subsidiary, DSK Southern in joint venture with Mantri Dwellings Private Limited. For further details, please refer to section titled "History and Certain Corporate Matters" beginning on page 97 of this Draft Prospectus.

b. Brief details of Projects under Development:

We set out below brief details in relation to the Projects under Development in and outside Pune as on March 31, 2014:

No.	Project Name	Flat Type	Amenities to be provided	Expected Date of Completion
1.	DSK Vishwa - Anandghan, Kirkatwadi, Pune	1, 2 BHK	Open space, Security Cabin, Multipurpose Hall, Gymnasium, Party Lawn, Children Play Area, Senior Citizen Plaza, Amphitheatre, Herbal Garden, Practice Basket Ball Court, Well Designed Landscaping.	December 2016



No.	Project Name	Flat Type	Amenities to be provided	Expected Date of Completion
2.	DSK Vishwa - Meghmalhar (<i>Phase II</i>), Dhayari, Kirkatwadi, Pune	1,2 & 3 BHK	Open space, Club house with Gymnasium, games room, recreation hall with kitchen, pantry, Skating ring, Basket ball court, Jogging track, Lawn area, Children's play area, Toddlers play area, Podium landscape area, Amenity rooms & Organic waste converter room	October 2014
3.	DSK Vishwa – Meghmalhar (Row House), Dhayari, Kirkitwadi, Pune	Row House	Open space, Club house with Gymnasium, games room, recreation hall with kitchen, pantry, Skating ring, Basket ball court, Jogging track, Lawn area, Children's play area, Toddlers play area, Podium landscape area, Amenity rooms & Organic waste converter room.	Ready Possession
4.	DSK Gandhakosh, Baner, Pune	1,2 & 3 BHK	Open space, Club House, Recreation Hall	December 2013
5.	DSK Nandanvan, Pirangut, Pune	1, 2 BHK	Open space, society office, Multipurpose Hall, Gymnasium, Party Lawn, Children's play area, Senior Citizen Seating Plaza, Practice Basket Ball Area, Well designed landscaping, Organic Waste Converter, Rain Water Harvesting	June 30, 2017
6.	DSK Mayurban, Pirangut, Pune	1, 2 BHK	Security Cabin, Society office, open space, Multipurpose Hall, Gymnasium, Children Play Area, Party Lawn, Senior Citizen plaza, Chit Chat Plaza, Herbal Garden, well designed landscaping, Organic Waste Converter, Rain Water Harvesting	June 30, 2017
7.	DSK Kasturi [Plot A], Bavdhan, Pune	2 BHK	Common ground water storage tanks and overhead water reservoirs, Organic water converter, Compound Wall and gate(s)	Ready Possession
8.	DSK Kasturi [Plot B], Bavdhan, Pune	2 BHK	Security cabin, entrance lobby and gate(s)	December 31, 2015
9.	DSK Madhukosh, Andheri (E), Mumbai	1, 2 BHK	Club House, Sewage Treatment Plant (STP), Open space	October 2015
10.	DSK Gold Leaf, Baner Road, Pune	3, 4 BHK	Community hall with attached pantry, gym with sauna, steam, shower	December 2016
11.	DSK Garden Enclave [Wing H], Kondhwa, Pune	2 BHK	Club House, Swimming pool, Gymnasium, Party Lawn, Children's Play area, Indoor games, pool side party deck & Party Lawn, Well Designed Landscaping	May 2017
12.	DSK Dream City – Phase I (<i>Waterfall Residence</i>), Pune-Sholapur Road, Pune	1, 2 & 3 BHK, 4 BHK Duplex	Entrance Hall (<i>with reception/ welcome desk area</i>), Lobby, Club House, Kid's Club, Activity room(s) [1, 2, 3], Recreation room(s) [1,2,.3], Amenity and Facility room(s)	December 31, 2017 (<i>Phase I</i>)
13.	Mantri-DSK Pinnacle, Bengaluru*	3, 4 BHK, penthouse	Gym, Club, Helipad, Swimming Pool, landscaping, Cable TV, Security Systems, EPABX System, Back-up generator, Water Treatment Plant, Sewerage Treatment Plant	January 2015
14.	DSK Woods, New Jersey (USA)	Villas	--	July 2015

* This Project is being developed by our Subsidiary, DSK Southern in joint venture with Mantri Dwellings Private Limited.

iii) Details of our Land Reserves

a. Land Reserves:

Our land reserve consists of the land parcels where our Company, our Subsidiaries or Joint Venture (SPVs) of our Company and our Subsidiaries with other developers have title, economic interest or other rights to undertake construction on and development of, land and derive economic benefits therefrom as on the date of this Draft Prospectus, in accordance with applicable laws ("**Land Reserves**").

For avoidance of doubt, our Land Reserves exclude lands over which our Completed Projects and Projects under Development are situated. Our Land Reserves include only those lands wherein our Company has not yet received the Sanctions or where Sanctions have been received from the competent authorities for a project but the project has not been launched by our Company as on the date of this Draft Prospectus. We set out below the details in relation to our Land Reserves:

No.	Name of the Project	Location	Plot Area (in Acres)
1.	DSK Dream City (<i>excluding Phase I</i>)	Pune-Sholapur Road, Pune	168.29
2.	DSK Sadaphuli (Plot C)	Warale, Talegaon	3.26
3.	DSK Sunderban (Plot B)	Hadapsar, Pune	0.7195
4.	DSK Vishwa (Phase VII)	Dhayari, Kirkitwadi, Pune	6.45*
5.	DSK Vishwa (Phase VIII)	Dhayari, Kirkitwadi, Pune	9.675*
6.	Balewadi (Open Plot)	Balewadi, Pune	13.4
7.	Bavdhan (Open Plot)	Bavdhan, Pune	6.65**
Total (A)			208.4445
8.	Land in USA	New Jersey, USA	8.252
Total (B)			8.252
Grand Total (A +B)			216.6965

*The aggregate plot area of DSK Vishwa Project is 103.33 Acres.

**Out of the above 6.65 Acres, there is an outstanding litigation on 1.25 Acre of land (Survey No.314). For further details, please refer to section titled "Outstanding Litigation" beginning on page 199 of this Draft Prospectus

II. Our Project Development Cycle

Our project development cycle is divided into clearly defined stages and is executed through a systematic allocation and assignment of tasks primarily between our teams under the guidance and supervision of our senior management who have valuable experience in the real estate industry. Our typical project development cycle may be divided into several stages namely, identification of potential sites which involve studying the land parcels, feasibility study, determining the mode of acquisition, evaluation of demographic trends, appraisal of applicable laws and obtaining of requisite approvals, deciding the structure of the transaction by which the title/development rights in the site is proposed to be acquired, completing the preliminary documentation and issuing public notice to obtain 'no-objection' and removing objections if any, final documentation, execution of the project, marketing, sales and customer relations, completion, handing over, society formation and conveyance.

i) Evaluation of Demographic Trends:

The project development process starts with identification of location. The educated middle income group generally migrates to the town, tier I and II cities where there is a good employment opportunities alongwith good living standards. Our Company's marketing team gets feedbacks from the customers and with the help of various reports projects the areas where there may be a good demand in future. The areas are shortlisted where there can be potential of development of projects.

ii) Identification of potential sites:

In real estate business, it is crucial to identify potential sites after evaluating its demographic trends. This entails knowledge about the market trends and tendencies. We rely on the experience of our senior management to evaluate the potential of a site and to make an informed decision as to the suitability of a location for the proposed purpose of development.

We have a market research team dedicated to undertake research on the market trends and to collect relevant market data on the possible prospects while choosing a particular location for development.

Our project team in consultation with our legal department evaluates the statutory and other compliance requirements as may be applicable to a particular project. This includes assessing the feasibility of compliance costs like the cost of applying and obtaining various approvals and consents from concerned authorities and obtaining clearances for the project from various government departments.

iii) **Studying the Land Parcel:**

At the site identification stage a plot study is undertaken which includes determining the zone in which the land falls under and studying the surroundings and tracing the history of the land to determine its title. This requires a thorough examination of the title records and documents to examine the title of the owner and his right to deal in the land.

Further, our project team conducts a detailed study of the development potential of the plot including the kind of project to be developed, deciding the scale of the project. The final decision in this regard is taken by our senior management based on the results of the study conducted by our land acquisition, project and finance teams and the reports/presentations made by them.

iv) **Feasibility Study:**

Our team conducts a detailed study of potential development of the plot/land including the kind of project to be developed, deciding the scale of the project. Thereafter our team with consultation of Architect / Engineers prepares the Feasibility Report containing total area of plot, construction area, TDR/FSI calculations, construction cost and revenue to be generated from the project and other sources.

v) **Mode of acquisition:**

The land may be acquired through an intermediary or directly by us. The same is critical for us as this enable us to plan our strategy accordingly.

vi) **Structuring the transaction and preliminary documentation:**

The next crucial step in launching a project is to apply for all requisite approvals, consents and clearances from various governmental and statutory authorities as may be applicable depending on the location and nature of the land.

The project team evaluates different models of structuring the acquisition process to identify a cost effective and viable structure of development. While our Company prefers to acquire land in its own name, it also enters into a joint venture or partnership with the land owner and thereby obtaining development rights, obtaining the land on lease and acquiring sole development rights or purchasing the land by executing a sale deed and thereby acquiring all the rights, title and interests in the land.

A joint venture agreement is an agreement whereby two (2) or more parties agree to jointly develop a property. Typically, these joint venture entities are funded by way of equity capital contributions by each of the partners in proportion to their interest in the joint venture entity or the entities contribute their shares by way of their interest in the land, development costs, marketing and sales of the project. The revenues generated from the project are usually shared among the joint venture partners.

Therefore, this stage involves the finalisation of the nature and structure of the transaction by which our Company shall obtain the rights in the title or development rights in the plot of land. The next step in the process is the preparation of preliminary documentation and this takes the whole project development cycle to a more tangible level. Depending on the structure charted out by our project team, this could include entering into a sale agreement to purchase the land or a memorandum of understanding as a first step towards procuring the land.

vii) **Public notice and final documentation:**

The Legal Title search is done for thirty (30) years in the Land Record Office to know the subsisting encumbrances to ensure that the land owner has clear marketable title to the property. As the next step, we issue a public notice in the local newspapers to receive objections to the sale/purchase of land and on receipt of any objections we deal with them in a considered manner and ensure that the objections are removed to our satisfaction.

Once all the objections are removed, we proceed further to process the final documentation process which involves entering into a sale deed, directly or through a nominee, to purchase the land or entering into a sale agreement, a power of attorney, a lease agreement, development agreement or a joint venture agreement as the case may be depending on the structure we have arrived at.

viii) **Execution of the project:**

On entering the project execution stage, we take the project to the next stages of its development cycle which begins with finalizing the designs, the detailed layouts and plans which is the responsibility of our engineers and architects. The Architectural and structural designs are generally out sourced to the renowned Architects who are entrusted with the assignments of preparing primary drawings for discussions. The said drawings are discussed within Engineering, planning, marketing and maintenance department so that plans are evaluated from various view points. After finalisations plans are submitted for sanctions with the appropriate authority.

Once the designs and plans are finalized we undertake a thorough assessment of the requirements of manpower, machinery and materials and arrive at a projected cost for the execution of the project and we chart out a cost effective and quality controlled method of execution. Once this is completed, we commence the construction work under the supervision of our project and site engineers and architects.

ix) **Project Marketing:**

When the sanctions required to launch the project are received, the project is kept open for sale. Our Company has a tradition of launching the projects through exhibitions. During the period of exhibition, project's marketing is done through various media advertisements including newspaper, television, radio, emails, call centres, etc.

As soon as the construction work of the project commences, we also simultaneously engage in a number of promotional activities for the project including advertising, exhibitions, distribution of brochures and direct promotional activities like getting in touch with potential customers and informing them of our project for its sale.

The pricing of a project is arrived at the time of launch of our projects after considering the prevailing market conditions and trends, the competitive landscape and the nature of the project.

x) **Handing over of the Completed Project over to a Society or Condominium:**

On the completion of the project, we hand over the project as per the MOFA to a registered society or condominium and this involves documentation like entering into a memorandum of understanding, sale deed, a sale agreement or power of attorney.

Our Competitors



We face competition from various national and local property developers. We face increased and tougher competition as we seek to expand our presence in new geographies where we face the risk of having to compete with competitors having a pan India presence as well as other competitors having an already well established presence in the various local markets who may enjoy better relationships with local government authorities and land owners. This may help them gain early access to information regarding attractive parcels of lands and may be in a better position to obtain the rights in such lands. Our competitors include large corporates and small real estate developers in the regions where we operate and intent to expand to.

We believe that competition in our industry is based on a variety of factors, including product pricing, quality, market formation, customer relation, brand reputation, local relationships and the financial resources of market participants. Although, we face competition from entities that may have stronger local relationships and greater financial resources (*and may be competitive on all of the above bases*), we strive to compete with them and we believe competition is indispensable in any business and is the key to better output.

Environmental and Health Safety Policy

Our Company has adopted environmental friendly '*green initiatives*' viz. Sewage Treatment Plant (STP), rain water harvesting, installing solar panels etc. in the field of real estate development in Pune. We have implemented a number of precautionary measures to guarantee the safety of our projects, including ensuring that the structural design and construction are carried out in accordance with the National Building Code and all other applicable laws, as stipulated by the Bureau of Indian Standards; designing and constructing the projects for the appropriate seismic loads and wind pressure; constructing the projects in accordance with fire safety norms and to protect against flooding.

Information Technology

Information technology is used in all aspects of the operation of our business. We have two ERPs which provide information about the development of our projects on timely basis. Our web based ERP system enables data to be entered on the project site to enable proper quality and costs control. From preparation of the budget for the execution of the project to the execution thereof by various departments like purchase, engineering, accounts & finance, sales & marketing and customer relations is seamlessly undertaken by the IT. We believe that the use of information technology ensures transparency and efficient execution of construction activities. We also use information technology products for our HR requirements such as pay roll management, biometrics, vehicle management and customer visits to project sites.

Human Resources

As of March 31, 2014, we had 385 permanent employees of which 2 are directors, 72 are managerial grade and 311 are skilled employees. Our employees include personnel engaged in construction, management, administration, auditing, finance, sales and marketing, properties and legal functions. Our Company believes that it maintains good relations with its employees.

Employee Training

We implement various employee motivation techniques to ensure that our employees remain in good spirits and perform as per the expectations of our Company. We appraise our employees on a monthly basis and appreciate and reward employees taking initiatives to improve the efficiency and performance of employees and our Company. We reward the high performing employee every three months (quarter) and designate him or her as the "Jewel of the Quarter". In addition, we also provide appropriate training to our technical, engineering and marketing staff to instill leadership qualities in them. We enrol our select employees for various programmes conducted by the Mahratta Chamber of Commerce, Industries & Agriculture (MCCIA) and other technical courses on a regular basis to ensure that our employees are always updated with the developments in their particular area of work.

Marketing and Sales



Marketing of our projects to the potential buyer is an important task undertaken by our marketing and sales department. Our Company participates in various exhibitions organised by industry associations and entities to market our projects to various potential customers visiting the exhibitions. Participation at such events enables our Company to compete with other developers and projects and also acquire knowledge and information out the latest developments in the industry.

Our marketing personnel follow leads provided by various sources in respect of the demand in a particular area or locality. Accordingly, suitable land is looked out by our land acquisition department and viability studies are carried out considering various aspects of the location like potential buyers, proximity to public transport and other facilities around the locality and possible land acquisition and development costs. Surveys are undertaken by our Architects and engineers to study the proposed location and site for a proper analysis of the development potential of the identified location. After considering all aspects of the proposed project and final sanction from the management, our Company takes further steps from land acquisition to development of the land. We then plan the launch of the project and offer savings or reduced prices to the first buyers of our project on the launch day. We prepare a mock-up flat to show the unit buyers as to how the final product shall come into being and take their approval and inputs for further improvement to the units wherever appropriate. The marketing and sales teams check each unit before handing over to the buyer to ensure that what has been promised by our Company to the customer is delivered in both letter and spirit.

Insurance

Our Company's property, furniture & fixtures, office building, stocks are insured under standard fire & special perils cover. While all of our Projects under Development are not insured under the Contractors All Risk Policy, our Company has availed insurance for certain of its projects. Our Company also maintains insurance for its employees such as Accident Policy and Mediclaim policy. Our Company has also obtained Director's & Officers Liability Insurance for directors and officers of our Company. Our Company believes that its insurance coverage is adequate and consistent with industry standards. We generally maintain insurance covering our assets and operations at levels that we believe to be appropriate.

Our Properties

Our Immovable Properties:

Our immovable properties comprise of certain premises taken for our operations on leave and license basis details of which are set out herein below:

Place and Description of Property	Vendor/ Lessor	Date and Instrument/Document executed	Ownership / Term of the Lease & Area
<i>Registered Office of our Company</i>			
1187/60, J. M. Road, Shivajinagar Pune 411 005, India.	M/s. D.S. Kulkarni & Associate and Ms. Vaijayanti Mudgal M/s. D.S. Kulkarni & Co.	June 16, 2014 Leave and License Agreement(s)	Thirty six (36) months from April 1, 2014 9,200 Sq. Ft.
<i>Other offices of our Company</i>			
<u>Mumbai Office:</u> Flat No.101, Flat No.201 Plot No. 158 of G/N Ward, Bombay municipal Corporation, Mahim Division, Veer Savarkar	Mr. Shirish Kulkarni and Ms. Hemanti Kulkarni	June 16, 2014 Leave and License Agreement	Three (3) years from April 1, 2014 4068 Sq. Ft.

Place and Description of Property	Vendor/ Lessor	Date and Instrument/Document executed	Ownership / Term of the Lease & Area
Marg, Dr. M.B. Raut Road, Shivaji Park, Mumbai 400 028, India.			
<u>Pune Office:</u> DSK Gandharva Heights, Apartment No. 101, Stilt Floor, University Road, Shivajinagar, Pune 411 016, India.	Growrich Agro Forestry Private Limited	January 20, 2014 Leave and License Agreement	Two (2) years from April 1, 2013 4035.93 Sq. Ft.

Intellectual Property Rights

I. Registered trademarks of our Company

No.	Trademark	Registration No.	Class	Registration Date	Validity
1.	DSK (DEVICE)	1311986	37	September 29, 2004	September 28, 2014
2.	DSK (LABEL)	1317590	37	October 27, 2004	October 26, 2014
3.	DSK (DEVICE OF HOUSE)	1558228	1	May 14, 2007	May 13, 2017
4.	DSK (DEVICE OF HOUSE)	1558229	2	May 14, 2007	May 13, 2017
5.	DSK (DEVICE OF HOUSE)	1558230	3	May 14, 2007	May 13, 2017
6.	DSK (DEVICE OF HOUSE)	1558231	4	May 14, 2007	May 13, 2017
7.	DSK (DEVICE OF HOUSE)	1558232	5	May 14, 2007	May 13, 2017
8.	DSK (DEVICE OF HOUSE)	1558233	6	May 14, 2007	May 13, 2017
9.	DSK (DEVICE OF HOUSE)	1558234	7	May 14, 2007	May 13, 2017
10.	DSK (DEVICE OF HOUSE)	1558235	8	May 14, 2007	May 13, 2017
11.	DSK (DEVICE OF HOUSE)	1558236	9	May 14, 2007	May 13, 2017
12.	DSK (DEVICE OF HOUSE)	1558237	10	May 14, 2007	May 13, 2017
13.	DSK (DEVICE OF HOUSE)	1558238	11	May 14, 2007	May 13, 2017
14.	DSK (DEVICE OF HOUSE)	1558239	12	May 14, 2007	May 13, 2017
15.	DSK (DEVICE OF HOUSE)	1558240	13	May 14, 2007	May 13, 2017
16.	DSK (DEVICE OF HOUSE)	1558241	14	May 14, 2007	May 13, 2017
17.	DSK (DEVICE OF HOUSE)	1558242	15	May 14, 2007	May 13, 2017
18.	DSK (DEVICE OF HOUSE)	1558243	16	May 14, 2007	May 13, 2017
19.	DSK (DEVICE OF HOUSE)	1558244	17	May 14, 2007	May 13, 2017
20.	DSK (DEVICE OF HOUSE)	1558245	18	May 14, 2007	May 13, 2017
21.	DSK (DEVICE OF HOUSE)	1558246	20	May 14, 2007	May 13, 2017
22.	DSK (DEVICE OF HOUSE)	1558247	21	May 14, 2007	May 13, 2017
23.	DSK (DEVICE OF HOUSE)	1558248	22	May 14, 2007	May 13, 2017
24.	DSK (DEVICE OF HOUSE)	1558249	23	May 14, 2007	May 13, 2017
25.	DSK (DEVICE OF HOUSE)	1558250	24	May 14, 2007	May 13, 2017
26.	DSK (DEVICE OF HOUSE)	1558251	25	May 14, 2007	May 13, 2017
27.	DSK (DEVICE OF HOUSE)	1558252	26	May 14, 2007	May 13, 2017
28.	DSK (DEVICE OF HOUSE)	1558253	27	May 14, 2007	May 13, 2017
29.	DSK (DEVICE OF HOUSE)	1558254	28	May 14, 2007	May 13, 2017
30.	DSK (DEVICE OF HOUSE)	1558255	29	May 14, 2007	May 13, 2017
31.	DSK (DEVICE OF HOUSE)	1558256	30	May 14, 2007	May 13, 2017
32.	DSK (DEVICE OF HOUSE)	1558257	31	May 14, 2007	May 13, 2017



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D. S. Kulkarni Developers Limited

No.	Trademark	Registration No.	Class	Registration Date	Validity
33.	DSK (DEVICE OF HOUSE)	1558258	32	May 14, 2007	May 13, 2017
34.	DSK (DEVICE OF HOUSE)	1558259	33	May 14, 2007	May 13, 2017
35.	DSK (DEVICE OF HOUSE)	1558260	34	May 14, 2007	May 13, 2017
36.	DSK (DEVICE OF HOUSE)	1558261	35	May 14, 2007	May 13, 2017
37.	DSK (DEVICE OF HOUSE)	1558262	36	May 14, 2007	May 13, 2017
38.	DSK (DEVICE OF HOUSE)	1558263	38	May 14, 2007	May 13, 2017
39.	DSK (DEVICE OF HOUSE)	1558264	39	May 14, 2007	May 13, 2017
40.	DSK (DEVICE OF HOUSE)	1558265	40	May 14, 2007	May 13, 2017
41.	DSK (DEVICE OF HOUSE)	1558266	41	May 14, 2007	May 13, 2017
42.	DSK (DEVICE OF HOUSE)	1558267	42	May 14, 2007	May 13, 2017
43.	GHARALA GHARPAN DENARI MANASA (DEVICE OF OTHER LANGUAGE)	1580738	37	July 19, 2007	July 18, 2017
44.	LOGO	1597152	19	September 5, 2007	September 4, 2017
45.	DSK (LABEL)	1597148	37	September 5, 2007	September 4, 2017
46.	DSK (LABEL)	1597144	19	September 5, 2007	September 4, 2017
47.	LOGO	1597162	37	September 5, 2007	September 4, 2017



HISTORY AND CERTAIN CORPORATE MATTERS

History and Background

Our Company was incorporated as a public limited company under the Companies Act, 1956 in the name of D.S.Kulkarni Developers Limited at Pune under Certificate of Incorporation dated Septmber 20, 1991 with registration No. 11-63340 now bearing Corporate Indentity Number (CIN) L45201PN1991PLC063340. Our Company was granted the Certificate of Commencement of Business by the Registrar of Companies, Maharashtra, Pune ("RoC") on October 16, 1991.

Our Promoter, Mr. D.S. Kulkarni has been into real estate development and construction business since the year 1981. Since the year 2000, our Company has completed nearly twenty six (26) projects which include residential and commercial projects in Pune and Mumbai. For further details, please refer to section titled "Our Business" beginning on page 81 of this Draft Prospectus. Our Company initially focused on the real estate business in Pune and soon expanded into cities like Mumbai, Bengaluru. Our Company forayed into real estate development in the USA in the year 2006.

In April 1993, our Company came out with its Initial Public Offering (IPO) and issued 33.99 lakh quity shares of ₹10 each for cash at par. Further, in the year 2006, our Company came out with a composite issue of 1,100 lakh equity shares issued at a premium of ₹110 each for Rights Issue and ₹275 each for Follow-on Public Offering (FPO).

In the year 2007, our Company had obtained an approval dated July 26, 2007 from the Government of India, Ministry of Commerce & Industry, Department of Commerce for setting up of a sector specific 'Special Economic Zone' (SEZ) for Multi Services at Village Fursungi, Talika Haveli, District Pune. However, in the year 2010, our Company made an application for withdrawal of the aforementioned approval granted. The Government of India, by way of its letter dated April 20, 2010 has withdrawn the formal approval granted for setting up of sector specific SEZ. Our Company has now proposed to develop the Dream City Project on the aforementioned land.

Further, in the year 2008 Oyster Promoters and Developers Private Limited ("*Oyster*") merged into and with our Company. A Scheme of Amalgamation was sanctioned by the Hon'ble High Court of Bombay by way of its order dated July 10, 2008, pursuant to which our Company issued and allotted 38,00,000 Equity Shares of ₹10 each fully paid-up to the shareholders of Oyster in the ratio of 380:1 in consideration of the transfer and vesting of all assets and liabilities of Oyster into and with our Company.

Registered Office of our Company

The registered office of our Company is situated at 1187/60, J. M. Road, Shivajinagar Pune 411 005, India.

Changes in registered office of our Company since inception

There have been no changes in the registered office of our Company since inception.

Main Objects

The main objects of our Company as contained in its Memorandum of Association are:

1. To manage, improve, develop, hold or acquire by purchase, lease, exchange or otherwise and to sell, alienate, dispose of lands, estates, buildings, easements, hereditaments, flats, garages, houses, halls, godowns mills, tenements, factories, chawls, dwelling houses or other landed properties of any tenure or description and any estate or interest therein or rights connected therewith and to turn the same to account as may be expedient and in particular by laying out and preparing building sites by planting, paving, draining and cultivating land and by demolishing, constructing, reconstructing, altering, improving, decorating, furnishing maintaining, administering, equipping the same and to do various types of construction of buildings, houses, garages, halls, flats, office premises, shops, residential accommodation, cinema halls, restaurants, hotels, clubs, godowns, warehouses, mills, factories, chawls, dwelling houses,



bridges, dams, offshore, platforms, canals, reservoirs, irrigations, reclamations, embankment, roads, tracks, highways, tunnels, ropeways or other landed properties and construction jobs, works and convenience of all kinds by consolidating, connecting and subdividing properties by leasing or otherwise and disposing the same.

Subsidiar(ies) of our Company

Our Company has four (4) subsidiaries within the meaning of Section 2(46) of the Companies Act, 2013 as on the date of this Draft Prospectus namely i) DSK Southern Projects Private Limited; ii) DSK Township Project Private Limited; iii) DSK Developers Corporation; and iv). DSK Woods, LLC is a step down subsidiary of our Company.

Indian Subsidiaries

1. DSK Southern Projects Private Limited ("DSK Southern")

DSK Southern was incorporated on May 29, 2008 under the Companies Act, 1956 bearing CIN U45200PN2008PTC132140. DSK Southern was incorporated to carry on the activities of construction. DSK Southern is presently carrying on the activities of construction. The registered office of DSK Southern is situated at 1187/60, J. M. Road, Shivajinagar, Pune 411 005, India. DSK Southern is a Wholly Owned Subsidiary (WOS) of our Company.

Board of Directors as on the date of this Draft Prospectus

Name of the Director	Designation
Mr. D.S. Kulkarni	Director
Ms. Hemanti Kulkarni	Director
Mr. Shrikant Bhagavat	Director
Mr. P.B. Parasnis	Director

Shareholding Pattern as on the date of this Draft Prospectus

(Equity Shares of face value ₹10 each)

Name of the Shareholder	Number of shares	Shareholding (%)
D.S. Kulkarni Developers Limited	69,999	99.99
D.S. Kulkarni Developers Limited jointly with Mr. D. S. Kulkarni	1	Negligible
Total	70,000	100.00

Capital Structure as on the date of this Draft Prospectus

A.	Authorised share capital
	₹1,00,00,000 comprising of 10,00,000 equity shares of ₹10 each - Ordinary Equity Share Capital representing ₹96,00,000 comprising of 9,60,000 equity shares of ₹10 each - Class A Equity Shares ₹2,00,000 comprising of 20,000 equity shares of ₹10 each - Class B Equity Shares ₹2,00,000 comprising of 20,000 equity shares of ₹10 each
B.	Issued, subscribed and paid-up share capital
	₹7,00,000 comprising of 7,000 equity shares of ₹10 each - Ordinary Equity Share Capital representing ₹5,00,000 comprising of 50,000 equity shares of ₹10 each - Class A Equity Shares ₹1,00,000 comprising of 10,000 equity shares of ₹10 each - Class B Equity Shares ₹1,00,000 comprising of 10,000 equity shares of ₹10 each



2. DSK Township Project Private Limited ("DSK Township")

DSK Township was incorporated in the name of DSK SEZ Projects (Pune) Private Limited on June 17, 2008 under the Companies Act, 1956 bearing CIN U45209PN2008PTC132252. Subsequently, on September 3, 2012, the name of DSK Township was changed from DSK SEZ Projects (Pune) Private Limited to DSK Township. DSK Township was incorporated to carry on the activities of construction. DSK Township is presently carrying on the activities of construction and development. The registered office of DSK Township is situated at 1187/60, J. M. Road, Shivajinagar, Pune 411 005, India. DSK Township is a Wholly Owned Subsidiary (WOS) of our Company.

Board of Directors as on the date of this Draft Prospectus

Name of the Director	Designation
Mr. D.S. Kulkarni	Director
Ms. Hemanti Kulkarni	Director

Shareholding Pattern as on the date of this Draft Prospectus

(Equity Shares of face value ₹10 each)

Name of the Shareholder	Number of shares	Shareholding (%)
D.S. Kulkarni Developers Limited	19,99,999	99.99
D.S. Kulkarni Developers Limited jointly with Mr. D. S. Kulkarni	1	Negligible
Total	20,00,000	100.00

Capital Structure as on the date of this Draft Prospectus

A.	Authorised share capital
	₹2,00,00,000 represented by 20,00,000 equity shares of ₹10 each
B.	Issued, subscribed and paid-up share capital
	₹2,00,00,000 represented by 20,00,000 equity shares of ₹10 each

Overseas Subsidiaries of our Company

1. DSK Developers Corporation ("DSK Corporation")

DSK Corporation was incorporated on June 12, 2006 under the laws of the State of Delaware. DSK Corporation is presently carrying on construction activities. The registered office of DSK Corporation is situated at 160, Schalks Crossing Road, Township of Plainsboro, New Jersey 08536. DSK Corporation is a Wholly Owned Subsidiary (WOS) of our Company.

Board of Directors as on the date of this Draft Prospectus

Name of the Director	Designation
Mr. D.S. Kulkarni	Director
Ms. Hemanti Kulkarni	Director

Shareholding Pattern as on the date of this Draft Prospectus

(Common Stock of \$1 each)

Name of the Shareholder	Number of Common Stock	Shareholding (%)
D.S. Kulkarni Developers Limited	10,00,000	100



Name of the Shareholder	Number of Common Stock	Shareholding (%)
Total	10,00,000	100.00

Capital Structure as on the date of this Draft Prospectus

A.	Total Authorised Issue
	10,00,000 Shares of USD 1 par value
B.	Paid-up capital stock
	US\$ 10,00,000 represented by 10,00,000 common stock of USD 1 each

Step-down Subsidiary

1. DSK Woods LLC ("DSK Woods")

DSK Woods was incorporated on January 3, 2007. DSK Woods is a Wholly Owned Subsidiary (WOS) of DSK Corporation and thereby a step down subsidiary of our Company. DSK Woods is presently carrying on construction activities. The registered office of DSK Woods is situated at 160, Schalks Crossing Road, Township of Plainsboro, New Jersey 08536.

Board of Directors as on the date of this Draft Prospectus

Name of the Director	Designation
Mr. D.S. Kulkarni	Director
Ms. Hemanti Kulkarni	Director

Operating Agreement details

(Units of face value USD 1 each)

Name of the Member	Capital Contribution	Ownership Interest (%)	LLC Units
DSK Developers Corporation	43,59,361	100	43,59,361
Total		100.00	43,59,361

Joint Venture of our Company

DSK Southern Projects Private Limited, a subsidiary of our Company ("**DSK Southern**"), has entered into a Development Agreement dated April 5, 2010 with Mantri Dwellings Private Limited, having its registered office at 'Mantri House', No.41, Vittal Mallya Road, Bangalore 560 001 ("**Mantri Dwellings**") for the joint development of a piece and parcel of land situated at Hulimavu Village, Begur Hobli, Bangalore South Taluka admeasuring 2 Acres 32 Gunta with 4 Gunta of Kharab ("**Bangaluru Land**"). In terms of the Development Agreement the Bengaluru Land owned by DSK Southern shall be solely developed by Mantri Dwellings and the Built-up Area of minimum 4,20,000 Sq. Ft. shall be shared between DSK Southern and Mantri Dwellings in the ratio 36:64 i.e. . The project is expected to be completed in a period of thirty six (36) months and the project shall be named "**Mantri – DSK Pinnacle**".

Capital raising (Debt / Equity)

Except as set out in the sections titled "Capital Structure" and "Financial Indebtedness" beginning on pages 58 and 123 respectively of this Draft Prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

Shareholders of our Company as on March 31, 2014

Our Company has 24,819 shareholders as on March 31, 2014.



Shareholders Agreements

Our Company has not entered into any other Shareholder's Agreement as on the date of this Draft Prospectus, except for the details as set out below:

1. Shareholders Agreement

Pursuant to a Shareholders Agreement dated March 22, 2013 ("*Agreement*") between our Company, Ms. Hemanti Kulkarni along with Ms. Anuradha Purandare and DSK Global Education & Research Private Limited ("**DSK Global**"), our Company, out of an aggregate holding of 25,50,000 equity shares held by it in DSK Global, has agreed to transfer 16,00,000 Equity Shares for cash consideration at par value of ₹10 each within eight (8) days of execution of this Agreement. It is further agreed that our Company shall transfer the balance 9,50,000 equity shares held by our Company in DSK Global to Ms. Hemanti Kulkarni at the then existing fair value or ₹10 whichever is more. Our Company shall transfer these equity shares to Ms. Hemanti Kulkarni in the proportion of the credit facilities repaid by DSK Global to the Central Bank of India for credit facilities amounting to ₹10,884 Lakhs availed by DSK Global. The aforementioned proportion of transfer of equity shares shall be 8,728 equity shares for every ₹100 Lakhs of credit facilities repaid by DSK Global.

As on the date of this Draft Prospectus, our Company is holding 8,29,205 equity shares of DSK Global constituting 16.58% of the total paid-up share capital of DSK Global. Further, as on the date of this Draft Prospectus, DSK Global is not a subsidiary of our Company.

Other Agreements

Our Company has not entered into any other material agreements, other than disclosed in this Draft Prospectus.



OUR MANAGEMENT

Board of Directors

As per the provisions of Section 259 of the Companies Act, 2013, our Company shall not appoint less than three (3) and more than fifteen (15) Directors. As on the date of this Draft Prospectus, our Company has six (6) Directors out of which four (4) are Independent & Non-Executive Directors and two (2) are Executive Directors. We confirm that the composition of our Board of Directors complies with Clause 49 of the Listing Agreement.

The following table sets forth details regarding our Board of Directors as on the date of this Draft Prospectus:

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Draft Prospectus
Mr. D.S. Kulkarni <u>Father's Name:</u> Late. Mr. Sakharam Sadashiv Kulkarni <u>Nature of Directorship:</u> Chairman and Managing Director <u>Residential Address:</u> Saptashringi Bungalow, Survey No. 106A/ 2A/ 10B, Behind Chaturshringi Temple, Senapati Bapat Marg, Pune 411 016, India. <u>Date of Re-Appointment:</u> October 1, 2011 <u>Term:</u> Five (5) years from October 1, 2011 <u>Period of Directorship:</u> Since inception <u>Occupation:</u> Business <u>DIN:</u> 00394027	Indian	64 years	<u>Public Limited Entities:</u> <ul style="list-style-type: none">▪ DSK Motors Limited <u>Private Limited Entities:</u> <ul style="list-style-type: none">▪ Ambiance Ventures Estates & Developments Private Limited ;▪ DSK Southern Projects Private Limited ;▪ DSK Township Projects Private Limited;▪ DSK Milktronics Private Limited;▪ D.S. Kulkarni Constructions Private Limited; and▪ Forever Solar Project Private Limited. <u>Foreign Entities:</u> <ul style="list-style-type: none">▪ DSK Developers Corporation;▪ DSK Woods, LLC; and▪ DSK Entertainment, LLC
Mr. Shirish Kulkarni <u>Father's Name:</u> Mr. D.S. Kulkarni <u>Nature of Directorship:</u> Whole Time Director <u>Residential Address:</u> Saptashringi Bungalow, Survey No. 106A/ 2A/ 10B, Behind Chaturshringi Temple, Senapati Bapat Marg, Pune 411 016, India. <u>Date of Appointment:</u> July 27, 2009	Indian	28 years	<u>Public Limited Entities:</u> <ul style="list-style-type: none">▪ DSK Motors Limited <u>Private Limited Entities:</u> <ul style="list-style-type: none">▪ DSK Digital Technologies Private Limited;▪ DSK Mototrucks Private Limited ;▪ DSK Motowheels Private Limited ;▪ DSK Shivajians Football Club Private Limited ; and▪ Talisman Hospitality Services Private Limited.



Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Draft Prospectus
<p><u>Term:</u> Five (5) years from July 27, 2009</p> <p><u>Period of Directorship:</u> Five (5) years</p> <p><u>Occupation:</u> Business</p> <p><u>DIN:</u> 01850287</p>			
<p>Mr. Vasant Chintaman Joshi</p> <p><u>Father's Name:</u> Late Mr. Chintaman Balawant Joshi</p> <p><u>Residential Address:</u> Flat-1, Saraswati Vinayak Apts, Near MIT Students Hostel, Paud Road, Pune 411 029, India.</p> <p><u>Nature of Directorship:</u> Independent and Non-Executive Director</p> <p><u>Date of Appointment:</u> November 7, 1992</p> <p><u>Term:</u> Liable to retire by rotation</p> <p><u>Period of Directorship:</u> Since last twenty two (22) years</p> <p><u>Occupation:</u> Management Consultant</p> <p><u>DIN:</u> 00549735</p>	Indian	82 years	<p><u>Private Limited Entities:</u></p> <ul style="list-style-type: none">▪ Medstream Pharmaceuticals (I) Private Limited;▪ Quantum Analytical Data Systems Private Limited.
<p>Dr. M.K.P. Setty</p> <p><u>Father's Name:</u> Late Mr. Meda Kasturi Ranga Setty</p> <p><u>Nature of Directorship:</u> Independent and Non-Executive Director</p> <p><u>Residential Address:</u> 14, Sreeranga, Bull Temple Road, Basavanagudi, Bangalore 560 004, India.</p> <p><u>Date of Appointment:</u> December 25, 1992</p> <p><u>Term:</u> Liable to retire by rotation</p> <p><u>Period of Directorship:</u> Since last twenty two (22) years</p>	Indian	80 years	<p><u>Public Limited Entities:</u></p> <ul style="list-style-type: none">▪ Mysore Snacks Foods Limited; and▪ The Mysore Vegetable Oil Products Limited. <p><u>Private Limited Entities:</u></p> <ul style="list-style-type: none">▪ Travel Air Private Limited;▪ Lathangi Motors Private Limited;▪ Wilworth Earthmovers Private Limited;▪ Wilway Engineering & Construction Private Limited;▪ Advaith Motors Private Limited;▪ Cauvery Motors Private Limited;▪ Garuda Autocraft Private Limited;▪ Lathangi Automobiles Private Limited;▪ Krishna Industries Private Limited;▪ Lathangi Equipments Private Limited;▪ Krishna Plastic Industries Private Limited;



Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Draft Prospectus
<p><u>Occupation:</u> Business</p> <p><u>DIN:</u> 00151350</p>			<ul style="list-style-type: none">▪ Akshara Motors Private Limited;▪ Lathangi Cycle & Carriage Private Limited; and▪ Yashasvini Motors Private Limited.
<p>Mr. K.K. Taparia</p> <p><u>Father's Name:</u> Late Shri Gopal Taparia</p> <p><u>Nature of Directorship:</u> Independent and Non-Executive Director</p> <p><u>Residential Address:</u> D-402, Vrindavan Apts, 1094, Shivajinagar Model Colony, Pune 411 016, India.</p> <p><u>Date of Appointment:</u> September 27, 2008</p> <p><u>Term:</u> Liable to retire by rotation</p> <p><u>Period of Directorship:</u> Since last six (6) years</p> <p><u>Occupation:</u> Management Consultant</p> <p><u>DIN:</u> 01829829</p>	Indian	63 years	<p><u>Public Limited Entities:</u></p> <ul style="list-style-type: none">▪ Universal Construction Machinery & Equipment Limited; and▪ Archidply Industries Limited.
<p>Mr. R.D. Kharosekar</p> <p><u>Father's Name:</u> Late. Mr. Dattaray Kharosekar</p> <p><u>Nature of Directorship:</u> Independent and Non-Executive Director</p> <p><u>Residential Address:</u> C-3, Himali Co-Operative Housing Society, Near Khatre Bridge, Pune 411 004, India.</p> <p><u>Date of Appointment:</u> September 29, 2010</p> <p><u>Term:</u> Liable to retire by rotation</p> <p><u>Period of Directorship:</u> Since last four (4) years</p> <p><u>Occupation:</u> Retd IAS Office and Professional (<i>Advocate</i>)</p>	Indian	72 years	Nil



Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Draft Prospectus
DIN: 03075915			

Relationships between our Directors

None of the directors are related to each other except for Mr. Shirish Kulkarni who is the son of Mr. D.S. Kulkarni.

Brief Biographies of our Directors

1. **Mr. D.S. Kulkarni**, aged 64 years, is the Promoter, Chairman and Managing Director of our Company. Mr. D.S. Kulkarni has been honoured with the Degree of Doctorate in Science by Dr. Vijay Kelkar, Chancellor of Pravara Institute of Medical Sciences (*Deemed University*), Ahmednagar. In the year 1981, Mr. D.S. Kulkarni forayed into the business of building & construction and within a short span created the brand 'DSK' by successful completion of prestigious projects in Pune and Mumbai. Mr. Kulkarni has over three (3) decades of experience in the real estate industry. Mr. D.S. Kulkarni has been awarded with several awards by various organizations for his achievements *viz.* FIE Foundation Award in the field of Entrepreneurship, Suryadatta Lifetime Achievement Award for excellence in the field of corporate world etc.
2. **Mr. Shirish Kulkarni**, aged 28 years, is a Promoter and Whole Time Director of our Company. Mr. Shirish Kulkarni holds a degree of Bachelor of Commerce (B.Com) from Symbiosis College. He has also completed his Post Graduate Diploma in Level 9 in Business Strategy, Finance and Banking, Organisational Development Skills from Unitec University, Auckland, New Zealand. Mr. Shirish Kulkarni has more than eight (8) years of experience in the real estate and other industries. He looks into business development of our Company.
3. **Mr. Vasant Chintaman Joshi**, aged 82 years, is the Independent & Non-Executive Director of our Company. Mr. Joshi holds a degree of Master of Arts in Political Science from Bombay University and in Economics from University of Cambridge, United Kingdom. Mr. Joshi has more than thirty (30) years of experience in banking sector and has been associated with our Company since the year 1993. Mr. Joshi is an Ex-banker and an authority in Economics. He has worked as a Senior Consultant for financial services with PWC and NIBM.
4. **Dr. M.K.P. Setty**, aged 80 years, is the Independent & Non-Executive Director of our Company. Dr. Setty holds a degree of Doctor of Literature from Avinashilingam University for Women, Tamilnadu. Dr. Setty has more than thirty (30) years of experience in education sector and is associated with our Company since the year 1993. Dr. Setty has also been associated with companies in various sectors *viz.* food processing, advertising, finance and automobiles. He has been conferred with honour 'the Kannada Rajyotsava Award' by the Government of Karnataka in recognition of his services to the Industry and Education. He has held various prestigious positions in various institutions and associations. He is the only non-Government official to be invited by the Government of Karnataka to serve as a Chairman of the Karnataka Industrial Investment Development Corporation Limited.
5. **Mr. K. K. Taparia**, aged 63 years, is the Independent & Non-Executive Director of our Company. Mr. Taparia holds a degree of B.E. (Mechanics) from MBM Engineering College, University of Jodhpur. Mr. Taparia has more than forty (40) years of experience in manufacturing and marketing sector and is associated with our Company since the year 2008. Mr. Taparaia is a free lance management consultant.
6. **Mr. R.D. Kharosekar**, aged 72 years, is the Independent & Non-Executive Director of our Company. Mr. Kharosekar holds a degree of Bachelor of Science and Bachelors of Law (L.L.B) from University of Poona. Mr. Kharosekar has more than twenty (20) years of experience in the Indian Administrative Service (IAS)



and is associated with our Company since the year 2010. He has worked as a senior IAS Officer and retired as a Commissioner of Tribal Research & Training. He has served in various capacities in the State and Central Government and has received an award from the State Government for outstanding work done for development of tribes of Maharashtra. He has also produced and directed films for creating awareness about various schemes amongst the weaker sections and tribes.

Service Contracts

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

Borrowing Powers of the Board

Our Articles, subject to the provisions of the erstwhile Companies Act, 1956 authorize our Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. Our shareholders have, pursuant to a resolution passed at the Annual General Meeting held on September 27, 2008, in accordance with Section 293(1)(d) of the erstwhile Companies Act, 1956 authorized our Board to borrow any sum or sums of money from time to time, notwithstanding that the money or moneys to be borrowed by our Company, apart from temporary loans obtained from our Company's bankers in the ordinary course of business, may exceed the aggregate of the paid-up capital of our Company and its free reserves i.e. to say reserves not set apart for any specific purposes, provided however that such monies shall not exceed ₹2,000 Crores.

Consent under Section 293(1)(a) of the erstwhile Companies Act, 1956

Pursuant to a resolution passed under Section 293(1)(a) of the erstwhile Companies Act, 1956 at the Annual General Meeting held on September 28, 1992, our Board has been authorised to mortgage and/ or charge all or any of the movable or immovable properties, both present and future wheresoever situated and whole/ part of the undertaking of our Company for securing any loan from banks and/ or financial institutions together with power to take over the management of the business and concern of the company in certain events by the lending institutions and banks.

Remuneration to Non-Executive Directors

Our Non-Executive Directors are paid sitting fees of ₹10,000 as approved by the Board of Directors in its meeting held on September 27, 2013 for attending Board and Committee Meetings.

Remuneration to Executive Directors:

1. Mr. D.S. Kulkani

Our Company has executed Employment Agreement dated September 30, 2011, enumerating the terms of his employment along with remuneration, details of which are set out below:

Particulars	Remuneration
Basic Salary	₹15,50,500 per month in the scale of ₹15,50,500 - ₹2,50,000 - ₹1,00,00,000
Appointment as a Managing Director	Five (5) years from October 1, 2011
Other Allowances	i) Basic Salary ₹15,50,500 per month in the scale of ₹15,50,500 - ₹2,50,000 - ₹1,00,00,000; ii) House Rent Allowanc: ₹2,50,000 iii) Provident Fund: ₹780 per month subject to 12% of the basic salary per month - The Board of Directors shall have the power to revise the remuneration from time to time, as per the scale approved above,

Particulars	Remuneration
	<p>provided however that the remuneration payable to the Managing Director shall not exceed prescribed percentage of the Net Profits of our Company for the financial year calculated in accordance with the provisions of Section 198 and other provisions, if any, of the Companies Act, 1956.</p> <ul style="list-style-type: none"> - The above remuneration be treated as minimum remuneration payable to Mr. D.S. Kulkarni, Chairman & Managing Director of our Company in case of inadequacy or absence of profit (calculated in accordance with the provisions of Section 198 and other applicable provisions of the Companies Act, 1956) in any financial year till the end of his term. <p>iv) Car: Provision of one or more Company's car(s) with driver as may be required from time to time.</p> <p>v) Telephone: Provision of one (1) or more landline telephone(s) at residence as may be required from time to time and Mobile Phone. All the bills for Telephone and Mobile phone will be borne and paid by our Company.</p> <p>vi) Perquisites: There shall be with an overall upper limit of ₹10 lakhs per annum on the value of perquisites. Such perquisites will include leave travel allowance; reimbursement of medical expenses; club fees, subject to maximum of two (2) clubs; personal accident insurance, subject to annual premium and gas and electricity expenses.</p> <p>vii) Other Benefits:</p> <ul style="list-style-type: none"> ❖ Gratuity: Benefits in accordance with the rules and regulations in force in our Company from time to time but shall not exceed a half month's salary each completed year of service. ❖ Pension: Benefits in accordance with the rules and regulations in force in our Company from time to time. ❖ Leave: Leave on full pay and allowance at the rate of one month for every eleven months of service with liberty to accumulate such leave upto a period of six months. Leave encashment for accumulated leave for a maximum of six (6) months to be permitted at any time during the term. ❖ Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in our Company, from time to time. ❖ Such other benefits and amenities as may be provided by our Company at actuals. ❖ The above remuneration as aforesaid to be allowed to the Managing Director shall be subject to such limits for remuneration as laid down by the Companies Act, 2013 or any re-enactment, alteration, modification thereof. ❖ Our Company shall pay to or reimburse the Managing Director and he shall be entitled to be paid and or / to be reimbursed by our



Particulars	Remuneration
	Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of our Company.
Remuneration paid for F.Y. 2013-2014	₹277.23 Lakhs

2. Mr. Shirish Kulkarni

Our Company has executed Employment Agreement dated September 29, 2009, enumerating the terms of his employment along with remuneration, details of which are set out below:

Particulars	Remuneration
Basic Salary	₹99,190 per month in the scale of ₹99,190 - ₹9,919 - ₹1,48,785
Appointment as a Whole Time Director	Five (5) years from July 27, 2009
Other Allowances	<ul style="list-style-type: none">i) Salary<ul style="list-style-type: none">- House Rent Allowance of ₹29,757 (30% of basic);- City Compensatory Allowance of ₹8,263 (8.33% of basic);- Conveyance Allowance of ₹1,200;- Medical Allowance of ₹2,500;- Other Allowances of ₹9,919 (10% of basic);ii) Provident Fund: 12% of the basic salary per month subject to maximum as per Company Rules;iii) Car: Provision of our Company's car with driver for official purpose of the Executive Director;iv) Telephone: Provision of telephone (landline and mobile) and internet connection at residence;v) Perquisites will include:<ul style="list-style-type: none">- Leave travel allowance as per Company Rules in force from time to time;- Personal accident insurance upto ₹5,00,000.vi) Other Benefits:<ul style="list-style-type: none">- Gratuity: Benefits in accordance with the rules and regulations in force in our Company from time to time but not exceed a half month's salary for each completed year of service;- Pension: Benefits in accordance with the rules and regulations in force in our Company from time to time;- Leave: The Executive Director shall be entitled to have leave on full pay and allowance at the rate of fifteen (15) days earned leave and six (6) days casual for every twelve (12) months of service. He shall be paid leave encashments in accordance with the rules and regulations in force in our Company from time to time.- Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in our Company from time to time.- The Executive Director shall be reimbursed of the expenses incurred by him for the business purposes of our Company upto ₹10,000 at a time subject to maximum of ₹2.00 Lakhs per annum.



Particulars	Remuneration
	<p>Any excess reimbursement of expenses above the said limits shall be with the permission of CMD only.</p> <p>- The Executive Director shall not be entitled to any sitting fees for attending the meetings of the Board or any committee thereof.</p>
Remuneration paid for F.Y. 2013-2014	₹26.44 Lakhs

Shareholding of Directors in our Company as on March 31, 2014

The shareholding of our Directors as on March 31, 2014 is set out below:

Name of the Director	Number of Equity Shares held	Percentage of the total paid-up capital (%)
Mr. D.S. Kulkarni	54,08,269	20.96
Mr. Shirish Kulkarni	15,20,000	5.89
Dr. M.K.P. Setty	450	Negligible

Interests of Directors

All of our Directors may be deemed to be interested to the extent of sitting fees payable, if any, to them for attending meetings of the Board or a committee thereof as well as to the extent of remuneration and reimbursement of expenses payable to them under our Articles of Association, payable to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares held by them, if any, or that may be held by their relatives or the companies in which they are interested as directors, members, partners, trustees and promoters.

Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them and also to the extent of any dividend payable to them and other distributions in respect of the Equity Shares. Except as stated in this section "Our Management" or the section titled "Financial Statements - Related Party Transactions" beginning on page 102 and hereto annexed as Annexure III to this Draft Prospectus respectively of this Draft Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

All our directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective declarations. Except as otherwise stated in this Draft Prospectus and statutory registers maintained by our Company in this regard, our Company has not entered into any contract, agreements or arrangements during the preceding two (2) years from the date of this Draft Prospectus in which the directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements which are proposed to be made with them.

Our Company's directors have not taken any loan from our Company.

Our Promoters and Directors have no interest in any property acquired by our Company in the ordinary course of its business within two (2) years of the date of this Draft Prospectus.

Common directorships of our Directors in companies whose shares are/were suspended from trading on the BSE and/ or the NSE for a period beginning from five (5) years prior to the date of this Draft Prospectus

None of our Directors are/ were directors of any company whose shares were suspended from trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years.



None of the Directors are associated with securities market.

Common directorships of our Directors in listed companies that have been/ were delisted from stock exchanges in India

None of our Directors are/ were directors of any entity, whose shares were delisted from any Stock Exchange(s) or which have been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

Changes in our Company's Board of Directors during the last three (3) years

The changes in the Board of Directors of our Company in the last three (3) years are as follows:

No.	Name of the Director & Designation	Date of Appointment	Date of Resignation	Reason
1.	Ms. Jyoti Kulkarni	August 23, 2006	--	Deceased on January 22, 2012

Corporate Governance

The Equity Shares of our Company are listed on BSE and NSE. Our Company has complied with the provisions of Clause 49 of the Equity Listing Agreements, including with respect to the composition of Board of Directors, the constitution of the Audit Committee, Remuneration Committee and Shareholders/Investors Grievance Committee.

The Chairman of our Board is an Executive Director. The Board of Directors consists of six (6) directors out of which four (4) are Independent & Non-Executive Directors and two (2) are Executive Directors.

In accordance with Clause 49 of the Listing Agreement, our Company has constituted/re-constituted the following committees:

1. Audit Committee;
2. Stakeholder Relationship Committee; and
3. Nomination and Remuneration Committee

Additionally, our Company has constituted the following three (3) Committees:

4. Finance Committee;
5. Debenture Committee; and
6. Corporate Social Responsibility (CSR) Committee

1. Audit Committee:

Our Company re-constituted the audit committee in accordance with the erstwhile Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement in the meeting of our Board of Directors held on January 30, 2009. The audit committee presently consists of the following Directors of the Board:

- i) Mr. Vasant Chintaman Joshi, Chairman, Independent Director
- ii) Dr. M.K.P. Setty, Member, Independent Director
- iii) Mr. K.K. Taparia, Member, Independent Director

Our Company Secretary, Mr. Amol Purandare is acting as a secretary to the Audit Committee.

The scope of the Audit Committee shall include the following:

1. Overview of the Company's financial reporting process and the disclosure of its financial

2. information to ensure that the financial statements are correct, sufficient and credible;
3. Recommending to the Board the appointment, re-appointment and if required, the replacement or removal of the statutory auditors and the approval and fixation of audit fees;
4. Reviewing with the management, the annual and quarterly financial statements before submission of the same to the Board for approval;
5. Reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems and internal audit function;
6. Discussion with internal auditors any significant findings and follow up thereon;
7. Reviewing the findings of any internal investigations by the internal auditor;
8. Discussion about the nature and scope with internal auditors before the commencement of audit;
9. Reviewing draft financial statements and Directors' report (before submission to the Board);
10. Recommending accounting policies and practices;
11. Reviewing related party transactions;
12. Ensuring compliance with Accounting Standards;
13. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
14. Examination of the financial statement and the auditors' report thereon;
15. Approval or any subsequent modification of transactions of the Company with related parties;
16. Scrutiny of inter-corporate loans and investments;
17. Valuation of undertakings or assets of the Company, wherever it is necessary;
18. Evaluation of internal financial controls and risk management systems;
19. Monitoring the end use of funds raised through public offers and related matters.

2. Stakeholder's Relationship Committee:

Our Company has constituted Stakeholder's Relationship Committee in the meeting of our Board of Directors held on October 26, 2013. The Stakeholder's Relationship Committee presently consists of the following Directors of the Board:

- i) Mr. R.D. Kharosekar, Chairman, Independent Director
- ii) Mr. Vasant Chintaman Joshi, Member, Independent Director
- iii) Mr. D.S. Kulkarni, Member, Chairman & Managing Director

The scope of the Stakeholder's Relationship Committee are set out below:

1. To consider and resolve the grievances of the stakeholders holders of the Company;
2. To look into redressal of shareholders'/ investors'/ stakeholders' complaints related to transfer of shares, non receipt of Balance Sheet, non-receipt of declared dividend, etc.;
3. To oversee performance of the Registrars and Transfer Agents of the Company;
4. To recommend measures for overall improvement in the quality of investor services;
5. To monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 1992; and
6. To Monitor stakeholders' complaints registered at Company, Stock Exchanges, SCORES, etc.

3. Nomination and Remuneration Committee:

Our Company has re-constituted Nomination and Remuneration Committee in the meeting of our Board of Directors held on November 26, 2013. The Nomination and Remuneration Committee presently consists of the following Directors of the Board:

- i) Mr. K.K. Taparia, Chairman, Independent Director
- ii) Mr. Vasant Chintaman Joshi, Member, Independent Director
- iii) Mr. R.D. Kharosekar, Member, Independent Director
- iv) Mr. Shirish Kulkarni, Member, Executive Director

The terms of reference of Nomination and Remuneration Committee are set out below:

1. To identify persons who are qualified to become directors and who may be appointed in senior management cadre in accordance with the criteria laid down and recommend to the Board their appointment and removal;
2. To carry out evaluation of every director's performance;
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director;
4. To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
5. Committee shall, while formulating the policy under sub-section (3) of Section 178 to the Companies Act, 2013, ensure that:
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals provided that such policy shall be disclosed in the Board's report.

4. Finance Committee:

Our Company has re-constituted the Finance Committee in the meeting of our Board of Directors held on April 8, 2014. The Finance Committee presently consists of the following Directors of the Board:

- i) Dr. M.K.P. Setty, Chairman, Independent Director
- ii) Mr. Vasant Chintaman Joshi, Member, Independent Director
- iii) Mr. D.S. Kulkarni, Member, Chairman & Managing Director
- iv) Mr. Shirish Kulkarni, Member, Executive Director

The terms of reference of the Finance Committee are set out below:

1. to borrow monies as may be required from time to time for the purpose of the business of the Company upto an aggregate sum of ₹900 Crores outstanding at any one time;
2. to negotiate, settle and finalise all terms and conditions for the borrowings;
3. to offer and provide security and to create/ extend charges on the assets of the Company in respect of loans;
4. to execute and sign the loan, security and other documents and to affix the Common Seal as per the Articles of Association of the Company;
5. to invest the funds of the Company;
6. to grant loans or give guarantee in respect of loans;
7. to raise further capital/ issue securities, including debentures, whether in or outside India;
8. approve policy for the management of foreign exchange risk, interest rate risk and refinancing risk;
9. to set and from time to time review guidelines for short, medium and long-term investment plans of the Company;
10. to sub delegate the authority with defined limits, to the extent permissible.

5. Debenture Committee:

Our Company has constituted the Debenture Committee in the meeting of our Board of Directors held on April 8, 2014. The Debenture Committee presently consists of the following Directors of the Board:

- i) Mr. R.D. Kharosekar, Chairman, Independent Director
- ii) Mr. Vasant Chintaman Joshi, Member, Independent Director

- iii) Mr. D.S. Kulkarni, Member, Chairman & Managing Director
- iv) Mr. Shirish Kulkarni, Member, Executive Director

The terms of reference of the Debenture Committee are set out below:

1. the terms and conditions and number of the Debentures to be issued;
2. the timing, nature, type, pricing;
3. such other terms and conditions of the issue including coupon rate, minimum subscription, retention of oversubscription, if any, etc.;
4. to approve and make changes to the Draft Prospectus/ Prospectus;
5. to approve the Final Prospectus, including any corrigendum, amendments supplements thereto, and the issue thereof;
6. to issue and allot the Debentures;
7. to approve all other matters relating to the Issue; and
8. to do all such acts, deeds, matters and things relating to execution of all such deeds, documents, instruments, applications and writings as it may, at its discretion, deem necessary and desirable for such purpose including without limitation the utilization of the issue proceeds, modify or alter any of the terms and conditions, including size of the Issue, as it may deem expedient, extension of Issue and/or early closure of the Issue.

6. Corporate Social Responsibility (CSR) Committee:

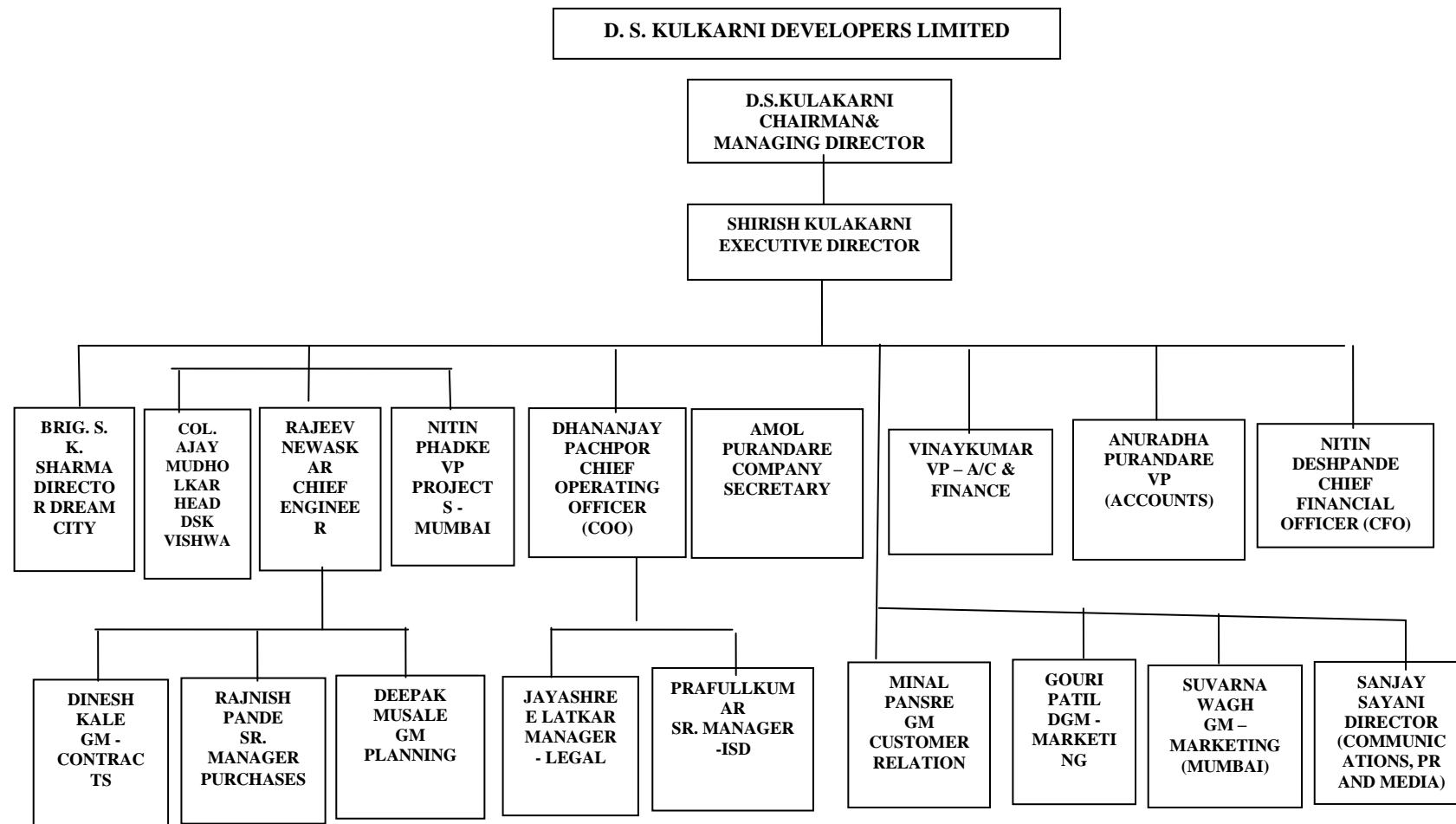
Our Company has constituted the CSR Committee in the meeting of our Board of Directors held on October 26, 2013. The CSR Committee presently consists of the following Directors of the Board:

- i) Mr. R.D. Kharosekar, Chairman, Independent Director
- ii) Mr. Vasant Chintaman Joshi, Member, Independent Director
- iii) Mr. D.S. Kulkarni, Member, Chairman & Managing Director
- iv) Mr. Shirish Kulkarni, Member, Executive Director

The terms of reference of the CSR Committee were approved in the meeting of our Board of Directors held on December 16, 2013 are set out below:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII; to the Companies Act, 2013;
2. To recommend the amount of expenditure to be incurred on the activities referred to in clause (a) of Section 135 of the Companies Act, 2013;
3. To monitor the Corporate Social Responsibility Policy of the Company from time to time;
4. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII; to the Companies Act, 2013;
5. To recommend the amount of expenditure to be incurred on the activities referred to in clause (a) of Section 135 of the Companies Act, 2013; and
6. To monitor the Corporate Social Responsibility Policy of the Company from time to time.

MANAGEMENT ORGANIZATIONAL STRUCTURE





Profile of Key Managerial Personnel

The details of our Key Managerial Personnels as on the date of this Draft Prospectus are set out below. All the Key Managerial Personnels are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to our Key Managerial Personnels.

1. **Mr. Dhananjay Pachpor**, 35 years, is a Chief Operating Officer (COO) of our Company since April 2011. Mr. Pachpor holds a degree of Bachelor of Computer Science (B.C.S) from the Pune University. He has been associated with our Company as a Public Relation Officer (PRO) since July 2006. He has more than twelve (12) years of experience in human resources, public relation, legal, liaisoning, planning and administration. Prior to joining our Company, Mr. Pachpor was associated with DSK School as a Co-ordinator. Mr. Pachpor was paid a remuneration of ₹25.81 lakhs in the F.Y. 2013-2014.
2. **Brigadier Santosh Sharma**, 60 years, is a Director (*Dream City*) of our Company. Brigadier Sharma holds a degree of Masters of Engineering from the University of Roorkee and has done is Masters of Management Studies (MMS) from Osmaina University. He has been associated with our Company since January 2012. He has more than thirty eight (38) years of experience in Indian Army and Private sector. Prior to joining our Company, Brig. Sharma was associated with Kumar Urban Development Limited as Vice President (VP) Technical. Brigadier Sharma was paid a remuneration of ₹38.55 lakhs in the F.Y. 2013-2014.
3. **Mr. Rajeev Newaskar**, 54 years, is a Chief Engineer of our Company. Mr. Newaskar holds a degree of B.E. (Civil) from College of Engineering, Pune. He has been associated with our Company since July 1998. He has more than twenty (20) years of experience in the current field of practice. Prior to joining our Company, Mr. Newaskar was associated with K. Raheja Engineering as Sr. Site Engineer. Mr. Newaskar was paid a remuneration of ₹20.33 lakhs in the F.Y. 2013-2014.
4. **Mr. Nitin Deshpande**, 50 years, is a Chief Financial Officer (CFO) of our Company. Mr. Deshpande holds a degree of Bachelors of Commerce from Mumbai University and is an Associate Member of the Institute of Cost Accountants of India (ICAI). He has been associated with our Company since June 2009. He has more than twenty five (25) years of experience in finance, tax, accounts, audit and statutory compliances. Prior to joining our Company, Mr. Deshpande was associated with Reliance Communications Limited as Head of Shared Services for Maharashtra & Goa. Mr. Deshpande was paid a remuneration of ₹21.38 lakhs in the F.Y. 2013-2014.
5. **Mr. Nitin Phadke**, 45 years, is a Vice President (*Projects*) of our Company. Mr. Phadke holds a Diploma in Civil engineering from the Board of Technical Examination from the Government of Maharashtra. He has been associated with our Company since August 2000. He has more than twenty four (24) years of experience in real estate industry. Prior to joining our Company, Mr. Phadke was associated with M/s. Shirish Patel & Associates for SPPL Project at Filmcity as a quality control manager. Mr. Phadke was paid a remuneration of ₹14.96 lakhs in the F.Y. 2013-2014.
6. **Ms. Anuradha Purandare**, 56 years, is a Vice President, Accounts of our Company. Ms. Purandare holds a degree of Bachelor of Arts from Pune University. She has been associated with our Company since November 1989. She has more than twenty eight (28) years of experience in accounts and finance. Ms. Anuradha looks into finance and accounts of our Company. Ms. Purandare was paid a remuneration of ₹16.63 lakhs in the F.Y. 2013-2014.
7. **Mr. Vinayakumar Badagandi**, 46 years, is a Vice President (*Accounts & Finance*) of our Company. Mr. Badagandi holds a degree of Masters of Business Administration (MBA) from Shivaji University, Kolhapur. He has been associated with our Company since May 2007. He has more than twenty (20) years of experience in Accounts, direct and indirect taxation, finance, commercial, export and import formalities and HR functions in several capacities in various sectors viz. manufacturing, service, pharma, automobile and chemical industry. Prior to joining our Company, Mr. Badagandi was associated with Cipy

Polyurethane Private Limited. Mr. Badagandi was paid a remuneration of ₹11.21 lakhs in the F.Y. 2013-2014.

8. **Mr. Dinesh Kale**, 42 years, is a General Manager (*Contracts*) of our Company. Mr. Kale holds a degree in Bachelor of Engineering (Civil) from Government College of Engineering, Pune. He has been associated with our Company since December 2012. He has more than twenty (20) years of experience in the current field of practice. Prior to joining our Company, Mr. Kale was associated with Kalpataru Limited as Manager (*Planning*) and Deputy General Manager (*Contracts*). Mr. Kale was paid a remuneration of ₹13.51 lakhs in the F.Y. 2013-2014.
9. **Mr. Deepak Musale**, 36 years, is a General Manager (*Planning*) of our Company. Mr. Musale holds a degree in Bachelor of Engineering from Dr. Babasaheb Ambedkar Marathwada University, Aurangabad. He has been associated with our Company since September 2012. He has more than ten (10) years of experience in the current field of his practice. Prior to joining our Company, Mr. Kale was associated with Omega Promoters Private Limited as General Manager (*Design & Development*). Mr. Kale was paid a remuneration of ₹10.78 lakhs in the F.Y. 2013-2014.
10. **Ms. Minal Pansare**, 37 years, is a General Manager (*Customer relations*) of our Company. Ms. Pansare holds a degree in Bachelor of Arts from University of Pune and has done her Diploma in Computer Science from Symbiosis, Pune. She has been associated with our Company since June 2000. She has more than ten (10) years of experience in the current field of her practice. Prior to joining our Company, Ms. Pansare was associated with Aditya Builders as an officer. Ms. Pansare was paid a remuneration of ₹8.45 lakhs in the F.Y. 2013-2014.
11. **Ms. Suvarana Wagh**, 44 years, is a General Manager (*Marketing*) of our Company. Ms. Wagh holds a degree in Bachelor of Home Science from Shreemati Nathibai Damodar Thackersey Women's University, Bombay and Food Service Management Major from Pune University. She has been associated with our Company since March 1993. She has more than twenty (20) years of experience in the field which she is working. Ms. Wagh was paid a remuneration of ₹8.99 lakhs in the F.Y. 2013-2014.
12. **Mr. Praful Hulsure**, 33 years, is a Senior Manager (*IT*) of our Company. Mr. Hulsure holds a degree in Bachelor of Computer Science from Dr. Babasaheb Ambedkar Marathwada University, Aurangabad and has completed his Masters in Computer Science from SRT University, Nanded Engineering. He has been associated with our Company since July 2013. He has more than five (5) years of experience in his present field of work. Prior to joining our Company, Mr. Hulsure was associated with Kolte Patil Developers Limited as Manager (*IT*). Mr. Hulsure was paid a remuneration of ₹6.17 lakhs in the F.Y. 2013-2014.
13. **Mr. Rajnish Pande**, 38 years, is a Senior Manager (*Purchase*) of our Company. Mr. Pande holds a degree in Civil Engineering from Cusrow Wadia Institute of Technology, Pune. He has been associated with our Company since July 2012. He has more than eighteen (18) years of experience in his present field of work. Prior to joining our Company, Mr. Pande was associated with Omega Promoters Private Limited as Assistant General Manager (*IT*). Mr. Pande was paid a remuneration of ₹9.32 lakhs in the F.Y. 2013-2014.
14. **Ms. Jayashree Latkar**, 46 years, is a Manager (*Legal*) of our Company. Ms. Latkar holds a degree of L.L.M from Bhartiya Deemed Vidhyapeeth, Pune respectively. She has been associated with our Company since June 2008. She has more than twenty (20) years of experience in the field which she is working. Ms. Latkar was paid a remuneration of ₹6.64 lakhs in the F.Y. 2013-2014.
15. **Ms. Gouri Patil**, 33 years, is a Deputy General Manager (*Marketing*) of our Company. Ms. Patil has done her Diploma in Electronics & Communications Engineering from Maharashtra State Board of Technical Education. She has been associated with our Company since October 2005. She has more than eight (8) years of experience in the field which she is working. Ms. Patil was paid a remuneration of ₹8.45 lakhs in the F.Y. 2013-2014.



16. **Mr. Amol Purandare**, 35 years, is a Company Secretary of our Company. Mr. Purandare holds a Bachelor's of Commerce degree from Shivaji University, Kolhapur, has completed his L.L.B from Shivaji University and is a Member of Institute of Company Secretaries of India (ICSI). He has been associated with our Company since November 2006. He has more than ten (10) years experience in company secretarial related matters. Prior to joining our Company, Mr. Purandare was associated with Menon Bearings Limited as an Assistant Company Secretary. Mr. Purandare was paid a remuneration of ₹11.13 lakhs in the F.Y. 2013-2014.
17. **Mr. Sanjay Sayani**, 56 years, is a Director (*Communications, Public Relations, Media*) of our Company. He has recently been appointed with our Company in April 2014. He has more than twenty (20) years experience in public relations, advertising, writing, creative branding, etc. Prior to joining our Company, Mr. Sayani was associated with Allana Institute of Management Sciences.

Shareholding of Key Managerial Personnel in our Company

Except for the details stated below, none of the Key Management Personnel hold Equity Shares in our Company as on the date of this Draft Prospectus:

No.	Name of the Key Managerial Personnel	Number of Equity Shares held	Percentage of the total paid-up capital (%)
1.	Mr. Dhananjay Pachpor	290	Negligible
2.	Ms. Anuradha Purandare	215	Negligible

Bonus or profit sharing plan of the Key Managerial Personnel

Our Company does not have a performance linked bonus or a profit sharing plans for the Key Managerial Personnels.

Interests of Key Managerial Personnel

The Key Managerial Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Payment of Benefits to Officers of our Company (*non-salary related*)

Except for any statutory payments made by our Company upon termination of services of its officer or employees, our Company has not paid any sum, any non-salary amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards. None of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company except and otherwise disclosed under Annexure VII titled "*Related Party Transactions*" in the section titled "Financial Statements" hereto annexed as Annexure III to this Draft Prospectus.

Relationship amongst the Key Managerial Personnel of our Company

There is no family relationship amongst the Key Managerial Personnel of our Company.

Relationship between our Promoters/ Directors and Key Managerial Personnel

There is no family relationship between our Promoters/Directors and Key Managerial Personnel of our Company except where Ms. Anuradha Purandare is the sister of Ms. Hemanti Kulkarni, one of the Promoter's of our Company.



Details of Service Contracts of our Key Managerial Personnel

Except for the terms set forth in the appointment letters, our Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Employee Stock Option or Employee Stock Purchase

Our Company does not have any ESOP/ESOS as on the date of this Draft Prospectus.

Loans availed by Directors/Key Managerial Personnel of our Company

None of our Directors or Key Managerial Personnel have availed loan from our Company which are outstanding as on the date of this Draft Prospectus.

Changes in our Company's Key Managerial Personnel during the last three (3) years

The changes in the Key Managerial Personnel of our Company in the last three (3) years are as follows:

No.	Name of the Key Management Personnel & Designation	Date of Appointment	Date of Resignation	Reason
1.	Mr. Ravindra Patil, Chief Technical Officer	November 7, 2011	October 16, 2012	Resignation
2.	Mr. Dada Dhumal, Manager	July 5, 2006	July 31, 2013	Resignation
3.	Mr. Promod Mahajan, General Manager (Purchases)	November 21, 2011	March 15, 2012	Resignation



OUR PROMOTERS

Our Promoters

The Promoters of our Company are i) Mr. D.S. Kulkarni; ii) Ms. Hemanti Kulkarni; iii) Mr. Shirish Kulkarni; iv) Mr. Amit Kulkarni; v) Ms. Tanvi Kulkarni; and vi) Mr. Makrand Kulkarni. The brief details of our Promoters are set out below:

Brief details of our Promoters	
Mr. D.S. Kulkarni is the Chairman and Managing Director of our Company. He is a resident Indian national. For further details, please refer to the section titled "Our Management" beginning on page 102 of this Draft Prospectus.	
Ms. Hemanti Kulkarni is the Promoter of our Company. She has done her Master of Arts (Economics) from Pune University. She has been associated with our Company since its inception. Ms. Kulkarni is an entrepreneur and administrator with in depth knowledge of finance, accounts, legal, taxation, marketing, etc. She has promoted many ventures in different areas such as construction, education, technology. She has also been active in social service through charitable trusts.	
Mr. Shirish Kulkarni is the Promoter and Whole Time Director of our Company. He is a resident Indian national. For further details, please refer to the section titled "Our Management" beginning on page 102 of this Draft Prospectus.	
Ms. Tanvi Kulkarni is one of the Promoter's of our Company. She has obtained Certificate in Animal Management from Unitec International Campus, Auckland, New Zealand. She joined our Company in the year 2010 as a Marketing Executive and excelled due to her dedication and further in the year was promoted as a Head Business Development and Marketing of DSK Global Education & Research Limited, one of the group entities of our Company. Presently, she is the Joint Managing Director of DSK Global Education & Research Limited.	
Mr. Amit Kulkarni is the Promoter of our Company. He has pursued his State Secondary Board, Maharashtra. He has more than thirteen (13) years of experience in automobile industry. He has been associated with DSK Motors Limited, one of our group entities as a Service Advisor and presently is a Whole time Director of DSK Motors Limited.	
Mr. Makrand Kulkarni is the Promoter of our Company. He worked with our Company as a Project Manager for nearly twenty (20) years. Post his resignation he started his own construction firm by the name of M/s. M.S. Kulkarni & Co.	

For more details on our Promoters, who are also directors on the Board of our Company, please refer to the section titled "Our Management" beginning on page 102 of this Draft Prospectus.

Shareholding of our Promoters as on March 31, 2014

(Face Value of ₹10 each)

No.	Name of the Promoter	Number of Equity Shares	Shareholding (%)
1.	Mr. D.S. Kulkarni	54,08,269	20.96
2.	Ms. Hemanti Kulkarni	49,05,908	19.01
3.	Mr. Shirish Kulkarni	15,20,000	5.89
4.	Mr. Amit Kulkarni	4,64,525	1.80
5.	Ms. Tanvi Kulkarni	4,600	0.02
6.	Mr. Makrand Kulkarni	348	Negligible
Total		1,23,03,650	47.69

Interests of our Promoters and Common Pursuits



Two (2) of our Promoters are also the Directors of our Company who may be deemed to be interested to the extent of sitting fees, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration or reimbursement of expenses payable to them and also to the extent of dividend payable to them and other benefits in respect of the Equity Shares held by them.

One of our Promoters, Mr. Shirish Kulkarni is interested to the extent of the rent from the Leave and License of premises situated at Mumbai which has been rented to our Company. Further, Ms. Hemanti Kulkarni, one of our Promoters, is interested to the extent of rent received from our Company from the Leave and License of our registered office. For further details, please refer to Annexure III titled "Statement of Related Party Transactions" under the section titled "Financial Statements" hereto annexed as Annexure III to this Draft Prospectus.

Except as stated otherwise in this Draft Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

Common Pursuits

Our Promoters or directors are involved with certain ventures and entities which are the same line of activity or business as that of our Company as on the date of this Draft Prospectus as set out below:

No.	Name of Entities
1.	Crystal Promoters & Developers Private Limited
2.	Ascent Promoters & Developers Private Limited
3.	Vastu Shilp Promoters & Developers Private Limited
4.	Vastu Visharad Promoters & Developers Private Limited
5.	Sapphire Promoters & Developers Private Limited
6.	Vastu Siddhi Promoters & Developers Private Limited
7.	Fairyland Promoters & Developers
8.	Tricone Infracon Limited
9.	Chandra-deep Promoters & Developers Private Limited
10.	D. S. Kulkarni Constructions Private Limited
11.	Ambiance Ventures Estates & Developments Private Limited
12.	DSK Worldman Projects Limited
13.	DSK Southern Projects Private Limited
14.	DSK Township Projects Private Limited
15.	DSK Developers Corporation
16.	M/s. D.S. Kulkarni & Associates
17.	M/s. D.S. Kulkarni & Company
18.	M/s. DSK & Co
19.	M/s. D.S. Kulkarni & Brothers
20.	M/s. D.S. Kulkarni & Sons
21.	M/s. DSK & Sons

Confirmations

Further, none of our Promoters have been declared as a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by our Promoters in the past or are pending against them. None of our Promoters or Directors or persons in control of our Company have been (i) prohibited from accessing the capital markets under any order or direction passed by SEBI or any other authority or (ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.



Payment or benefits to our Promoters

No payment or benefit has been made to our Promoters except as disclosed in the related party transaction. For further details, please refer to Annexure III titled "Statement of Related Party Transactions" in the section titled "Financial Statements" hereto annexed as Annexure III to this Draft Prospectus.



दास कल्कर्णी डेवलपर्स

D. S. Kulkarni Developers Limited

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

AUDITORS REPORT

For Reformatted Financial Statements, please refer to section titled "Financial Statements" hereto annexed as Annexure III to this Draft Prospectus.



MATERIAL DEVELOPMENTS

Except as stated below, there have been no material developments since March 31, 2014 and there have arisen no circumstances that materially or adversely affect the operations, or financial condition or profitability of our Company or the value of its assets or its ability to pay its liabilities with the next twelve (12) months.

1. Our Company has repaid a loan amounting to ₹3,300 lakhs availed by our Company from Bank of Maharashtra for its project *viz.* DSK Gandhakosh on April 2, 2014.

Inter Corporate Deposits:

1. India Safety Vaults Private Limited ("**ISVPL**") has provided an Inter Corporate Deposit (ICD) of ₹100 Lakhs at 15% p.a. for a period of ninety (90) days from June 30, 2014 till September 27, 2014. Our Company has issued a Demand Promissory Note, Post Dated Cheque (PDC) dated June 30, 2014. It has been agreed by our Company that margin of securities of fully paid-up Equity Shares of our Company should be 1.5 times of the ICD amount. For arriving at such valuation of security of Equity Shares, NSE quotation rate shall be taken as base. While, our Company has also entered into a Pledge Agreement dated June 30, 2014 wherein 3,00,000 Equity Shares of our Company held by one of our Promoter's, Ms. Hemanti Kulkarni have been pledged for providing additional security to ISVPL, as on the date of this Draft Prospectus, 3,00,000 Equity Shares of our Company held by Ms. Hemanti Kulkarni have been pledged with ISVPL.
2. Streamline Shipping Co. Private Limited ("**SSCPL**") has provided an Inter Corporate Deposit (ICD) of ₹50 Lakhs at 17.50% p.a. for a period of one hundred and eighty (180) days from May 15, 2014 till November 11, 2014. Our Company has issued a Demand Promissory Note, Post Dated Cheque (PDC) dated May 15, 2014. It has been agreed by our Company that margin of securities of fully paid-up Equity Shares of our Company should be 2 times of the ICD amount. For arriving at such valuation of security of Equity Shares, BSE quotation rate shall be taken as base. Our Company has entered into a Pledge Agreement dated April 1, 2014 wherein 2,20,000 Equity Shares of our Company held by one of our Promoter's, Mr. D.S. Kulkarni have been pledged for providing additional security to SSCPL. However, as on the date of this Draft Prospectus, 2,20,000 Equity Shares of our Company held by Ms. Hemanti Kulkarni has been pledged with SSCPL.
3. Ruia Knowledge & Research Institute Private Limited ("**RKRIPPL**") has provided an Inter Corporate Deposit (ICD) of ₹50 Lakhs at 15% p.a. for a period of ninety (90) days from July 8, 2014 till October 5, 2014. Our Company has issued a Demand Promissory Note, Post Dated Cheque (PDC) dated April 9, 2014. It has been agreed by our Company that margin of securities of fully paid-up Equity Shares of our Company should be 1.5 times of the ICD amount. For arriving at such valuation of security of Equity Shares, NSE quotation rate shall be taken as base. Our Company has also entered into a Loan cum Pledge Agreement dated July 8, 2014 wherein 1,50,000 Equity Shares of our Company held by one of our Promoter's, Ms. Hemanti Kulkarni have been agreed to be pledged for providing additional security to RKRIPPL.

**FINANCIAL INDEBTEDNESS**

Our Company has availed several term loans and working capital facilities from various lenders as on March 31, 2014, details of which are set out below:

No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
A. Term Loans						
1.	ICICI Bank Limited [DSK Meghmalhar Phase – II] Facility Agreement dated August 2, 2012 Indenture of Mortgage dated August 2, 2012 Sanction letter dated July 27, 2012	5,000.00	4,002.76	Base Rate + 4.75% p.a.	Repayable in eighteen (18) monthly installments commencing from January 15, 2014	i) Extension of charge by way of registered mortgage on a) all that piece and parcel of land located at Gat No.87, 88, 89 at Mouje Kirkatwadi, Pune admeasuring approx. 454072 Sq. Ft. including all structures being constructed thereon; b) unsold area in Row Houses No. R1 to R21 in Project 'Meghmalhar Phase –I' admeasuring approx. 39,165 Sq. Ft. c) All that piece and parcel at land located at Gat No. 187, 188 and 196 at Kirkatwadi, Pune admeasuring approx. 354135 Sq. Ft. including all structures being

No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						<p>constructed thereon ("Properties") and all structures thereon (<i>present and future</i>);</p> <p>ii) Exclusive charge on the schedules receivables of the Projects: 1) Residential project 'Meghmalhar – Phase II' having saleable area of 380411 Sq. Ft. being developed by our Company on aforementioned property (a); 2) Unsold area of Row Houses No. R1 to R21 in 'Project Meghmalhar – Phase I' admeasuring approx. 39165 Sq. Ft. ("Projects");</p> <p>iii) Exclusive charge on the Escrow Account of Project 1 above and the Debt Service Receive Account ("DSR")</p>



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						<p><i>Account"), all monies credited/ deposited therein and all investments in respect thereof (in whatever form the same maybe);</i></p> <p>iv) Extension of charge on the Escrow Account of Project 2, all monies credited/ deposited therein and all investments in respect thereof (in whatever form the same may be);</p> <p>v) Exclusive charge by way of security of all rights, title, interest, claims, benefits, demands under the Project documents both present and future.</p>
2.	ICICI Home Finance Company Limited	14,000.00	6,045.68	3.25% p.a. below	Repayment in twenty	i) Exclusive charge /

No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
	<p>[DSK Anandghan]</p> <p>Facility Agreement dated March 19, 2014</p> <p>Indenture of Mortgage dated March 19, 2014</p> <p>Sanction letter dated March 13, 2014</p>			IHPLR	<p>four (24) monthly instalments commencing from March 15, 2016</p>	<p>mortgage/ security interest on Property 1; ii) First charge / mortgage/ security interest on Property 2, Property 3, Property 4, Property 5 and Property 6 to be shared on <i>paripassu</i> basis with the other lender (ICICI Bank Limited); iii) Exclusive charge / mortgage/ security interest in our Company's and DSK Global share of Scheduled Receivables of the project i.e. DSK Anandghan; iv) First charge / mortgage/ security interest on Project 1 Scheduled Receivables and project 2 Scheduled Receivables to be shared on a <i>pari passu</i> basis with the other lender (ICICI Bank Limited);</p>



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						v) Exclusive charge / mortgage/ security interest on all rights, title, interest, claims, benefits, demands under DSK Anandghan project documents both present and future; vi) First charge / mortgage/ security interest on all rights, title, interest, claims, benefits, demands under the Project 1 and Project 2 documents both present and future to be shared on a <i>paripassu</i> basis with the other lender (ICICI Bank Limited); vii) Exclusive charge / mortgage/ security interest on the Escrow Account of the project DSK Anandghan and the DSR Account all monies

No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						<p>credited/ deposited therein (in whatever form the same may be), and all investments in respect thereof (in whatever form the same may be); and</p> <p>viii) First charge / mortgage/ security interest on Project 1 Escrow Account and Project 2 Escrow Account and the debt service reserve account opened in relation to facility not exceeding ₹5,000 lakhs sanctioned by the other lender (ICICI Bank Limited) to our Company all monies credited/ deposited therein (in whatever form the same may be), and all investments in respect thereof (in whatever form the same may be) to be shared on</p>

No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						<p><i>paripassu</i> basis with the other lender (ICICI Bank Limited).</p> <p><u>Property 1:</u> All the piece and parcel of property bearing Gat No. 186 of Village Kirkatwadi, Pune admeasuring approx. 10,000 Sq. Mtrs. Including all the structures thereon both present and future alongwith the development rights in connection thereof;</p> <p><u>Property 2:</u> All the piece and parcel of property bearing Gat No. 187 of Village Kirkatwadi, Pune admeasuring approx. 9,500 Sq. Mtrs., including all the structures thereon both present and future;</p> <p><u>Property 3:</u> All the piece and parcel of property bearing Gat No. 188 of Village Kirkatwadi, Pune admeasuring approx. 8,000 Sq. Mtrs., including all the structures thereon both present and future;</p> <p><u>Property 4:</u> All the piece and parcel of property bearing Gat No. 196 of Village Kirkatwadi, Pune admeasuring approx. 15,400 Sq. Mtrs., including all the structures thereon</p>



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						<p><i>both present and future;</i></p> <p><i>Property 5: All the piece and parcel of land located at Gat No. 87, 88, 89 of Mouje Kirkatwadi, Pune admeasuring approx. 42,200 Sq. Mtrs., including all the structures thereon both present and future;</i></p> <p><i>Property 6/ Project 1: Unsold row houses in Row Houses No. R1 to R21 in Project 'Meghmalhar – Phase I' admeasuring about 39,165 Sq. Ft.</i></p> <p><i>Project: Residential project DSK Anandghan having saleable area of approx. 732,256 Sq. Ft. being developed by our Company on Property 1, Property 2 and Property 3 (out of this an area of 130,391 Sq. Ft. in the form of 170 flats is to be given to DSK Global)</i></p> <p><i>Project 2: Residential project 'Meghmalhar – Phase II' having saleable area of 380,411 Sq. Ft. being developed by our Company on the Property 5 (for which our Company has taken financial assistance not exceeding ₹,000 million from the other lender)</i></p>



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						<p><u>Scheduled Receivables:</u> Receivables/ cash flows/ revenues (including booking amounts) arising out of or in connection with or relating to the project and all insurance proceeds both present and future.]</p> <p><u>Personal Guarantee:</u></p> <p>Personal guarantee of Mr. D.S. Kulkarni; Mr. Shirish Kulkarni; and Ms. Hemanti Kulkarni</p>

* Loan has been availed by our Company along with our Group Entity i.e. D.S. Kulkarni Global Education & Research Limited.

3.	Bank of Maharashtra [DSK Madhukosh] Agreement for Term Loan Composite Deed of Simple Mortgage cum Hypothecation and Guarantor to secure credit facilities dated December 7, 2012 Sanction letter dated November 6, 2012	8,100.00	7,907.83	Base Rate + 3.50% p.a.	Repayment in four (4) quarterly instalments of ₹2,025 Lakh per quarter commencing from October 2014 – December 2014 quarter	i) Equitable Mortgage of land and flats to be constructed in Madhukosh project at CTS No. 659, Survey No. 18/12 (part), 18/11 (part), 18/8 (part), 17/1 (part), 18/9 (part), admeasuring 4934.50 Sq. Mtrs and CTS No. 662/4 Survey No. 18/7 Sq. Mtrs 39.50 and CTS No. 662/4 area 1464.60 Sq.
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No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						<p>Mtrs. Village Mohili, Taluka – Kurla, Kurla Andheri Road, Bandra, Mumbai;</p> <p>ii) Hypothecation of receivables and stock at site.</p> <p>Personal Guarantee:</p> <p>Personal guarantee of Mr. D.S. Kulkarni and Mr. Shirish Kulkarni</p> <p>Corporate Guarantee:</p> <p>Corporate guarantee of (i) Ascent Promoters & Developers Private Limited; and (ii) Grow Rich Agroforestry Private Limited</p>
4.	Bank of Maharashtra <i>[DSK Gandhakosh]</i> Memorandum of Record of Equitable Mortgage dated October 15, 2011 Composite Deed of Hypothecation for all facilities dated October 5, 2011 Sanction letter dated September 30, 2011	3,300.00	842.93	Base Rate + 4% p.a.	Repayment in four (4) quarterly instalments of ₹8,250 Lakh per quarter	i) Mortgage of land and building/ flats in project Gandhakosh situated at Survey no.153/A, 154/A/2, 154/B/1, 154/B/2, 155/1/1, 155/2 & 155/1/2 situated at Village Baner, Taluka Haveli,

No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						<p>District Pune; and ii) Hypothecation of receivables.</p> <p>Personal Guarantee:</p> <p>Personal guarantee of Mr. D.S. Kulkarni and Ms. Hemanti Kulkarni</p>
5.	<p>TATA Capital Housing Finance Limited</p> <p>[DSK Sadaphuli]</p> <p>Deed of Simple Mortgage dated January 15, 2014</p> <p>Sanction Letter dated January 13, 2014</p>	3,000.00	1,500.00	PLR 16.75% p.a. – 0.75%	<p>Repayment of monthly installments shall commence from the following month of the final disbursal availed within the loan drawal period.</p> <p>Repayment of interest shall commence from the date of first disbursement and will be paid during loan drawal and moratorium period, whichever is earlier.</p>	<p>i) Simple Mortgage of Project Land Admeasuring 2 Hectares 83 Aar Situated At Survey No. 7, Hissa No. 1/2/2 At Varale Taluka, Maval, Pune 410 507 alongwith construction thereon with hypothecations of all receivables owned by our Company, DSK Worldman Projects Limited and M/s. D.S. Kulkarni & Co.</p> <p>ii) Simple Mortgage of residential land admeasuring 11 Hectares 32 Aar situated at Survey No. 43 Hissa No. 1A/ 1+ 1A/ 2+2/</p>



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						1+2/ 2+2/ 3+3+4/ 3 +5A/ 1/ 1 +5A/ 1/ 2 + 5A/ 2 +5B/ 1 + 5B/ 2 + 5B/ 3+4/ 1 and Survey No. 44 Hissa No. 1+2+3+4+5+6 +7/ 1+7/ 2+8+9/ 1+9/ 2 under the Special Township Project R4 at Kadamwak Vasti situated at revenue village Fursungi, Taluka Haveli, District Pune 412 308 owned by our Company.
6.	Sangli Urban Co-operative Bank Limited Mortgage Deed dated January 4, 2012 between GrowRich Agro forestry Private Limited & Skylap Marketing Private Limited, our Company and the Bank Sanction letter dated December 8, 2011	500.00	398.84	14.50% p.a.	Monthly installments of ₹9.50 Lakh for a period of seven (7) years	i) Mortgage of "DSK Gandharva Heights" survey no. 1693, FP No.1/B, Village Bhamburda, Shivajinagar, Pune. Apartment No.101 & car



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						<p>park no. 2,7 & 13, office havings its carpet area of about 374.95 sq. mtrs. & covered car park No. 2, 7 & 13 having admeasuring area 90 sq. ft. each.</p> <p><u>Corporate Guarantee:</u></p> <p>Corporate guarantee of GrowRich Agro forestry Private Limited & Skylap Marketing Private Limited</p> <p><u>Personal Guarantee:</u></p> <p>Personal guarantee of Mr. Shirish Kulkarni</p>
	Total (A)	33,900.00	20,698.04			
B.	Fund Based Limit – I					
1.	Bank of Maharashtra Composite Deed of Registered Simple Mortgage cum Hypothecation and Guarantor dated December 7, 2012 Sanction letter dated November 6, 2012	1,000.00	1,272.64	Base Rate + 4% p.a.	Repayable on demand	i) Hypothecation of current assets comprising of stock and book debts etc. of other projects or otherwise but not charged to any other banks. ii) Equitable mortgage of land at Survey



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						No. 245 Hissa No. 3,6,7 having admeasuring area 134R at Bawdhan (Bk), Taluka Mulshi, District, Pune. <u>Personal Guarantee:</u> Personal guarantee of Mr. D.S. Kulkarni and Mr. Shirish Kulkarni
2.	Bank of Maharashtra Sanction letter dated June 21, 2013	145.00	146.21 (Including interest @ 8.75%)	9.75%	Repayable on demand	i) Loan against Fixed Deposit of ₹162 lakhs.
3.	Bank of Maharashtra Sanction letter dated June 22, 2013	130.00	131.08 (Including interest @ 8.75%)	9.75%	Repayable on demand	i) Loan against Fixed Deposit of ₹145 lakhs.
4.	Syndicate Bank Sanction letter dated June 20, 2013	162.00	166.44	11%	Repayable on demand	i) Loan against Fixed Deposit of ₹180 lakhs.
5.	Syndicate Bank Sanction letter dated June 20, 2013	180.00	184.93	11%	Repayable on demand	i) Loan against Fixed Deposit of ₹200 lakhs.
6.	The Kalyan Janata Sahakari Bank Limited Memorandum of Deposit of Title Deeds for creation/ extension of Equitable Mortgage dated March 8, 2013	500.00	362.82	14.50% p.a.	Repayable on demand	i) Equitable mortgage of DSK House, office Building bearing Unit Nos. 3 to 7 and 9 to 11, in the building constructed on



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
	Sanction letter dated March 5, 2013					<p>the land admeasuring 854.7 Sq. Mtrs. bearing CTS. No. 1187/60, Plot No. 550/60 out of Final Plot No. 547 in village & Unit No.1 & 8 in the building constructed on the land situated at 1187/60, J M Road, Shivajinagar, Pune 411005.</p> <p><u>Personal & Corporate Guarantee:</u></p> <p>Personal guarantee of Mr. D.S. Kulkarni and Mr. Shirish Kulkarni</p> <p>Corporate Guarantee of M/s. D.S. Kulkarni & Associates and M/s. D.S. Kulkarni & Co.</p>
7.	Kotak Mahindra Bank Limited Master Fund based Facility Agreement dated October 25, 2013 Deed of Mortgage dated December 6, 2013 Sanction letter dated	2,500.00	2,336.99	18.50% p.a. <i>(Fixed)</i>	Forty eight (48) months including moratorium of six (6) months	<p><u>Primary Security:</u></p> <p>i) Escrow of entire receivables including proceed accruing from sale/ lease/ agreement for sale/ any type</p>

No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
	October 15, 2013 and further modified Sanction letter dated December 11, 2013					<p>of transfer in respect of the eight (8) villas at DSK Vishwa, DSK Vidhyanagri Phase II, DSK Kunjanban, DSK Sunderban and DSK Bavdhan.</p> <p><u>Collateral Security:</u></p> <ul style="list-style-type: none"> i) Eight (8) residential villas having admeasuring 2758 Sq. Ft. built-up area alongwith space for open area admeasuring 1200 Sq Ft. for each flat at DSK Vishwa township located at Sinhgadh, Dhayari, Pune; ii) Fourteen (14) flats having total built-up area of 11195 Sq. Ft. in the building known as DSK Kujban located at Off Kate Wasti road, Survey No. 21/3, 21/10 at Punawale, Pune 411 045 consisting flat

No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						<p>No. A/103, A/108, A/203, A/207, A/305, A/402, A/406, A/407, A/602, A/1003, A/1007, A/602, C/1103, D/1106;</p> <p>iii) Balance FSI rights of 2275.55 Sq. Mtrs. on open plot of land at Vidyanagari, Phase II, Sus Pashan Road along with all present and future superstructure thereon including any renovation/ construction modification thereon;</p> <p>iv) Open land admeasuring 5.2 Lakhs Sq. Ft. at their township village Phursingi, Taluka Haweli, District Pune.</p> <p>v) Fixed Deposit for an amount equivalent to three (3) EMIs to be lien marked with the Bank and Debt Service Recurring</p>



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						<p>Account (DSRA).</p> <p><u>Personal Guarantee:</u></p> <p>Personal guarantee of Mr. D.S. Kulkarni, Mr. Shirish Kulkarni and Ms. Hemanti Kulkarni</p>
	Total (B)	4,617.00	4,601.11			
C.	<i>Non-Fund Based Limits -II</i>					
1.	Bank of Maharashtra Sanction letter dated November 29, 2012 for sanction of ₹600.00 lakhs Mortgage Declaration dated September 27, 2013	689.64	689.64	--	--	i) Counter Guarantee by our Company and fixed deposit of ₹60.00 lakhs ii) Collateral security: Mortgage of land situated at Bavdhan Budruk, Taluka Mulshi, District Pune iii) Fixed Deposit of ₹89.64 lakhs for sanction of ₹89.64 lakhs
	Total (C)	689.64	689.64			
D.	<i>Equipment Finance Loans</i>					



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
1.	SREI Equipment Finance Private Limited Deed of Hypothecation dated May 5, 2011 Sanction letter	29.96	1.00	SREI Benchmark Rate (SBR) – 1% p.a.	Repayable in Thirty five (35) monthly installments of ₹1,01,200 each.	i) Hypothecation by way of first charge of the whole of the movable assets / equipments including its movable plant and machinery, machinery spares, tools and accessories and other movables, both present and future, whether installed or not and whether now lying loose or in cases or which are lying or stores in or about or shall hereafter from time to time during the continuance of these presents be brought into or upon or be stored or be in or about our Company's factories, premises and godowns or wherever also the same maybe or be held by any party to the order of deposition of



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						our Company or in the course of transit or on high seas or on order or delivery ("Equipments") i.e. Concrete Pump and LPT Chassis of Ashok Leyland.
2.	SREI Equipment Finance Private Limited Deed of Mortgage dated May 28, 2011 Deed of Hypothecation dated May 15, 2011 Sanction letter dated May 26, 2011	550.00	38.04	SREI Benchmark Rate (SBR) – 1.99% p.a.	Repayable in Thirty five (35) monthly installments of ₹19,36,600 each.	Primary Security: i) Primary security of the asset to be funded (<i>Shuttering Material</i>); ii) Exclusive charge by way of mortgage all and singular the land situated at Survey No. 125/1 to 04+8/56 at Village Dhayri, Taluka Haveli, District – Pune having its admeasuring area of 00 Hectare 22.4 Are. Personal Guarantee: Personal guarantee of Mr. D.S. Kulkarni



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
3.	SREI Equipment Finance Private Limited Sanction letter dated May 28, 2011 Deed of Mortgage dated July 21, 2011	1,500.00	155.92	SREI Benchmark Rate (SBR) – 0.85% p.a.	Repayable in Thirty five (35) monthly installments of ₹53,29,000 each.	Primary Security: i) Primary security of the asset to be funded (<i>Shuttering Material (2)</i>) Personal Guarantee: Personal guarantee of Mr. D.S. Kulkarni
4.	SREI Equipment Finance Private Limited Deed of Mortgage dated September 27, 2011 Sanction letter	1,000.00	174.19	SREI Benchmark Rate (SBR) + 0.75% p.a.	Repayable in Thirty five (35) monthly installments of ₹36,31,000 each.	Primary Security: i) Primary security of the asset to be funded (<i>Shuttering Material (2)</i>) Collateral Security: i) Exclusive charge by way of mortgage, all and singular premises situated at a) Survey No. 123/I admeasuring an area of 00 hector 94.23 Are our of the total area of 01 Hector and 06 Are situated at Dhayri, Taluka – Haveli and District Pune;

No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						<p>b) Survey No. 123/19 admeasuring an area of 00 hector 98 Are situated at Dhayri, Taluka Haveli, District Pune; c) Survey No. 123/28 admeasuring an area of 00 Hectare 18 Are our of the total area of 00 Hector 27 Are situated at Dhayri, Taluka Haveli, District Pune; and d) Survey No. 123/29 admeasuring an area of 00 Hector 46 Are situated at Dhayri, Taluka Haveli, District Pune.</p> <p><u>Personal Guarantee:</u></p> <p>Personal guarantee of Mr. Shirish Kulkarni</p> <p><u>Corporate Guarantee:</u></p> <p>Corporate guarantee of Crystal Promoters & Developers Private Limited and Chandradeep</p>



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						Promoters & Developers Private Limited
5.	SREI Equipment Finance Private Limited Facility Agreement dated April 15, 2012 Deed of Mortgage dated May 14, 2012 Sanction Letter dated April 27, 2012	2,805.00	1,714.41	SREI Benchmark Rate (SBR) – 1.99% p.a.	Repayable in forty eight (48) months	<p>i) Primary security of the asset to be funded; and</p> <p>ii) All that piece and parcel of land situated at Survey No. 124/3, 124/4, 124/8, 125/6/1 at near DSK Vishwa, Dhayari Gaon, Taluka Haveli, District Pune, State of Maharashtra, India.</p> <p>Personal Guarantee:</p> <p>Personal guarantee of Mr. Shirish Kulkarni</p>
6.	SREI Equipment Finance Private Limited Deed of Hypothecation dated October 29, 2012 Deed of Mortgage dated October 29, 2012 Sanction letter dated October 26, 2012	2,000.00	1,441.13	SREI Benchmark Rate (SBR) + 0.25% p.a.	Repayable in forty seven (47) monthly installments, first installment of ₹29,17,499 and Forty six (46) installments of ₹60,86,500 each.	<p>Primary Security:</p> <p>i) Primary security of the asset to be funded (<i>Shuttering Material (3)</i>)</p> <p>Collateral Security:</p> <p>i) All that piece and parcel of land bearing Survey No. 124/1, 124/2,</p>



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
						124/7/1, 124/7/2, 124/6, 124/12, 124/13 and 124/15 at near DSK Vishwa, Dhayri Gaon, Taluka Haveli, District Pune in the State of Maharashtra, India. <u>Personal Guarantee:</u> Personal guarantee of Mr. Shirish Kulkarni
7.	Reliance Capital Limited Loan cum Hypothecation Agreement dated March 28, 2013 Sanction Letter dated March 26, 2013	140.00	59.48	15.50% p.a.	Repayable in twenty four (24) months	i) Hypothecation of eight (8) transit mixers of ₹18.50 lakhs each
8.	Reliance Capital Limited Loan cum Hypothecation Agreement dated September 30, 2013 Sanction Letter	160.00	119.20	15.50% p.a. reducing balance	Repayable in eighteen (18) of ₹10,01,930 each. <u>Personal Guarantee:</u> Personal guarantee of Mr. D.S. Kulkarni	i) Hypothecation of shuttering material
9.	Reliance Capital Limited Loan cum Hypothecation Agreement dated January	150.00	140.61	15.50% p.a. reducing balance	Repayable in eighteen (18) monthly instalments	i) Hypothecation of shuttering material worth ₹325 lakhs



No.	Name of the Lender, Purpose and Details of documents	Sanctioned Amount (₹ in Lakhs)	Amount outstanding as on March 31, 2014 (₹ in Lakhs)	Rate of Interest per annum (%)	Repayment Schedule	Security Provided
	31, 2014 Sanction Letter dated January 31, 2014					
	Total (D)	8,334.96	3,843.97			
E.	Vehicle Loans					
1.	Tata Capital Limited Sanction Letter dated December 31, 2011	9.38	2.91	11.50% p.a.	Repayable in thirty six (36) monthly installments	Vehicle under the loan
2.	Tata Capital Limited Sanction Letter dated December 31, 2011	15.93	4.94	11.50% p.a.	Repayable in thirty six (36) monthly installments	Vehicle under the loan
3.	Toyota Finance Sanction Letter dated August 31, 2013	18.52	15.27	9.61% p.a.	Repayable in thirty six (36) monthly installments	Vehicle under the loan
4.	Toyota Finance Sanction Letter dated August 31, 2013	18.52	15.27	9.61% p.a.	Repayable in thirty six (36) monthly installments	Vehicle under the loan
	Total (E)	62.35	38.39			
	Grand Total (A) + (B) + (C) + (D) + (E)	47,603.95	29,871.16			



Inter Corporate Deposits as on March 31, 2014

1. SKS Fincap Private Limited ("SKS") has provided an Inter Corporate Deposit (ICD) of ₹200 Lakhs at 18% p.a. for a period of 349 days from September 27, 2013 till September 10, 2014. Our Company has issued a Demand Promissory Note dated September 27, 2013 and various Post Dated Cheques (PDCs). Mr. D.S. Kulkarni and Mr. Shirish Kulkarni has provided with personal guarantee in favour of SKS. It has been agreed by our Company that margin of securities of fully paid-up Equity Shares of our Company should be 2.5 times of the ICD amount. For arriving at such valuation of security of Equity Shares, market price shall be the closing price of the aforementioned Equity Shares on trading day on all the stock exchanges where the Equity Shares of our Company are listed. While our Company has also entered into a Pledge Agreement dated September 27, 2013 wherein 10,00,000 Equity Shares of our Company held by one of our Promoter's, Ms. Hemanti Kulkarni have been pledged for providing additional security to SKS, as on December 31, 2013.

Restrictive covenants under our Financing Arrangement

We set out below the restrictive covenants as mentioned under various Financing Arrangements by our lenders:

- ❖ Shift or remove the security described in the agreement without the prior approval of the Bank in writing;
- ❖ Obtain NoC from the Bank for availing of credit facilities from other Banks/FI's for further expansion of business, taking up new business activity or setting up/investing in a subsidiary whether in the same business line or related business;
- ❖ Transfer/invest funds of the Company in whatsoever manner in any other concern without obtaining the prior consent of the Bank;
- ❖ Prohibited from using the loan amount or any part thereof for any purpose other than for which it has been sanctioned and in case of violation, the bank has a right to recall the loan amount or any part thereof at once notwithstanding anything contrary to the above or any other agreement;
- ❖ Effect any change in their capital structure;
- ❖ Formulate any scheme of amalgamation or reconstruction;
- ❖ Undertake any new project or expansion scheme without obtaining the Bank's prior consent thereof, unless the expenditure on such expansion, etc. is covered by our Company's net cash accruals after providing for debt servicing, etc. or from long term funds received for financing such new projects or expansion;
- ❖ Enter into borrowing arrangement either secured or unsecured with any other bank/financial institution or any third party;
- ❖ Undertake any guarantee obligation;
- ❖ Invest or lend or advance funds or place deposits with any other concern other than normal trade credit or security deposits in the usual course of business or advances to employees etc.;
- ❖ Any drastic change in their management setup without the Bank's permission;
- ❖ Obtain NOC from the Lender and Other Lender before entering into agreements with prospective buyers for sale of units/flats in the Project/Project 1 and Project 2 (*as defined above under this Section*);
- ❖ Change its constitution without the prior permission of the lender till the entire facility is repaid;
- ❖ Raise any additional debt on the Property 1-6/Project, Project1 and/or Project 2, (*as defined above under this Section*), till closure of the facility, without prior permission of the lender/other lender, as the case maybe;
- ❖ Embark upon any expansion/ diversification/ restructuring/ alliance/ mergers/ acquisitions/ without prior permission in writing from the lender; and
- ❖ Create any further charge on their assets/properties funded by the lender/ charge created by the lender without our written approval.

Servicing behaviour on existing debt securities, payment of due interest on due dates on financing facilities or securities

Our Company has not defaulted upon or delayed in payment of any interest and/or principal for term loans, working capital loans, Equipment finance loans, vehicle loans during the last five (5) years prior to the date of this Draft Prospectus.

SECTION VI: ISSUE INFORMATION

ISSUE STRUCTURE

Public Issue of NCDs aggregating upto ₹10,000 lakhs with an option to retain over subscription upto ₹10,000 lakhs, aggregating upto ₹20,000 lakhs on the terms and in the manner set forth herein.

The Issue has been authorized by resolution of the Board passed during meeting held on April 8, 2014.

Principal Terms and Conditions of the Issue

Issuer	D.S. Kulkarni Developers Limited					
Lead Manager	SBI Capital Markets Limited					
Debenture Trustee	GDA Trusteeship Limited					
Registrar to the Issue	Link Intime India Private Limited					
Mode of Trading	NCDs will be traded in dematerialised form					
Mode of Allotment	Both in physical and dematerialised form					
Terms of Payment	Full amount on Application					
Type and nature of Instrument	Secured Redeemable Non-Convertible Debentures					
Face Value of NCDs (₹ / NCD)	₹5,000 for Option I, II and IV; and ₹25,000 for Option III					
Issue Price (₹ / NCD)	₹5,000 for Option I, II and IV; and ₹25,000 for Option III					
Minimum Application	₹25,000 (5 NCDs for Option I, II and IV); and ₹25,000 (1 NCD for Option III);					
In Multiples of	One (1) NCD after the Minimum Application					
Seniority	Senior (the claims of the NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements). The NCDs would constitute secured obligations of our Company and shall rank pari passu inter se, present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of exclusive charge on the Security Land and to be more particularly described in the Debenture Trust Deed.					
Mode of Issue	Public Issue					
Minimum Subscription	Minimum subscription is 75% of the Base Issue (₹10,000 lakhs), i.e. ₹7,500 lakhs					
Issue	Public Issue of NCDs aggregating upto ₹10,000 lakhs with an option to retain over-subscription upto ₹10,000 lakhs, aggregating upto ₹20,000 lakhs.					
Stock Exchange proposed for listing of the NCDs	The BSE Limited which is the Designated Stock Exchange					
Listing and timeline for Listing	The NCDs shall be listed within twelve (12) Working Days from the date of Closure of the Issue.					
Depositories	NSDL and CDSL					
Security	The principal amount of the NCDs to be issued in terms of this Draft Prospectus together with all interest accrued and due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of the Security Land.					
Security Cover	Our Company shall maintain a minimum 100 percent (100%) security cover on the outstanding balance of Secured NCDs plus accrued interest thereon.					
Rating	Rating Agency	Instrument	Rating Symbol	Date of credit rating Letter	Amount rated	Rating Definition

	CARE	Long Term – NCD Issue	'CARE BBB+'	July 1, 2014	₹20,000 lakhs	The rating of 'CARE BBB+' to the NCDs by CARE is considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.
Pay-in date	Three (3) Business Days from the date of upload of application in the book building system of the Exchanges or the date of realisation of the cheques/demand drafts, whichever is later. Interest on Application Money shall start on the Pay-in date and shall be payable upto one (1) day prior to the date of Allotment.					
Application money	The entire Application Amount is payable on submitting the Application.					
Record Date	<p>The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be ten (10) days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be.</p> <p>In case Record Date for interest payment falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.</p>					
Issue Schedule*	The Issue shall remain open from [●] to [●] with an option to close earlier, as may be determined by a duly authorised committee of the Board and informed by way of newspaper publication on or prior to the earlier closure date.					
Objects of the Issue	For details, please refer to section titled "Objects of the Issue" beginning on page 74 of this Draft Prospectus.					
Put/Call Option	There is no Put/ Call option on the NCDs.					
Details of the utilisation of the proceeds of the Issue	For details, please refer to section titled "Objects of the Issue" beginning on page 74 of this Draft Prospectus.					
Coupon rate and redemption premium	For further details, please refer to section titled "Issue Structure – Terms and Conditions in connection with the NCDs" beginning on page 153 of this Draft Prospectus.					
Working Days convention/Day count convention / Effect of holidays on payment	<p>Working Day</p> <p>Actual/ Actual: All days excluding, Sundays and a public holiday in Mumbai or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881, except with reference to Issue Period, where working days shall mean all days, excluding Saturdays, Sundays and public holidays or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881.</p> <p>Day Count Convention</p> <p>For Options IV, the interest shall be calculated from the first day till the last date of every month on an actual/ actual basis during the tenor of such NCDs. Consequently, interest shall be computed on a 365 days-a-year basis on the principal outstanding on the NCDs for Option IV.</p>					

	<p>For Option I, the interest shall be calculated from the first day till the last date of every quarter on an actual/ actual basis during the tenor of such NCDs. Consequently, interest shall be computed on a 365 days-a-year basis on the principal outstanding on the NCDs for Option IV.</p> <p>Interest shall be computed on a 365 days a year basis on the principal outstanding on the NCDs for Options II, and III which have tenors either on yearly basis or cumulative basis.</p> <p>However, for all the Options, if period from the Deemed Date Of Allotment / anniversary date of Allotment till one (1) day prior to the next anniversary / redemption date includes February 29, interest shall be computed on 366 days a-year basis, on the principal outstanding on the NCDs.</p> <p>Effect of holidays on payments</p> <p>If the date of payment of coupon does not fall on a Working Day, then the succeeding Working Day will be considered as the effective date for such payment of interest (the "Effective Date"). Coupon will be paid on the Effective Date. For avoidance of doubt, in case of interest payment on Effective Date, interest for period between actual interest payment date and the Effective Date will be adjusted in normal course in next interest payment date cycle. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date falls on a holiday, the payment will be made on the previous Working Day, without any interest for the period outstanding.</p>
Issue Opening Date	[●]
Issue Closing Date	[●] with an option to close earlier, as may be determined by a duly authorised committee of the Board and informed by way of newspaper publication on or prior to the earlier closure date.
Default interest date	In the event of any default in fulfillment of obligations by our Company under the Debenture Trust Deed, the Default Interest Rate payable to the Applicant shall be as prescribed under the Debenture Trust Deed.
Interest on Application Money	For further details, please refer to section titled "Issue Structure" beginning on page 150 of this Draft Prospectus.
Deemed Date of Allotment	The date on which the Board or a duly authorized committee approves the Allotment of NCDs. All benefits relating to the NCDs including interest on NCDs shall be available to Investors from the Deemed Date of Allotment. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment.
Transaction documents	This Prospectus read with any notices, corrigenda, addenda thereto, the Debenture Trusteeship Agreement, the Debenture Trust Deed other security documents, if applicable, and various other documents / agreements / undertakings, entered or to be entered by our Company with Lead Manager and/or other intermediaries for the purpose of this Issue including but not limited to the Debenture Trust Deed, the Debenture Trusteeship Agreement, the Escrow Agreement, the MoU with the Registrar and the MoU with the Lead Manager. For further details, please refer to section titled "Material Contracts and Documents for Inspection" beginning on page 246 of this Draft Prospectus.
Affirmative and Negative covenants precedent and subsequent to the Issue	The covenants precedent and subsequent to the Issue will be finalised upon execution of the Debenture Trust Deed which shall be executed within three (3) months of closure of the Issue as per Regulation 15 of SEBI Debt Regulations.
Events of default	For details, please refer to section titled "Issue Structure – Events of Default" beginning on page 162 of this Draft Prospectus.
Cross Default	For details, please refer to section titled "Issue Structure – Events of Default" beginning on page 162 of this Draft Prospectus.
Roles and responsibilities	For details, please refer to section titled "Issue Structure – Debenture Trustees for the



of the Debenture Trustee	NCD Holders" beginning on page 162 of this Draft Prospectus.
Settlement Mode	For details, please refer to section titled "Issue Structure – Payment on Redemption" beginning on page 160 of this Draft Prospectus.
Governing law and jurisdiction	The Issue shall be governed in accordance with the laws of the Republic of India and shall be subject to the exclusive jurisdiction of the courts of Pune.

*The subscription list shall remain open at the commencement of banking hours and close at the close of banking hours for the period as indicated, with an option for early closure as may be decided by the Board or the duly authorised committee of the Board constituted by resolution of the Board. In the event of such early closure of subscription list of the Issue, our Company shall ensure that notice of such early closure is given to the prospective investors through an advertisement in a leading daily national newspaper on or before such earlier date. Applications Forms for the Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only from 10:00 a.m. till 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange.

Terms and Conditions in connection with the NCDs

Option	I	II	III	IV
Tenure	36 months	66 months	72 months	84 months
Frequency of Interest payment	Quarterly	On Maturity	Annually	Monthly
Type and Nature of Instrument	Secured Redeemable Non-Convertible Debentures			
Minimum Application	5 NCDs (₹25,000)	5 NCDs (₹25,000)	1 NCD (₹25,000)	5 NCDs (₹25,000)
In Multiples of	1 NCD after the Minimum Application			
Face Value of NCDs (₹/ NCD)	₹5,000	₹5,000	₹25,000	₹5,000
Issue Price (₹ / NCD)	₹5,000	₹5,000	₹25,000	₹5,000
Mode of Interest Payment/Redemption	Through various available options			
Coupon (%) per annum for NCD Holders for Option I, III and IV	[●]%	N.A.	[●]%	[●]%
Coupon (%) per annum for existing, DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women for Option I, III and IV	[●]%	N.A.	[●]%	[●]%
Coupon Type	Fixed			
Redemption Amount (₹/NCD) for Debenture Holders in Category I, II and III	₹5,000	₹[●]	Staggered redemption*	₹5,000
Redemption Amount (₹/NCD) for DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women	₹5,000	₹[●]	Staggered redemption*	₹5,000
Effective Yield (per annum)	[●]	[●]	[●]	[●]
Effective Yield (per annum) - DSK	[●]	[●]	[●]	[●]



Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women				
Nature of Indebtedness	Secured			
Put and Call Option	Not Applicable			
Deemed Date of Allotment	The date on which the Board approves the Allotment of NCDs. All benefits relating to the NCDs including interest on NCDs shall be available to Investors from the Deemed Date of Allotment. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment.			

*Under Option III, the payment of principal together with the interest accrued on the residual face value will be paid as under:

Year	Coupon % on residual face value	% redeemed of Face Value
1	[●]	5%
2	[●]	10%
3	[●]	15%
4	[●]	20%
5	[●]	25%
6	[●]	25%

Coupon of 0.25% p.a. for DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women

DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women, shall be eligible for the additional coupon on the NCDs that is allotted to them under all other Options (*Option I, III and IV*) except Option II.

Applicants who are eligible as DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women and intend to avail the coupon of [●] % p.a. are required to fill in the appropriate category in the Application Form, and submit the KYC documents, as provided under section titled "Issue Procedure - Mandatory KYC documentation requirements for DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women" beginning on page 154 of this Draft Prospectus, which shall be subject to further scrutiny by the Registrars. It will be the responsibility of the applicant(s) to ensure KYC document(s) reach the Registrar by registered post only within fifteen (15) days of the closure of the Issue, failing which they will not be eligible for the additional coupon.

Existing Equity Shareholders are required to fill in the Registered Folio Number/Client Id no. at the relevant place in the Application Form. DSK employees are required to fill in the Employee ID no. at the relevant place in the Application Form.

Our Company shall provide a list of Existing Shareholders and DSK Employees as on the Issue Opening Date, to the Registrar.

The additional Coupon payable on the NCDs shall be applicable only to the original Allottees in this Public Issue. If NCDs allotted to any of the DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women in this Public Issue availing this additional coupon, are transferred or transmitted, subsequent to the allotment thereof, the subsequent holder of such NCDs shall not be entitled to the aforesaid additional coupon except in case where NCDs are transferred to the Joint holder/Nominee in case of death of the primary holder.

In case any of the DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women have transferred or transmitted a part of the NCDs allotted to them pursuant to the Public Issue, they shall continue be eligible for additional coupon on the balance part of the NCDs originally Allotted to them and held as on the Record Date.



Day count convention

Please refer to Annexure II annexed herewith to this Draft Prospectus for details pertaining to the cash flows of our Company in accordance with the SEBI circular bearing number CIR/IMD/DF/18/2013 dated October 29, 2013.

Please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of this Draft Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such NCDs or the transferee of deceased holder of NCDs, as the case may be, shall be entitled to any interest which may have accrued on the NCDs subject to such transferee holding the NCDs on the Record Date.

Tax on interest accrued

As per clause (ix) of Section 193 of the I.T. Act, no tax is required to be deducted at source on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed NCDs held in the dematerialised form.

However in case of Secured NCDs held in physical form, as per the current provisions of the I.T. Act, tax will not be deducted at source from interest payable on such Secured NCDs held by the investor (*in case of resident individual Debenture Holders and Hindu Undivided Family*), if such interest does not exceed ₹5,000 in any financial year and the interest is paid by an account payee cheque. If interest exceeds this prescribed limit of ₹5,000 on account of interest on the Secured NCDs, then the tax will be deducted at applicable rate. However in case of Debenture Holders holding Secured NCDs are claiming non-deduction or lower deduction of tax at source, as the case may be, the holders of Secured NCDs should furnish either (a) a declaration (in duplicate) in the prescribed form, for every financial year, at the beginning of the year before the first coupon date i.e. (i) Form 15H which can be given by individuals who are of the age of 60 years or more (ii) Form 15G which can be given by all applicants (other than companies, and firms), or (b) a certificate, from the Assessing Officer which can be obtained by all applicants (including companies and firms) by making an application in the prescribed form i.e. Form No. 13.

The aforesaid documents, as may be applicable, should be submitted to our RTA, at the below mentioned address, quoting the name of the sole/ first Debenture Holder, NCD folio number and the distinctive number(s) of the NCD held, prior to the Record Date to ensure non-deduction/lower deduction of tax at source from interest on the NCD. The investors need to submit Form 15H/ 15G/certificate in original from Assessing Officer for each financial year during the currency of the NCD to ensure non-deduction or lower deduction of tax at source from interest on the NCD.

Payment of Interest to NCD Holders

Payment of Interest to NCD Holders under Option I, III and IV will be made to (i) in case of NCDs in dematerialised form, the persons who for the time being appear in the register of beneficial owners of the Secured NCD as per the Depositories as on the Record Date and (ii) in case of NCDs in physical form, those persons whose names appear in the register of NCD Holders (*or to first holder in case of joint-holders*) as on Record Date.

We may enter into an arrangement with one (1) or more banks in one or more cities for direct credit of interest to the account of the investors. In such cases, interest, on the interest payment date, would be directly credited to the account of those investors who have given their bank mandate.

We may offer the facility of NECS, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to help the NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. For further details, please refer to sub-section titled " Manner of Payment of Interest/Refund/Redemption" under this section beginning on 157 of this Draft Prospectus.

Tax exemption certificate / document, if any, must be lodged at the office of the Registrar at least seven (7) days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company's books and/or on payment thereof, in accordance with the provisions of the I.T. Act

and/or any other statutory modification, enactment or notification as the case may be.

A tax deduction certificate will be issued for the amount of tax so deducted.

Maturity and Redemption

The NCDs issued pursuant to this Draft Prospectus have a fixed maturity date. The NCDs will be redeemed at the expiry of 36 months from the Deemed Date of Allotment for Option I, 66 months from the Deemed Date of Allotment for Option II, 72 months from the Deemed Date of Allotment for Option III and 84 months from the Deemed Date of Allotment for Option IV. There is no put or call option available to any Investor.

Payment will be made to (i) in case of NCDs in dematerialised form, the persons who for the time being appear in the register of beneficial owners of the NCD as per the Depositories as on the Record Date and (ii) in case of NCDs in physical form, those persons whose names appear in the register of NCD Holders (*or to first holder in case of joint-holders*) as on Record Date.

We may enter into an arrangement with one (1) or more banks in one or more cities for direct credit of interest to the account of the investors. In such cases, interest, on the interest payment date, would be directly credited to the account of those investors who have given their bank mandate.

We may offer the facility of NECS, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to help the NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. For further details, please refer to sub-section titled " Manner of Payment of Interest/Refund/Redemption" under this section beginning on 157 of this Draft Prospectus.

Tax exemption certificate / document, if any, must be lodged at the office of the Registrar at least seven (7) days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company's books and/or on payment thereof, in accordance with the provisions of the I.T. Act and/or any other statutory modification, enactment or notification as the case may be.

A tax deduction certificate will be issued for the amount of tax so deducted.

Deemed Date of Allotment

The date on which the Board or a duly authorized committee approves the Allotment of NCDs. All benefits relating to the NCDs including interest on the NCDs shall be available to the investors from the Deemed Date of Allotment. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment.

Application Size

Each application should be for a minimum of five (5) NCDs for Option I, Option II and Option IV Secured NCDs and multiples of 1 NCD thereafter either taken individually or collectively. Application for Option III Secured NCDs shall be for a minimum of 1 NCD for and multiples of 1 NCD thereafter. The minimum application size for each application for Secured NCDs would be ₹25,000 and in multiples of ₹5,000 for Option I, Option II and Option IV Secured NCD and ₹25,000 for Option III Secured NCD, thereafter.

Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions.

Terms of Payment

The entire issue price of ₹5,000 for Option I, Option II and Option IV Secured NCD and ₹25,000 for Option III Secured NCD respectively is payable on application itself. In case of allotment of lesser number of Secured NCDs than the number of Secured NCDs applied for, our Company shall refund the excess amount paid on application to the applicant in accordance with the terms of this Prospectus. For further details, please refer to sub-section titled "Interest on Application Money" under this section beginning on page 164 of this Draft Prospectus.

Record Date

The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be ten (10) days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be.

In case Record Date for interest payment falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.

Manner of Payment of Interest/ Refund (*except ASBA Application*) / Redemption

The manner of payment of interest / refund/ redemption in connection with the NCDs is set out below:

Refund in case of oversubscription/ technical rejection of Application

1. For NCDs applied / held in Demat form:

The bank details will be obtained from the Depositories for payment of Interest / refund (*except ASBA Applications*)/ redemption as the case may be. Applicants who have applied for or are holding the NCDs in Demat form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so may result in delay in credit of refunds to the applicant at the applicant's sole risk, and the Lead Manager, our Company nor the Registrar to the Issue shall not have any responsibility and undertake any liability for the same.

2. For NCDs applied/held in physical form:

The bank details as provided in the Application Form will be obtained from the Registrar to the Issue for payment of interest/ redemption as the case may be.

The mode of refund/ interest/ redemption payments shall be undertaken in the following order of preference:

- **Direct Credit**

Investors having their bank account with the Refund Banks shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker.

- **NECS**

Payment of interest/ refund/ redemption shall be undertaken through NECS for Debenture NCD Holders/Applicants having an account at the centers mentioned in NECS MICR list.

This mode of payment of refunds would be subject to availability of complete bank account details, which necessarily should include the Magnetic Ink Character Recognition (MICR) code, Indian Financial System Code (IFSC), bank account number, bank name and branch name as appearing on a cheque leaf, from the Depositories. One of the methods for payment of interest / refund / redemption is through NECS for Debenture Holders/ Applicants having a bank account at any of the abovementioned centers.

- **RTGS**

NCD Holders/ Applicants having a bank account with a participating bank and whose interest payment/

refund/ redemption amount exceeds Rupees Two lacs, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Debenture Holders/ Applicants who indicate their preference to receive interest payment / refund / redemption through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrars to the Issue at least seven (7) days before the Record Date. Charges, if any, levied by the Debenture Holders/ Applicants' bank receiving the credit would be borne by the Debenture Holders/ Applicant. In the event the same is not provided, interest payment / refund / redemption shall be made through NECS subject to availability of complete bank account details for the same as stated above.

- **NEFT**

Payment of interest / refund / redemption shall be undertaken through NEFT wherever the NCD Holders/ Applicants' bank has been assigned the Indian Financial System Code ("IFSC"), which can be linked to a Magnetic Ink Character Recognition ("MICR"), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Debenture Holders/ Applicants have registered their nine digit MICR number and their bank account number while opening and operating the de-mat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest/refund/redemption will be made to the Debenture Holders/ Applicants through this method.

- **Interest payment / refund / redemption orders dispatched through Registered Post/Speed Post**

For all other NCD Holders/ Applicants, including those who have not updated their bank particulars with the MICR code and if the interest payment through NECS to such Applicants is unsuccessful interest will be paid to such Applicants and the interest payment / refund / redemption orders shall be dispatched through Speed Post/ Registered Post.

Please note that NCD Holders/ Applicants are eligible to receive payments through the modes detailed in (1), (2) (3), and (4) herein above provided they provide necessary information for the above modes and where such payment facilities are allowed / available.

Please note that our Company shall not be responsible to the holder of NCD, for any delay in receiving credit of interest / refund / redemption so long as our Company has initiated the process of such request in time.

In the case of Applicants other than ASBA Applicants, applying for the NCDs in dematerialised form, the Registrar will obtain from the Depositories the Applicant's bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Applicants in their Application Forms. Accordingly, Applicants are advised to immediately update their details as appearing on the records of their Depository Participants. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay will be at the Applicant's sole risk and neither our Company, the Registrar, the Escrow Collection Banks, or the Members of the Syndicate, will be liable to compensate the Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

In case of ASBA Applicants, the Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within fifteen (15) Working Days of the Issue Closing Date.

Our Company and the Registrar shall credit the allotted NCDs to the respective beneficiary accounts/ dispatch the Letters of Allotment or letters of regret/ Refund Orders by registered post/speed post/ordinary post at the Applicant's sole risk, within twelve (12) Working Days from the Issue Closure Date. We may enter into an arrangement with one or more banks in one or more cities for refund to the account of the applicants through Direct Credit/RTGS/NEFT.

Refund in case of non-receipt of Minimum Application

1. For NCDs applied / held in Demat form:

The bank details will be obtained from the Depositories for payment of Interest / refund (except ASBA Applications)/ redemption as the case may be. Applicants who have applied for or are holding the NCDs in Demat form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so may result in delay in credit of refunds to the applicant at the applicant's sole risk, and the Lead Manager, our Company nor the Registrar to the Issue shall not have any responsibility and undertake any liability for the same.

2. For NCDs applied/held in physical form:

The bank details as provided in the Application Form will be obtained from the Registrar to the Issue for payment of interest/ redemption as the case may be.

Printing of Bank Particulars on Interest Warrants

As a matter of precaution against possible fraudulent encashment of refund orders and interest/redemption warrants due to loss or misplacement, the particulars of the NCD Holders/ Applicants' bank account are mandatorily required to be given for printing on the refund orders/ warrants. In relation to NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of NCDs held in physical form either (i) in case of Allotment in physical or (ii) on account of rematerialisation or (iii) transfer of physical debenture certificates, the investors are advised to submit their bank account details with our Company/ Registrar at least seven (7) days prior to the next Record Date failing which the warrants will be filled with the bank account details and dispatched to the postal address of the holder of the NCD (i) provided for in the Application Form in case of physical Allotment (ii) available with the depositories in case of rematerialisation of debentures or as available in the records of our Company as on the Record Date.

Bank account particulars will be printed on the refund orders/ warrants which can then be deposited only in the account specified.

Buy Back of NCDs

Our Company may, at its sole discretion, from time to time, consider, subject to applicable statutory and/or regulatory requirements, buyback of NCDs, upon such terms and conditions as may be decided by our Company.

Procedure for Redemption by NCD Holders

1. NCDs held in physical form:

At the time of maturity, no action would ordinarily be required on the part of the NCD Holder at the time of redemption and the redemption proceeds would be paid to those NCD Holders whose names stand in the register of NCD Holders maintained by us on the Record Date fixed for the purpose of Redemption. However, our Company may require that those with the physical NCD certificate(s) should surrender these, duly discharged by the sole holder/all the joint-holders (signed on the reverse of the NCD certificate(s)) be surrendered for redemption on maturity and should be sent by the Debenture Holder(s) by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. NCD Holder(s) may be requested to surrender the NCD certificate(s) in the manner as stated above, not more than three months and not less than one month prior to the redemption date so as to facilitate timely payment.

We may at our discretion redeem the NCDs without the requirement of surrendering of the NCD certificates



by the holder(s) thereof. In case we decide to do so, the holders of NCDs need not submit the NCD certificates to us and the redemption proceeds would be paid to those Debenture Holders whose names stand in the register of NCD Holders maintained by our Registrars, on the Record Date fixed for the purpose of redemption of NCDs. In such case, the NCD certificates would be deemed to have been cancelled. For further details, please refer to sub-section titled "Payment on Redemption" beginning on page 160 of this Draft Prospectus.

2. NCDs held in Demat form:

No action is required on the part of NCD Holder(s) at the time of redemption of NCDs.

Payment on Redemption

The manner of payment of redemption is set out below:

1. NCDs held in physical form:

The payment on redemption of the NCDs will be made by way of cheque/pay order/ electronic modes. However, if our Company so requires, the aforementioned payment would only be made on the surrender of NCD certificate(s), duly discharged by the sole holder / all the joint-holders (signed on the reverse of the NCD certificate(s)). Despatch of cheques/pay order, etc. in respect of such payment will be made on the Redemption Date or (if so requested by our Company in this regard) within a period of eleven (11) Working Days from the date of receipt of the duly discharged NCD certificate, whichever date is later.

We may at our discretion redeem the NCDs without the requirement of surrendering of the NCD certificates by the holder(s) thereof. In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the Redemption Date to those Debenture Holders whose names stand in the register of Debenture Holders maintained by our Registrars on the Record Date fixed for the purpose of Redemption. Hence the transferees, if any, should ensure lodgment of the transfer documents with our Registrars at least seven (7) days prior to the Record Date. In case the transfer documents are not so lodged, atleast seven (7) days prior to the Record Date, and we dispatch the redemption proceeds to the transferor, claims in respect of the redemption proceeds should be settled amongst the parties inter-se and no claim or action shall lie against us or the Registrars.

2. NCDs held in Demat form:

On the redemption date, redemption proceeds would be paid by cheque /pay order / electronic mode to those NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us. These names would be as per the Depositories' records on the Record Date fixed for the purpose of redemption. These NCDs will be simultaneously extinguished to the extent of the amount redeemed through appropriate debit corporate action upon redemption of the corresponding value of the NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of NCD Holders.

Our liability to NCD Holder(s) towards his/their rights including for payment or otherwise shall stand extinguished from the date of redemption in all events and when we dispatch the redemption amounts to the NCD Holder(s). Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCD(s).

Right to Re-issue NCD(s)

Subject to the provisions of Companies Act, 2013 where we have fully redeemed any NCD(s), we shall have and shall be deemed always to have had the right to keep such NCDs in effect without extinguishment thereof, for the purpose of resale or re-issue and in exercising such right, we shall have and be deemed always to have had the power to re-sell or reissue such NCDs either by reselling or reissuing the same NCDs or by issuing other NCDs in their place, in accordance with the applicable rules and regulations. The aforementioned right includes the right to re-issue original NCDs.

Transfer / Transmission of NCD(s)

The NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act, 2013. The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Articles and the Companies Act, 2013 shall apply, mutatis mutandis (*to the extent applicable to debentures*) to the NCD(s).

1. For NCDs held in physical form:

In respect of the NCDs held in physical form, a suitable instrument of transfer as may be prescribed by law and rules / us, in the absence of such law and rules, may be used for the same. NCD Holders, at any time after the listing of the NCDs on the Stock Exchange, can apply for converting NCDs into physical form, by applying to their Depository Participant (DP), for re-materialisation.

2. For NCDs held in Demat form:

The NCDs held in dematerialised form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DP of the transfer or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/redemption will be made to the person, whose name appears in the register of debenture holders maintained by the Depositories/ Company, as the case may be. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with us or Registrar.

The normal procedure followed for transfer of securities held in dematerialised form shall be followed for transfer of the NCDs held in Demat form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

In case the transferee does not have a DP account, the seller can re-materialise the NCDs and thereby convert his dematerialised holding into physical holding. Thereafter the NCDs can be transferred in the manner as stated above.

In case the buyer of the NCDs in physical form wants to hold the NCDs in dematerialised form, he can choose to dematerialise the securities through his DP.

Joint-holders

Where two (2) or more persons are holders of any NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

Sharing of Information

We may, at our option, use on our own, as well as exchange, share or part with any financial or other information about the NCD Holders available with us and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither we or our affiliates nor their agents shall be liable for use of the aforesaid information.

Notices

All notices to the Debenture Holder(s) required to be given by us or the Debenture Trustee will be sent by post, courier or through email or other electronic media to the Registered Holders of the NCD(s) from time to time.

Issue of Duplicate NCD Certificate(s)

If any NCD certificate(s) is/are mutilated or defaced or the cages for recording transfers of NCDs are fully utilised, the same may be replaced by us against the surrender of such certificate(s). Provided, where the NCD certificate(s)

are mutilated or defaced, the same will be replaced as aforesaid only if the certificate numbers and the distinctive numbers are legible.

If any NCD certificate is destroyed, stolen or lost then upon production of proof thereof to our satisfaction and upon furnishing such indemnity/security and/or documents as we may deem adequate, duplicate NCD certificate(s) shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

Security

The principal amount of the Secured NCDs to be issued in terms of this Prospectus together with all interest due on the Secured NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of exclusive charge over the Security Land of our Company.

Our Company will create the security for the Secured NCDs in favour of the Debenture Trustee for the Secured NCD Holders over the Security Land to ensure 100% security cover of the amount outstanding in respect of Secured NCDs at any time plus accrued interest thereon. Our Company intends to enter into an agreement with the Debenture Trustee ("**Debenture Trust Deed**"), the terms of which will govern the appointment of the Debenture Trustee and the issue of the Secured NCDs. Our Company proposes to complete the execution of the Debenture Trust Deed before finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange and utilize the funds only after the stipulated security has been created.

Under the terms of the Debenture Trust Deed, our Company will covenant with the Debenture Trustee that it will pay the Secured NCD Holders the principal amount on the Secured NCDs on the relevant Redemption Date and also that it will pay the interest due on Secured NCDs on the rate which shall be specified in the Prospectus and in the Debenture Trust Deed. The Debenture Trust Deed will also provide that our Company may withdraw any part or parcel of the Security Land, including the FSI thereon and replace the same with another asset which may be movable or immovable property, of the same or a higher value depending upon the outstanding amount of the NCDs i.e. redemption and interest thereon.

Debenture Trustees for the NCD Holders

We have appointed GDA Trusteeship Limited to act as the Debenture Trustees for the Secured NCD Holders. The Debenture Trustee and our Company will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The Secured NCD Holders shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the Secured NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Secured NCD Holders. Any payment made by us to the Debenture Trustee on behalf of the Secured NCD Holders shall discharge us pro tanto to the Secured NCD Holders. The Debenture Trustee will protect the interest of the Secured NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

Events of Default

If one (1) or more of the events specified herein happen(s), the Debenture Trustee may, in their discretion, and shall, upon request in writing of the holders of the Non-Convertible Debentures of an amount representing not less than the majority interest or by a special resolution duly passed at the meeting of the Non-Convertible Debenture Holders, by a notice in writing to our Company declares the Redemption Amount and all interest on the Non-Convertible Debentures to be due and payable forthwith.

- i) Default is committed in payment of the Redemption Amount of the Non-Convertible Debentures on the Redemption Date;
- ii) Two (2) consecutive defaults are committed in payment of Interest Amount on the NCDs on the Interest Payment Date;

- iii) Default is committed in the performance or observance of any covenant, condition or provision contained in these presents and/or the Financial Covenants and Conditions and the Offer Document (other than the obligation to pay Redemption Amount and Interest) and, except where the Debenture Trustee certify that such default is in their opinion incapable of remedy (in which case no notice shall be required), such default continues for thirty (30) days after written notice has been given thereof by the Debenture Trustee to our Company requiring the same to be remedied;
- iv) Any indebtedness of our Company for borrowed monies i.e. indebtedness for and in respect of monies borrowed or raised (*whether or not for cash consideration*) by whatever means (*including acceptances, credits, deposits and leasing*) becomes due prior to its stated maturity by reason of default of the terms thereof or any such indebtedness is not paid at its stated maturity or there is a default in making payments due under any guarantee or indemnity given by our Company in respect of the indebtedness of borrowed monies of any person and such default has not been cured or waived;
- v) If there is reasonable apprehension that our Company is unable to pay its debts or proceedings for taking it into liquidation, either voluntarily or compulsorily, may be or have been admitted by the court/ Tribunal;
- vi) Our Company has voluntarily or involuntarily become the subject of proceedings under any bankruptcy or insolvency law and such proceeding is admitted by the court/ Tribunal or our Company is voluntarily or involuntarily dissolved; and a court/ Tribunal having jurisdiction shall enter a decree or order for relief in respect of our Company and such decree or order shall remain in force and in effect for a period of thirty (30) consecutive days or our Company has consented to the entry of an order for relief in an involuntary case under any such laws, or shall consent to the appointment of or taking possession by a receiver, liquidator, trustee, custodian, sequestrator or similar official of our Company or for any substantial part of its property or has made any general assignment for the benefit of the creditors, or has failed generally to pay its debts as they become due or shall take any corporate action in furtherance of any of the above.
- vii) Our Company is unable to or has admitted in writing its inability to pay its debts as they mature;
- viii) Our Company has taken or suffered any action to be taken for its liquidation or dissolution;
- ix) A receiver or a liquidator has been appointed or allowed to be appointed of all or any part of the undertaking of our Company;
- x) If, any extra-ordinary circumstances have occurred which make it improbable for our Company to fulfill its obligation under these presents and/or the Non-Convertible Debentures;
- xi) Our Company ceases or threatens to cease to carry on its business or gives notice of its intention to do so;
- xii) If, our Company is unable to pay its debts within the meaning of the Companies Act 2013 or if our Company is carrying on business at a loss and it appears to the Debenture Trustee that continuation of its business will endanger the security hereby created;
- xiii) If our Company creates or attempts to create any charge on the mortgaged premises or any part thereof without the prior approval of the trustees/debenture holders;
- xiv) If in the opinion of the trustees the security of debenture holders is in jeopardy;
- xv) If any material litigation, arbitration, investigative or administrative proceedings is current, pending or threatened and is not discharged or resolved within a period as may be mutually agreed between our Company and the Debenture Trustee at the relevant point in time:
 - to restrain our Company's entry into or exercise of any of our Company's rights under or compliance by our Company of any of its obligations under the Debenture Trust Deed; and
 - which the majority debenture holders otherwise determine has or if adversely determined could reasonably be expected to have a material adverse effect.

- xvi) If the Debenture Trust Deed and Mortgage Deed is not executed/perfected before transfer of funds from the Escrow account as specified in this Draft Prospectus/ Prospectus.

Future Borrowings

We shall be entitled to make further issue of secured NCDs and/or raise term loans or raise further funds from time to time from any persons, banks, financial institutions or bodies corporate or any other agency without the consent of, or notification to or consultation with the holders of Secured NCDs or the Debenture Trustee by creating a charge on any assets of our Company other than the Security Land, provided the stipulated security cover is maintained.

We shall be entitled to make an issue of unsecured debentures and/or raise unsecured term loans or raise unsecured funds from time to time from any persons, banks, financial institutions or bodies corporate or any other agency without the consent of, or notification to or in consultation with the holders of Secured NCDs or the Debenture Trustee.

Interest on Application Money

1. Interest on application monies received which are used towards allotment of NCDs

Our Company shall pay interest on Application Money on the amount allotted, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable, to any Applicant to whom NCDs are allotted pursuant to the Issue from the date of realization of the cheque(s)/demand draft(s) or after three (3) days from the date of receipt of the application (*being the date of upload of each Application on the electronic Application platform of the Stock Exchange*) whichever is later up to one (1) day prior to the Deemed Date of Allotment, at the rate of [●] % p.a.

Please note no interest is to be paid on Application Monies to the ASBA Applicants.

Our Company may enter into an arrangement with one (1) or more banks in one or more cities for direct credit or suitable electronic transfers of interest to the accounts of the applicants. Alternatively, the interest warrant will be dispatched along with the Letter(s) of Allotment, by Speed Post, at the sole risk of the applicant, to the sole / first applicant.

2. Interest on application monies received which are liable to be refunded

Our Company shall pay interest on Application Money which is liable to be refunded to the, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable, from the date of realization of the cheque(s)/demand draft(s) or after three (3) days from the date of receipt of the application (*being the date of upload of each Application on the electronic Application platform of the Stock Exchange*) whichever is later upto one (1) day prior to the Deemed Date of Allotment, at the rate of [●] % per annum. Such interest shall be paid along with the monies liable to be refunded. Interest warrant will be dispatched / credited (in case of electronic payment) along with the Letter(s) of Refund at the sole risk of the applicant, to the sole/first applicant. However no interest is to be paid on application monies to the ASBA Applicants.

Provided that, notwithstanding anything contained hereinabove, our Company shall not be liable to pay any interest on monies liable to be refunded in case of (a) invalid applications or applications liable to be rejected, and/or (b) applications which are withdrawn by the applicant. For further details, please refer to section titled "Issue Procedure" beginning on page 170 of this Draft Prospectus.



TERMS OF THE ISSUE

Authority for the Issue

The Board of Directors has pursuant to a resolution passed under Section 179(3)(c) of the Companies Act, 2013 at its meeting held on April 8, 2014, authorized the Issue.

Our shareholders have authorised this Issue by a special resolution adopted under the Section 293(1)(d) of the erstwhile Companies Act, 1956 passed at the Annual General Meeting (AGM) held on September 27, 2008 wherein the Board has authorised to borrow sums of money as they may deem necessary for the purpose of the business of our Company, which together with the monies already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business), may exceed at any time, the aggregate of the paid-up capital of our Company and its free reserves (that is to say, reserves, not set apart for any specific purposes) by a sum not exceeding ₹2,000 Crores.

Principal Terms & Conditions of this Issue

The NCDs being offered as part of the Issue are subject to the provisions of the SEBI Debt Regulations, the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debenture Rules) 2014, the Memorandum and Articles of Association of our Company, the terms of this Draft Prospectus, the Application Forms, the terms and conditions of the Debenture Trusteeship Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI/the Government of India/ BSE, RBI, and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

Ranking of NCDs

Senior (*the claims of the NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements*).

The NCDs would constitute secured obligations of our Company and shall rank *pari passu* inter se, present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of exclusive charge on Security Land and to be more particularly described in the Debenture Trust Deed.

Debenture Redemption Reserve ("DRR")

Section 71 of the Companies Act, 2013 states that any company that intends to issue debentures must create a DRR to which adequate amounts shall be credited out of the profits of the company until the redemption of the debentures. As per the Ministry of Company Affairs General Circular No. 4/2013 No. 11/02/2012-CL-V(A) dated February 11, 2013, our Company is required to create a DRR of 25% of the value of debentures issued through the public issue. As further clarified by the Circular, the amount to be credited as DRR will be created out of the profits of our Company. The requirement to create DRR is applicable only if there is profit for a particular year and there is no obligation on the part of our Company to create DRR if there is no profit for a particular year.

The Ministry of Company Affairs General Circular No. 4/2013 No. 11/02/2012-CL-V(A) dated February 11, 2013 further provides that companies are required to create/maintain DRR shall before the 30th day of April of each year, deposit or invest, as the case may be; a sum which shall not be less than fifteen per cent of the amount of its debentures maturing during the year ending on the 31st day of March next following in anyone or more of the following methods, namely:

1. in deposits with any scheduled bank, free from charge, or lien;
2. in unencumbered securities of the Central Government or of any State Government;
3. in unencumbered securities mentioned in clauses (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882;

4. in unencumbered bonds issued by any other company which is notified under clause (I) of section 20 of the Indian Trusts Act, 1882;

The amount deposited or invested, as the case may be, shall not be utilized for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15 per cent of the amount of debentures maturing during the 31st day of March of that year.

Face Value

The face value of each NCD to be issued under this Issue shall be ₹5,000 for Option I, II and IV; and ₹25,000 for Option III.

NCD holder not a Shareholder

The NCD holders will not be entitled to any of the rights and privileges available to the equity and/or preference shareholders of our Company.

Rights of NCD holders

Some of the significant rights available to the NCD holders are as follows:

1. The NCDs shall not, except as provided in the Companies Act, 2013, confer upon the NCD holders thereof any rights or privileges available to our members including the right to receive notices or annual reports of, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the NCDs is to be placed before the members, the said resolution will first be placed before the concerned registered NCD holders for their consideration. In terms of Section 136(2) of the Companies Act, 2013, holders of NCDs shall be entitled to a copy of the balance sheet and copy of trust deed on a specific request made to our Company.
2. Subject to applicable statutory/regulatory requirements, including requirements of the RBI, the rights, privileges and conditions attached to the NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution passed at a meeting of the concerned NCD holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the NCDs, if the same are not acceptable to us.
3. The registered NCD holder or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect of such NCDs, either in person or by proxy, at any meeting of the concerned NCD holders and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the NCD holders shall be in proportion to the outstanding nominal value of NCDs held by him/her.
4. The NCDs are subject to the provisions of the SEBI Debt Regulations, the Companies Act, 2013, the Companies (Share Capital and Debenture Rules) 2014, the Memorandum and Articles of Association of our Company, the terms of this Draft Prospectus, the Application Forms, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the NCDs.
5. A register of NCD holders ("**Register of Debenture holder**") will be maintained in accordance with Section 88 of the Companies Act, 2013 and all interest/ redemption amounts and principal sums becoming due and payable in respect of the NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the Register of NCD holders as on the record date. Further as the NCDs issued are also being issued in Demat form, the Depositories shall also maintain the updated register of holders of the NCDs in Demat Form.

6. Subject to compliance with RBI requirements, NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the NCDs after providing at least twenty one (21) days prior notice for such roll over and in accordance with the SEBI Debt Regulations. Our Company shall redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.
7. The aforementioned rights of the NCD holders are merely indicative. The final rights of the NCD holders will be as per the terms of the Prospectus and the Debenture Trust Deed to be executed between our Company and the Debenture Trustee.

Minimum Subscription

If our Company does not receive the minimum subscription of 75% of the Base Issue (*₹10,000 lakhs*), i.e. ₹7,500 lakhs within the period of thirty (30) days from the date of issue of the Prospectus or such other period as may be specified by the SEBI, the Application Amounts received by our Company shall be returned within such time and manner as may be prescribed in accordance with Section 39(3) of the Companies Act, 2013. If there is delay in the refund of Application Amounts, our Company becomes liable to pay interest for the delayed period, at rate prescribed under applicable law.

Market Lot and Trading Lot

Since trading of the NCDs is in dematerialised form, the tradable lot is one (1) NCD.

NCDs which are allotted in physical form shall not be eligible for being traded on the floor of Stock Exchange unless such NCDs are converted into dematerialized form, but shall be freely transferable otherwise, subject to applicable statutory and/or regulatory requirement. Please note that the NCDs shall cease to trade from the Record Date (for payment of the principal amount and the applicable interest for such NCDs) prior to redemption of the NCDs.

Allotment in the Issue will be in Demat form in multiples of one (1) NCD. For further details of allotment, please refer to section titled "Issue Procedure" beginning on page 170 of this Draft Prospectus.

Nomination facility to NCD holder

In accordance with Section 72 of the Companies Act, 2013, the sole NCD holder or first NCD holder, along with other joint NCD holders (being individual(s)) may nominate any one person (being an individual) who, in the event of death of the sole holder or all the joint-holders, as the case may be, shall become entitled to the NCD. A person, being a nominee, becoming entitled to the NCD by reason of the death of the NCD holder(s), shall be entitled to the same rights to which he would be entitled if he were the registered holder of the NCD. Where the nominee is a minor, the NCD holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the NCD(s), in the event of his death, during the minority. A nomination shall stand rescinded upon sale of a NCD by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. When the NCD is held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all the holders. Fresh nominations can be made only in the prescribed form available on request at our Registered/ Corporate Office or at such other addresses as may be notified by us.

NCD holder(s) are advised to provide the specimen signature of the nominee to us to expedite the transmission of the NCD(s) to the nominee in the event of demise of the NCD holder(s). The signature can be provided in the Application Form or subsequently at the time of making fresh nominations. This facility of providing the specimen signature of the nominee is purely optional.

In accordance with Section 72 of the Companies Act, 2013, any person who becomes a nominee by virtue of the provisions of the same Section, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the NCDs; or
- to make such transfer of the NCDs, as the deceased holder could have made.



Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the NCDs, and if the notice is not complied with, within a period of ninety (90) days, the Board may thereafter withhold payment of all interests or redemption amounts or other monies payable in respect of the NCDs, until the requirements of the notice have been complied with.

For nominations made in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective Depository Participant.

Succession

Where NCDs are held in joint names and one of the joint NCD Holder dies, the survivor(s) will be recognized as the NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased NCD Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the NCDs. In the event of demise of the sole or first holder of the NCDs, our Company will recognise the executors or administrator of the deceased NCD Holders, or the holder of the succession certificate or other legal representative as having title to the NCDs only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. Our Directors, in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation. In case of death of NCD Holders who are holding NCDs in dematerialised form, third person is not required to approach our Company to register his name as successor of the deceased NCD holder. He shall approach the respective Depository Participant of the NCD Holder for this purpose and submit necessary documents as required by the Depository Participant.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts of jurisdiction in Pune, India.

Application in the Issue

NCDs being issued through this Draft Prospectus can be applied for, through a valid Application Form filled in by the applicant along with attachments, as applicable.

Period of Subscription

The subscription list shall remain open for a period as indicated below, with an option for early closure or extension by such period, as may be decided by the duly authorised committee of Directors of our Company, subject to necessary approvals. In the event of such early closure of the Issue or extension of the Issue, our Company shall ensure that notice of such early closure/extension is given one (1) day prior to such early date of closure through advertisement/s in a leading national daily newspaper.

Issue Opening Date	[●], 2014
Issue Closing Date*	[●], 2014 [#]

**The subscription list for the Issue shall remain open for subscription upto 5.00 p.m., with an option for early closure or extension by such period, upto a period of thirty (30) days from the date of the Prospectus, as may be decided at the discretion of the duly authorised committee of Directors of our Company subject to necessary approvals. In the event of such early closure of the Issue or extension of the Issue, our Company shall ensure that notice of such early closure or extension of the Issue is given as the case may be on or before such early date of closure or the initial Closing Date through advertisement/s in a leading national daily newspaper.*

**Application and any further changes to the Applications shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST")) during the Issue Period as mentioned above by the Members of the Syndicate, Trading Members and designated branches of SCSBs, except that on the Issue Closing Date when the Applications and any further changes in details in Applications, if any, shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and shall be uploaded until 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchange. It is clarified that the Applications not uploaded in the Stock Exchange*



Platform would be rejected.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are IST. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time.

Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days, i.e., Monday to Friday (excluding any public holiday). Neither our Company, nor any Member of the Syndicate, Trading Members or designated branches of SCSBs is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

Restriction on transfer of NCDs

There are no restrictions on transfers and transmission of NCDs and on their consolidation/ splitting except as may be required under RBI requirements and as provided in our Articles of Association. For further details, please refer to the section titled "Main Provisions of Articles of Association" beginning on page 238 of this Draft Prospectus.

ISSUE PROCEDURE

Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Investors are advised to make their independent investigations and ensure that their Application does not exceed the investment limits or maximum number of NCDs that can be held by them under applicable law or as specified in this Prospectus.

This chapter applies to all categories of Applicants. ASBA Applicants and Applicants applying through the Direct Online Application Mechanism (as defined hereinafter) should note that the ASBA process and the Direct Online Application Mechanism involve application procedures that are different from the procedure applicable to all other Applicants. Applicants applying through the ASBA process and the Direct Online Application Mechanism should carefully read the provisions applicable to such applications before making their application in this Issue. Please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form or ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB at the time of making the Application. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs.

ASBA Applicants should note that they may submit their ASBA Applications to the Members of the Syndicate or Trading Members of the Stock Exchange only at the Syndicate ASBA Application Locations, or directly to the Designated Branches of the SCSBs. Applicants other than direct ASBA Applicants are required to submit their Applications to the Members of the Syndicate or Trading Members (at the application centres of the Members of the Syndicate will be mentioned in the Application Form) or make online Applications using the online payment gateway of the Stock Exchange. Please note that the Applicants cannot apply in this Issue by filling in the application form directly through the online interface of BSE.

Please note that this section has been prepared based on the Circular No. CIR/IMD/DF-1/20/2012 dated July 27, 2012 issued by SEBI. The following Issue procedure is subject to the functioning and operations of the necessary systems and infrastructure put in place by the Stock Exchange for implementation of the provisions of the abovementioned circular, including the systems and infrastructure required in relation to Direct Online Applications through the online platform and online payment facility to be offered by Stock Exchange and is also subject to any further clarifications, notification, modification, direction, instructions and/or correspondence that may be issued by the Stock Exchange(s) and/or SEBI. Please note that the Applicants can apply for NCDs under the Issue, through the direct online applications mechanism of the Stock Exchange, if provided for by the Stock Exchange. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange and we will appropriately notify and/or intimate Investors in connection with the availability of Direct Online Applications Facility either through disclosures in this Prospectus and/or by way of a public announcement or advertisement.

Please note that as per the Circular No. CIR/IMD/DF/18/2013 dated October 29, 2013 issued by SEBI, Allotment in this Issue shall be made on the basis of date of upload of each Application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments shall be made on a proportionate basis.

SEBI, vide its bearing no. IMD/DOF-1/BM/AKS/OW/14256/2014 dated May 20, 2014, has permitted our Company to allot NCDs in physical form alongwithdematerilised form, pursuant to this Issue.

PLEASE NOTE THAT ALL TRADING MEMBERS OF THE STOCK EXCHANGE(S) WHO WISH TO COLLECT AND UPLOAD APPLICATION IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE WILL NEED TO APPROACH THE RESPECTIVE STOCK EXCHANGE(S) AND FOLLOW THE REQUISITE PROCEDURES AS MAY BE PRESCRIBED BY THE RELEVANT STOCK EXCHANGE.

THE MEMBERS OF THE SYNDICATE AND THE COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE TRADING MEMBERS IN CONNECTION WITH THE RESPOSIBILITY OF SUCH TRADING MEMBERS IN RELATION TO COLLECTION AND UPLOAD OF APPLICATIONS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE.

FURTHER, THE RELEVANT STOCK EXCHANGE SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GREIVANCES ARISING FROM APPLICATIONS THROUGH TRADING MEMBERS REGISTERED WITH SUCH STOCK EXCHANGE.

Please note that as per Para 4 of SEBI Circular No. CIR/CFD/DIL/12/2012 dated September 13, 2012, for making Applications by SCSBs on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB/s. Such account shall be used solely for the purpose of making Application in public issues and clear demarcated funds should be available in such account for ASBA Applications.

Who can apply?

The following categories of persons are eligible to apply in the Issue.

Category I – Institutional Investors

- Resident Public Financial Institutions as defined in Section 2(72) of the Companies Act, Statutory Corporations including State Industrial Development Corporations, Scheduled Commercial Banks;
- Co-operative Banks and Regional Rural Banks, which are authorised to invest in the NCDs;
- Provident Funds of minimum corpus of ₹2,500 lakhs , Pension Funds of minimum corpus of ₹2,500 lakhs, Superannuation Funds and Gratuity Fund, which are authorised to invest in the NCDs;
- Venture Capital funds and / or Alternative Investment Funds registered with SEBI;
- Insurance Companies registered with the IRDA;
- National Investment Fund (set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India and published in the Gazette of India);
- Insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, India;
- Mutual Funds, registered with SEBI.

Category II – Non-Institutional Investors

- Companies falling within the meaning of Section 2(20) of the Companies Act 2013; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;
- Educational institutions and associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment; which are authorized to invest in the NCDs;
- Trust including Public/private charitable/religious trusts which are authorised to invest in the NCDs;
- Association of Persons
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms in the name of the partners; and
- Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009).

Category III – Individual Investors

- Resident Indian individuals; and
- Hindu Undivided Families through the Karta.

Valid applications by DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women falling under any of the above three (3) categories shall be eligible for an additional coupon as mentioned under section titled "Issue Procedure" under sub-heading "Coupon of 0.25% p.a. for the DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women" beginning on page 154 of this Draft Prospectus. Such investors are required to mention the appropriate sub category code provided in the application form and provide the requisite KYC documents, failing which, such additional coupon shall not be payable.

Please note that participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of

persons or entities.

Applications cannot be made by:

- Minors without a guardian (A guardian may apply on behalf of a minor. However, the name of the guardian will need to be mentioned on the Application Form)*;
- Nonresident investors including NRIs, QFIs and FPIs who are (i) based in the USA and/or, (ii) domiciled in or resident of the USA, and/or, (iii) U.S. Persons or those who apply on account of or for the benefit of such persons, and/or, (iv) subject to any tax laws of the USA;
- Foreign nationals;
- Persons resident outside India including without limitation Foreign Institutional Investors, Non-Resident Indians, Qualified Foreign Investors, Foreign Venture Capital Funds and Overseas Corporate Bodies; and
- Persons ineligible to contract under applicable statutory/ regulatory requirements.

* *Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872.*

For Applicants applying for Secured NCDs in demat form, the Registrar shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchange by the Members of the Syndicate or the Trading Members, as the case may be. Details provided by the Depositories will be taken as final evidence of data.

Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of Secured NCDs that can be held by them under applicable statutory and or regulatory provisions.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of Secured NCDs pursuant to the Issue.

The Lead Manager and their respective associates and affiliates are permitted to subscribe in the Issue.

How to apply?

Applicants may use any of the following facilities for making Applications:

- a) ASBA Applications through the Members of Syndicate and Trading Members of the Stock Exchange(s), ("Syndicate ASBA");
- b) ASBA Applications through SCSBs, both in physical and electronic mode (wherever provided by the respective SCSB);
- c) Non-ASBA Applications through the Members of Syndicate and Trading Members of the Stock Exchange(s); and
- d) Non-ASBA Applications through the Members of Syndicate and Trading Members of the Stock Exchange(s) for applicants who intend to hold the NCDs in physical form.

Please note that there is a single Application Form for ASBA as well as non-ASBA Applicants who are Persons Resident in India.

i) **Availability of Prospectus and Application Forms**

Copies of the Abridged Prospectus containing the salient features of this Prospectus together with Application Forms and the copies of this Prospectus may be obtained from our Registered Office, the offices of the Lead Manager, Members of the Syndicate, designated branches of the SCSB and Trading members. Additionally this Prospectus will be available for download on the website of BSE at www.bseindia.com and the websites of the Lead Manager at www.sbicaps.com. The Abridged Prospectus and Application Forms shall be available on the website of BSE at www.bseindia.com, and the Members of the Syndicate.



A unique application number will be generated for every Application Form downloaded from the websites of the Stock Exchange and Members of the Syndicate. In addition, online demat account portals may also provide the facility of submitting the Application Forms online to their account holders.

The prescribed colour of the Application Form for the Applicants is as follows:

Category	Colour of the Application Form
ASBA Applicants as well as non-ASBA Applicant	White

Electronic Application Forms will also be available on the website of Stock Exchange. Trading members are required to download the Electronic Application Forms from stock exchange platforms and submit these forms along with cheques/drafts/payment instrument to the collecting banks.

Applicants are requested to note that in terms of the SEBI Circular No. CIR./IMD/DF-1/20/2012 dated July 27, 2013 ("**Debt Application Circular**"), SEBI has mandated issuers to provide, through a recognized stock exchange which offers such a facility, an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility ("**Direct Online Application Mechanism**"). In this regard, SEBI has, through the Debt Application Circular, directed recognized stock exchange in India to put in necessary systems and infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism. Eligible investors desirous of applying in the Issue through the Direct Online Application Mechanism shall be able to apply through the Direct Online Application Mechanism, as and when provided for by the Stock Exchange.

The information below is given for the benefit of the investors. Our Company and/or the Lead Manager are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus.

ii) **Grouping of Applications:**

For the purposes of the basis of allotment:

- **Applications received from Category I Applicants:** Applications received from Category I, shall be grouped together ("**Institutional Portion**");
- **Applications received from Category II Applicants:** Applications received from Category II, shall be grouped together ("**Non-Institutional Portion**"); and
- **Applications received from Category III Applicants:** Applications received from Category III, shall be grouped together ("**Individual Portion**");

For removal of doubt the "Institutional Portion", "Non-Institutional Portion" and "Individual Portion" are individually referred to as "Portion" and collectively referred to as "Portions".

Filing of the Prospectus with ROC

A copy of the Prospectus shall be filed with the RoC, in terms of Section 26 of the Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company will issue a statutory advertisement on or before the Issue Opening Date. This advertisement will contain the information as prescribed under SEBI Debt Regulations. Material updates, if any, between the date of filing of the Prospectus with ROC and the date of release of the statutory advertisement will be included in the statutory advertisement.

Procedure for Application

1. **Non-ASBA Applications**

a) **Applications through the Members of the Syndicate/ Trading Members of the Stock Exchange through Collecting Banks without using ASBA Facility**

All Application Forms, either in physical or downloaded Application Forms, duly completed and accompanied by account payee cheques / bank drafts shall be submitted with the Members of the Syndicate or Trading Members of the Stock Exchange before the closure of the Issue. The Members of the Syndicate/ Trading Members of the Stock Exchange, upon receipt of the Non-ASBA Applications, shall upload all the details of the applications on the online platform of the Stock Exchange. The Applications are to be submitted to the Members of the Syndicate or Trading Members on a timely manner so that the details can be uploaded by the closure of banking hours on to the Stock Exchange platform i.e. from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) during the Issue Period, following which they shall acknowledge the uploading of the Application Form by stamping the acknowledgement slip with the date and returning it to the Applicant. This acknowledgement slip shall serve as the duplicate of the Application Form for the records of the Applicant and the Applicant should preserve this and should provide the same for any grievances relating to their Application. The Members of the Syndicate/ Trading Members of the Stock Exchange shall thereafter submit the physical Application Form along with the cheque/ bank draft to the Escrow Collection Banks, which will realize the payment instrument and send the Application details to the Registrar.

b) **Applications for allotment of physical NCDs by Applicants who do not have a Demat Account**

All Applicants who do not have a Demat Account and intend to apply for NCDs in physical form, should submit the Application Forms duly completed in all respects, by providing all the information including PAN and Demographic Details and accompanied by account payee cheques / demand drafts and the Know Your Customer ("KYC") documents with the Members of the Syndicate, Trading Members of the Stock Exchange. The cheque/bank draft can be drawn on any bank, including Co-operative Banks which is a member or sub-member of the Bankers' clearing-house and located at the place where the Application Form is submitted, i.e. where the designated collection centres of the Escrow Collection Banks are located. Outstation cheques /bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected and the Escrow Collection Banks shall not be responsible for such rejections. Payments through stockinvest would also not be allowed as the same has been discontinued by the RBI vide notification No.DBOD.NO.FSC.BC. 42/24.47.001/2003-04 dated November 5, 2003. Cash/ Stockinvest/ Money Orders/ Postal Orders will not be accepted. In case payment is effected in contravention of conditions mentioned herein, the application is liable to be rejected and application money will be refunded and no interest will be paid thereon. A separate cheque/ bank draft must accompany each Application Form. No cash payments shall be accepted.

All cheques / bank drafts accompanying the application should be crossed "A/c Payee only" and all cheques / bank drafts accompanying the applications made by eligible applicants must be made payable to "**DSKDL – NCD Escrow Account**".

KYC Documents to be submitted by Applicants who do not have a Demat account and are applying for NCDs in the Physical Form

i) Self-attested copy of the proof of identification (*for individuals*);

Any of the following documents shall be considered as a verifiable proof of identification:

- Passport;
- Voter's ID;
- Driving Licences;
- Government ID Card;
- Defence ID Card;
- Photo PAN Card; and

- Photo Ration Card.
 - ii) Self-attested copy of the PAN card (in case of a minor, the guardian shall also submit the self-attested copy of his/ her PAN card);
 - iii) Self-attested copy of the proof of residence;
- Any of the following documents shall be considered as a verifiable proof of residence:
- ration card issued by the GoI;
 - valid driving license issued by any transport authority of the Republic of India;
 - electricity bill (not older than three months);
 - landline telephone bill (not older than three months);
 - valid passport issued by the GoI;
 - AADHAAR Letter issued by Unique Identification Authority of India ("UIDAI");
 - voter's Identity Card issued by the GoI;
 - passbook or latest bank statement issued by a bank operating in India;
 - leave and license agreement or agreement for sale or rent agreement or flat maintenance bill;
 - Registered Office address in case of applicants under Category I or Category II; or
 - life insurance policy.
- iv) Copy of a cancelled cheque of the bank account to which the amounts pertaining to payment of refunds, interest and redemption, as applicable, should be credited.

Applicants applying for allotment of NCDs in physical form, by signing the Application Form, confirm to our Company, the Lead Manager and the Registrar that they do not hold any Demat account in India.

The Members of the Syndicate/ Trading Members of the Stock Exchange shall on receipt of the completed Application Form along with the KYC Documents and the cheque/ draft, provide an acknowledgment of the application to the Applicant. After verification of the KYC documents submitted by the Applicant along with the application, the Members of the Syndicate/ Trading Members of the Stock Exchange shall upload all such details of the Applicant that is required for the purpose of allotment based on the Application Form on the online platform of the Stock Exchange.

The Members of the Syndicate/ Trading Members of the Stock Exchange shall thereafter submit the physical Application Form (*duly stamped by such Members of the Syndicate/ Trading Members of the Stock Exchange*) along with the cheque/ bank draft and the KYC Documents to the Escrow Collecting Bank(s), which will realise the payment instrument, and send the Application Form and the KYC documents to the Registrar. The Registrar shall check the KYC documents submitted and match Application details as received from the online platform of Stock Exchange with the Application Amount details received from the Escrow Collection Banks for reconciliation of funds received from the Escrow Collection Banks. In case of discrepancies between the two (2) data bases, the details received from the online platform of Stock Exchange will prevail. The Members of the Syndicate/ Trading Members are requested to note that all Applicants are required to be banked with only the banking branches of Escrow Collection Banks, details of which will be available at the websites of the BSE at www.bseindia.com. Accordingly, Applicants are requested to note that they must submit Application Forms to Trading Members who are located in towns/ cities which have at least one banking branch of the Escrow Collection Banks. Upon Allotment, the Registrar will dispatch Bond Certificates to the successful Applicants to their addresses as provided in the Application Form.

Please note that, in the event that KYC documents of an Applicant are not in order, the Registrar will withhold the dispatch of NCD Certificates pending receipt of complete KYC documents from such Applicant. In such circumstances, successful Applicants should provide complete KYC documents to the Registrar at the earliest. Please note that in such an event, any

delay by the Applicant to provide complete KYC documents to the Registrar will be at the Applicant's sole risk and neither our Company, the Registrar, the Escrow Collection Banks, or the Members of the Syndicate, will be liable to compensate the Applicants for any losses caused to them due to any such delay, or liable to pay any interest on the Application Amounts for such period during which the Bond Certificates are withheld by the Registrar. Further, our Company will not be liable for any delays in payment of interest on the NCDs allotted to such Applicants, and will not be liable to compensate such Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay in payment of interest on the NCDs.

The Members of the Syndicate and the Trading Members of the Stock Exchange shall ensure they shall accept Application Forms only in such cities/ towns where the banking branches (escrow banks) are available. Details of such banking branches are available on the website of BSE on www.bseindia.com.

Payment mechanism for non-ASBA Applicants

The cheque/bank draft can be drawn on any bank, including a co-operative bank which is situated at and is member or sub-member of the Bankers' clearing-house located at the place where the Application Form is submitted, i.e. at designated collection centres of the Escrow Collection Bank. Outstation cheques /bank drafts drawn on banks not participating in the clearing process will not be accepted and Applications accompanied by such cheques or bank drafts are liable to be rejected and the collecting bank shall not be responsible for such rejections. Payment through stockinvest would also not be allowed as the same has been discontinued by the RBI *vide* notification No. DBOD.NO.FSC.BC. 42/24.47.001/2003-04 dated November 5, 2003. Cash/ Stockinvest/ Money Orders/Postal Orders will not be accepted. In case payment is effected in contravention of conditions mentioned herein, the application is liable to be rejected and application money will be refunded and no interest will be paid thereon. A separate cheque / bank draft must accompany each Application Form. No cash payments shall be accepted.

All cheques / bank drafts accompanying the application should be crossed "A/c Payee only" and (a) all cheques / bank *drafts* accompanying the applications made by eligible applicants must be made payable to "**DSKDL- NCD Escrow Account**".

Kindly note, RBI has issued standard operating procedure in terms of paragraph 2(a) of RBI Circular No. DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013, detailing the procedure for processing CTS 2010 and Non-CTS 2010 instruments in the three CTS grid locations. As per this circular, processing of non-CTS cheques shall be done only on three days of the week. SEBI Circular No. CIR/CFD/DIL/3/2010 dated April 22, 2010 fixes the time between issue closure and listing at twelve (12) working Days. In order to ensure compliance with the above timelines, investors are advised to use CTS cheques or use ASBA facility to make payment. Investors using non-CTS cheques are cautioned that applications accompanied by such cheques are liable to be rejected due to any clearing delays beyond six (6) Working Days from the date of the closure of the Issue, in terms of the aforementioned SEBI circular.

Please note that neither our Company, Lead Manager, nor the Members of the Syndicate, nor the Registrar shall be responsible for redressal of any grievances that Applicants may have in regard to the non-ASBA Applications made to the Trading Members, including, without limitation, relating to non-upload of the Applications data. All grievances against Trading Members in relation to the Issue should be made by Applicants to the relevant Stock Exchange.

Escrow Mechanism

Each Applicant (*except for ASBA Applicants*) shall draw a cheque or demand draft for the Application Amount as per the following terms:

- a) All Applicants would be required to pay the full Application Amount at the time of the submission of the Application Form.

- b) The Applicants shall, with the submission of the Application Form, draw a payment instrument for the Application Amount in favour of the Escrow Accounts and submit the same along with their Application. If the payment is not made favouring the Escrow Accounts along with the Application Form, the Application will be rejected. Application Forms accompanied by cash, stock invest, money order or postal order will not be accepted.
- c) The payment instruments from the Applicants shall be payable into the Escrow Account drawn in favour of "**DSKDL - NCD Escrow Account**".
- d) Payments should be made by cheque, or a demand draft drawn on any bank (including a cooperative bank, which is a participant or sub-participant of the clearing house routine in that city/town), which is situated at cities/ towns where the banking branches (escrow banks) are available. Details of such branches of the Escrow Banks where the Application Form along with the cheque/ demand draft submitted by a Non-ASBA applicant shall be deposited by the Members of the Syndicate / Trading Members are available on the website of BSE at www.bseindia.com. Outstation cheques/ bank drafts shall be rejected.

Details of the branches of the Escrow Banks where the Application Form along with the cheque/ demand draft submitted by a Non-ASBA applicant shall be deposited by the Members of the Syndicate and Trading Members are available on the website of BSE at www.bseindia.com.

Upon creation of the Security as disclosed in the Debenture Trust Deed and receipt of necessary communication from the Lead Manager to the Issue, as per the provisions of the Escrow Agreement, the Escrow Collection Bank(s) shall transfer the monies from the escrow accounts to separate bank accounts i.e. The Public Issue Accounts.

The Fees for Lead Manager shall be paid out of the Public Issue Account once listing / trading approvals are received from Stock Exchange, upon receipt of instructions from the Lead Manager as provided for in the Escrow Agreement.

The balance amount in the Escrow Accounts, after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund and interest on Application Amount to the relevant Applicants shall also be made from the Refund Account as per the terms of the Escrow Agreement and this Prospectus.

The Escrow Collection Banks will act in terms of this Prospectus and the Escrow Agreement. The Escrow Collection Banks shall not exercise any lien whatsoever over the monies deposited therein.

ASBA Applications

Procedure for Application through the Members of the Syndicate/ Trading Members of the Stock Exchange using the Applications Supported by Blocked Amount ("ASBA") facility and Applications through SCSBs using ASBA facility

This section is for the information of the Applicants proposing to subscribe to the Issue through the ASBA Process ("**ASBA Investors**"). Please note that application through ASBA is optional for all categories of Applicants. The Lead Manager and our Company are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Investors are advised to make their independent investigations and to ensure that the Application Form is correctly filled up.

Our Company, our Directors, affiliates and associates and the Lead Manager, their respective directors, officers, affiliates and associates and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to applications accepted by SCSBs including, Applications uploaded by SCSBs, applications accepted but not uploaded by SCSBs or applications accepted and uploaded without blocking funds in the ASBA



Accounts. It shall be presumed that for applications uploaded by SCSBs, the amount payable on application has been blocked in the relevant ASBA Account.

Applicants can submit their Applications through the ASBA process by submitting the Application Forms in physical mode to the SCSB with whom the ASBA Account is maintained or through the Members of the Syndicate or Trading Members (*ASBA Applications through the Members of the Syndicate and Trading Members shall hereinafter be referred to as the "Syndicate ASBA"*), prior to or on the Issue Closing Date. ASBA Applications through the Members of the Syndicate and Trading Members is permitted only at the Syndicate ASBA Application Locations (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Vadodara and Surat). Kindly note that Application Forms submitted by ASBA Applicants to Members of the Syndicate and the Trading Members at the Syndicate ASBA Application Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained has not named at least one branch at that location for the Member of the Syndicate or the Trading Members to deposit the Application Form (A list of such branches is available at http://www.sebi.gov.in/cms/sebi_data/attachdocs/1380263338017.html or any other link as prescribed by SEBI from time to time). The Members of Syndicate and Trading Members shall accept ASBA Applications only at the Syndicate ASBA Application Locations and should ensure that they verify the details about the ASBA Account and relevant SCSB prior to accepting the Application Form.

Members of Syndicate and Trading Members shall, upon receipt of physical Application Forms from ASBA Applicants, upload the details of these Application Forms to the online platform of the Stock Exchange and submit these Application Forms with the SCSB with whom the relevant ASBA Accounts are maintained in accordance with the Debt Application Circular.

An ASBA Applicant shall submit the Application Form, which shall be stamped at the relevant Designated Branch of the SCSB. Application Forms in physical mode, which shall be stamped, can also be submitted to be Members of the Syndicate and the Trading Members at the Syndicate ASBA Application Locations. The SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form.

Our Company, our directors, affiliates, associates and their respective directors and officers, Lead Manager and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to ASBA Applications accepted by SCSBs and Trading Members, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount has been blocked in the relevant ASBA Account. Further, all grievances against Trading Members in relation to the Issue should be made by Applicants directly to the Stock Exchange.

Please note that you cannot apply for the NCDs through the ASBA process if you wish to be allotted the NCDs in physical form.

ASBA Application in electronic mode will only be available with such SCSBs who provide such facility. In case of application in such electronic form, the ASBA Applicant shall submit the Application Form with instruction to block the Application amount either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA Account held with SCSB, as would be made available by the concerned SCSB.

Applications are liable to be rejected, wherein the SCSBs are not able to block the funds for Application Forms which have been uploaded by the Member of the Syndicate or Trading Members of the Stock Exchange due to any reason.

Mode of payment

The Applicant applying under the ASBA Process agrees to block the entire amount payable on application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in an ASBA Account.

After verifying that sufficient funds are available in the ASBA Account, details of which are provided in the Application Form or through which the Application is being made in case of electronic ASBA Application, the SCSB shall block an amount equivalent to the amount payable on Application mentioned in the Application Form until it receives instructions from the Registrar. After finalisation of Basis of Allotment and upon receipt of intimation from the Registrar, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account. This amount will be transferred into the Public Issue Account maintained by us as per the provisions of Section 40(3) of the Companies Act, 2013. The balance amount remaining blocked in the ASBA Accounts, if any, after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue and the Lead Manager to the respective SCSB.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account with the SCSB, details of which have been provided by the Applicant in the Application Form, does not have sufficient funds equivalent to the amount payable on application mentioned in the Application Form. Subsequent to the acceptance of the application by the SCSB, the Registrar would have a right to reject the application on any of the technical grounds.

In the event of withdrawal or rejection of Application Form or for unsuccessful Application Forms, the Registrar shall give instructions to the SCSB to unblock the application money in the relevant ASBA Account within fifteen (15) Working Days of receipt of such instruction. There will be no interest paid on any such refunds.

Depository account and bank details for Applicants applying under the ASBA Process.

IT IS MANDATORY FOR ALL THE APPLICANTS APPLYING UNDER THE ASBA PROCESS TO RECEIVE THEIR NCDs IN DEMATERIALISED FORM. ALL APPLICANTS APPLYING UNDER THE ASBA PROCESS SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, PAN DETAILS, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM.

Applicants applying under the ASBA Process should note that on the basis of name of these Applicants, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository demographic details of these Applicants such as PAN, address for printing on Allotment advice and occupation ("Demographic Details"). Hence, Applicants applying under the ASBA Process should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with such Applicants including mailing of the letters intimating unblocking of their respective ASBA Accounts. The Demographic Details given by the Applicants in the Application Form would not be used for any other purposes by the Registrar. Hence, Applicants are advised to update their Demographic Details as provided to their Depository Participants.

By signing the Application Forms, the Applicants applying under the ASBA Process would be deemed to have authorised the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Letters intimating Allotment and unblocking the funds would be mailed at the address of the ASBA Applicant as per the Demographic Details received from the Depositories. The Registrar to the Issue will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent NCDs are not allotted to such ASBA Applicants. ASBA Applicants may note that delivery of letters intimating unblocking of the funds may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered.

Note that any such delay shall be at the sole risk of the ASBA Applicants and none of our Company, the SCSBs, the Members of the Syndicate or Trading Member shall be liable to compensate the Applicant applying under the ASBA Process for any losses caused due to any such delay or liable to

pay any interest for such delay.

In case no corresponding record is available with the Depositories that matches three parameters, (a) Client ID, (b) the DP ID and (c) the PAN Number, then such applications are liable to be rejected.

MANDATORY KYC DOCUMENTATION REQUIREMENTS FOR DSK EMPLOYEES, EXISTING EQUITY SHAREHOLDERS, SENIOR CITIZEN, SERVICEMEN AND EX-SERVICEMEN AND WOMEN

DSK Employees, Existing Equity Shareholders, Senior Citizen, Servicemen and Ex-servicemen and Women, shall be eligible for the extra coupon on the Secured NCDs that is allotted to them under Options I, III and IV. However, the additional coupon shall be available only to those Applicants who have submitted the following documents ("**Mandatory KYC Documents**"):

Type of Applicants*	Mandatory KYC Documents
Existing Equity Shareholders of our Company holding shares in physical form	Self-attested copy of the share certificate
DSK Employees	Self-attested copy of the employee Identity Card
Servicemen	Servicemen identity card issued by the armed forces
Retired Servicemen	Self-attested copy of the Ex-Servicemen identity card issued by the ZillaSainik Board
Senior Citizen	Self-attested copy of PAN/passport/AADHAR/voter Card
Women	Self-attested copy of photo id proof i.e. PAN/passport/AADHAR/voter Card

The Members of the Syndicate/ Trading Members of the Stock Exchange shall on receipt of the completed Application Form along with the Mandatory KYC Documents and the cheque/ draft, provide an acknowledgment of the application to the Applicant. After verification of the Mandatory KYC documents submitted by the Applicant along with the application, the Members of the Syndicate/ Trading Members of the Stock Exchange shall upload all such details of the Applicant that is required for the purpose of allotment based on the Application Form on the online platform of the Stock Exchange.

The Members of the Syndicate/ Trading Members of the Stock Exchange shall thereafter submit the physical Application Form (*duly stamped by such Members of the Syndicate/ Trading Members of the Stock Exchange*) along with the cheque/ bank draft and the KYC Documents to the Escrow Collection Bank(s).

**Submission of Mandatory KYC Documents is not required in case of those Existing Shareholders of our Company who are holding shares in demat form and Existing Employees of our Company*

Applications by various Applicant categories

1. Applications by Mutual Funds, registered with SEBI

No mutual fund scheme shall invest more than 15% of its NAV in debt instruments issued by a single Company which are rated not below investment grade by a credit rating agency authorised to carry out such activity. Such investment limit may be extended to 20% of the NAV of the scheme with the prior approval of the Board of Trustees and the Board of Asset Management Company.

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which application is being made. In case of Applications made by Mutual Fund registered with SEBI, a certified copy of their SEBI registration certificate must be submitted with the Application Form. The applications must be also accompanied by certified true copies of (i) SEBI Registration Certificate and trust deed (ii) resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application in

- whole or in part, in either case, without assigning any reason therefor.
- 2. Application by Scheduled Banks, Co-operative Banks and Regional Rural Banks**

Scheduled Banks, Co-operative Banks and Regional Rural Banks can apply in this public issue based upon their own investment limits and approvals. The application must be accompanied by certified true copies of (i) Board Resolution authorising investments; (ii) Letter of Authorisation; (ii) Charter Document and (iv) PAN Card. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Pursuant to SEBI Circular No. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

- 3. Application by Insurance Companies**

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with Application Form. The applications must be accompanied by certified copies of (i) Memorandum and Articles of Association (ii) Power of Attorney (iii) Resolution authorising investment and containing operating instructions (iv) Specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application for Allotment of NCDs in physical form in whole or in part, in either case, without assigning any reason therefor.

- 4. Applications by Alternative Investments Funds**

Applications made by an Alternative Investments Fund eligible to invest in accordance with the Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012, must be accompanied by certified true copies of: (i) the SEBI registration certificate of such Alternative Investment Fund; (ii) a resolution authorising the investment and containing operating instructions; and (iii) specimen signatures of authorised persons. Alternative Investment Funds applying for Allotment of the NCDs shall at all-time comply with the conditions for categories as per their SEBI registration certificate and the Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012.

- 5. Applications by Trusts**

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) Power of Attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to the Issue must ensure that (a) they are authorised under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of NCDs in physical form in whole or in part, in either case, without assigning any reason therefor.

- 6. Applications by Public Financial Institutions, Statutory Corporations, which are authorized to invest in the NCDs**

The Application must be accompanied by certified true copies of: (i) Any Act/Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized

person. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of NCDs in physical form in whole or in part, in either case, without assigning any reason therefor.

7. Applications by companies, bodies corporate and societies registered under applicable laws in India

The Application must be accompanied by certified true copies of: (i) Any Act/Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of NCDs in physical form in whole or in part, in either case, without assigning any reason therefor.

8. Indian Scientific and/or industrial research organizations, which are authorized to invest in NCDs

The Application must be accompanied by certified true copies of: (i) Any Act/Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of NCDs in physical form in whole or in part, in either case, without assigning any reason therefor.

9. Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009)

The Application must be accompanied by certified true copies of: (i) Partnership Deed; (ii) Any documents evidencing registration thereof under applicable statutory/regulatory requirements; (iii) Resolution authorizing investment and containing operating instructions (Resolution); (iv) Specimen signature of authorized person. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of NCDs in physical form in whole or in part, in either case, without assigning any reason therefor.

10. Applications under Power of Attorney

Incase of Applications made pursuant to a power of attorney by Category I Applicants, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/or bye laws must be lodged along with the Application Form, failing this, our Company reserves the right to accept or reject any Application for Allotment of NCDs in physical form in whole or in part, in either case, without assigning any reason therefor.

In case of Investments made pursuant to a power of attorney by Category II and Category III Applicants, a certified copy of the power of attorney must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in physical form in whole or in part, in either case, without assigning any reason therefor.

In case of an ASBA Application pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Application Form. Failing this, our Company, in consultation with the Lead Manager, reserves the right to reject such Applications.

11. Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorized to invest in the NCDs

Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorised to invest in the NCDs, for Allotment of the NCDs in physical form must be accompanied by certified true copies of: (i) any Act/rules under which they are incorporated; (ii) a power of attorney, if any, in favour of one or more trustees thereof, (ii) a board resolution authorising investments; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (iv) specimen signature of authorized person; (v) a certified copy of the registered instrument for creation of such fund/trust; and (vi) any tax exemption certificate issued by Income Tax authorities. Failing this, our

Company reserves the right to accept or reject any Applications for Allotment of the NCDs in physical form in whole or in part, in either case, without assigning any reason therefor.

12. Applications by National Investment Funds

Application made by a National Invest Fund for Allotment of the NCDs in physical form must be accompanied by certified true copies of: (i) a resolution authorising investment and containing operating instructions; and (ii) specimen signatures of authorized persons. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in physical form in whole or in part, in either case, without assigning any reason therefor.

13. Applications by Existing Shareholders of our Company

Application made by the Existing shareholders of our Company holding shares in physical form who intend to participate in the Issue, must be accompanied by self attested copy of the existing share certificate issued by our Company, to be eligible for additional coupon of 0.25%. Failing this, our Company reserves the right to not consider the Applicant for the additional coupon. Submission of Mandatory KYC Documents is not required in case of those Existing Shareholders

14. Applications by Senior Citizen

Application made by a Senior Citizen who intends to participate in the Issue, must be accompanied by self-attested copy of either their PAN/Passport/AADHAR/voter card, to be eligible for additional coupon of 0.25%. Failing this, our Company reserves the right to not consider the Applicant for the additional coupon.

15. Applications by Servicemen and Ex-servicemen

Application made by Servicemen and Ex-serviceman who intends to participate in the Issue, must be accompanied by a self attested copy of identity card issued by armed forces and Ex-Servicemen identity card issued by the Zilla Sainik Board respectively, to be eligible for additional coupon of 0.25%. Failing this, our Company reserves the right to not consider the Applicant for the additional coupon.

16. Applications by Women

Application made by a Women who intends to participate in the Issue, must be accompanied by self-attested copy of their photo id proof i.e. PAN/Passport/AADHAR/voter card, to be eligible for additional coupon of 0.25%. Failing this, our Company reserves the right to not consider the Applicant for the additional coupon.

17. Applications by Existing Employee

Application made by an Existing Employee of our Company who intends to participate in the Issue, must mention the employee ID No. at the appropriate place in the Application Form, to be eligible for additional coupon of 0.25%. Failing this, our Company reserves the right to not consider the Applicant for the additional coupon.

Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the aforementioned documents along with the Application Form subject to such terms and conditions that our Company and the Lead Manager may deem fit.

Applicants' PAN, Depository Account and Bank Account Details

1. Permanent Account Number

The Applicant should mention his or her Permanent Account Number (PAN) allotted under the IT Act

(except for Applications on behalf of the Central or State Government officials and the officials appointed by the courts in terms of a SEBI circular dated June 30, 2008 and Applicants residing in the state of Sikkim who in terms of a SEBI circular dated July 20, 2006 may be exempt from specifying their PAN for transacting in the securities market). In accordance with Circular No. MRD/DOP/Cir-05/2007 dated April 27, 2007 issued by SEBI, the PAN would be the sole identification number for the participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form, without the PAN will be rejected, irrespective of the amount of transaction. It is to be specifically noted that the applicants should not submit the GIR number instead of the PAN as the Application will be rejected on this ground.

2. Applicant's Depository Account Details

ALL APPLICANTS APPLYING FOR NCDS IN DEMATRIALISED FORM SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, PAN DETAILS, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM.

Applicant should note that on the basis of name of the applicant, PAN details, Depository Participant's name, Depository Participant-Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository, demographic details of the investor such as address, PAN, bank account details for printing on refund orders or used for refunding through electronic mode, as applicable and occupation ("**Demographic Details**"). Hence, Applicants should carefully fill in their Depository Account details in the Application Form. Applicants are advised to update their Demographic Details as provided to their Depository Participants and ensure that they are true and correct.

These Demographic Details would be used for all correspondence with the applicants including mailing of the refund orders/ Allotment Advice and printing of bank particulars on the refund/interest order and the Demographic Details given by applicant in the Application Form would not be used for these purposes by the Registrar.

Refund Orders/Allotment Advice would be mailed at the address of the applicant as per the Demographic Details received from the Depositories. Applicant may note that delivery of Refund Orders/Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the applicant in the Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at the applicant's sole risk and neither our Company nor the Lead Manager or the Registrar, Syndicate Member, Trading Members or SCSCBs shall be liable to compensate the applicant for any losses caused to the applicant due to any such delay or liable to pay any interest for such delay.

However in case of applications made under power of attorney, our Company in its absolute discretion, reserves the right to permit the holder of Power of Attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of Refund Orders /Allotment Advice, the demographic details obtained from the Depository of the applicant shall be used.

In case no corresponding record is available with the Depositories that matches all three (3) parameters, namely, the Depository Participant's identity (DP ID), Client ID and PAN, then such applications are liable to be rejected.

3. Applicant's Bank Account Details

For the Applicants applying for NCDs in dematerialised form, the Registrar to the Issue will obtain the Applicant's bank account details from the Depository. The applicant should note that on the basis of the name of the applicant, PAN details, Depository Participant's (DP) name, Depository Participants identification number and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the applicant's DP account, the applicant's bank account details. The investors are advised to ensure that bank account details are updated in their respective DP Accounts as these

bank account details would be printed on the refund order(s) or used for refunding through electronic mode, as applicable. Please note that failure to do so could result in delays in credit of refunds to applicants at the Applicant's sole risk and neither the Lead Manager, our Company, the Refund Banker(s) nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

Instructions for completing the Application Form

1. Submission of Application Form (Non-ASBA)

General Instructions

- Applications to be made in prescribed form only;
- The forms to be completed in block letters in English;
- Applications are required to be for a minimum of 5 NCDs for Option I, Option II and Option IV Secured NCDs and multiples of 1 NCD thereafter either taken individually or collectively. Application for Option III Secured NCDs shall be for a minimum of 1 NCD for and multiples of 1 NCD thereafter;
- Ensure that the details about Depository Participant and Beneficiary Account in the Applications for seeking allotment of NCDs in dematerialized mode are correct, as allotment of NCDs to these Applicants will be in the dematerialized form only;
- Information provided by the Applicants in the Application Form will be uploaded on to the Stock Exchange Platform system by the Members of the Syndicate, Trading Members of the Stock Exchange as the case may be, and the electronic data will be used to make allocation/ Allotment. The Applicants should ensure that the details are correct and legible;
- Applications should be made by Karta in case of HUF. Please ensure PAN details of the HUF is mentioned and not of Karta;
- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8th Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
- Every applicant should hold valid Permanent Account Number (PAN) and mention the same in the Application Form. In case of Joint Applicants, PAN of all Joint Applicants is compulsory;
- Applicants (other than those applying for Allotment of NCDs in physical form) should correctly mention their DP ID and Client ID in the Application Form. For the purpose of evaluating the validity of Applications, the Demographic Details of Applicants shall be derived from the DP ID and Client ID mentioned in the Application Form;
- Application should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details (in case of Applicants applying of Allotment of NCDs in demat form).
- Applicants applying for Allotment of NCDs in physical form should submit the KYC documents as mentioned above. The Registrar shall withhold dispatch of the Physical NCD certificates till the proper KYC documents are received;
- All applicants are required to tick the relevant column of "Category of Investor" in the Application Form;
- All applicants are required to tick the relevant box of the "Mode of Application" in the Application Form choosing either ASBA or Non-ASBA mechanism;
- All Application Forms (except in case of Application Forms through ASBA mechanism) duly completed together with cheque/bank draft for the amount payable on application must be delivered before the closing of the Issue to any of the Members of the Syndicate and Trading Members of the Stock Exchange, who shall upload the same on the Stock Exchange Platform before the closure of the Issue;
- All Applicants applying through Non-ASBA mechanism shall mention the Application Number, Sole/ first Applicant's name and the phone number on the reverse side of the cheque and demand draft;
- No receipt will be issued for the application money. However, Bankers to the Issue and/or their branches receiving the applications will acknowledge the same; and
- Where minor applicant is applying through guardian, it shall be mandatory to mention the PAN of the minor in the Application.

Further Instructions for ASBA Applicants

- ASBA Applicants should correctly mention the ASBA Account number and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form to the Designated Branch, otherwise the concerned SCSB shall reject the Application;
- If the ASBA Account holder is different from the ASBA Applicant, the Application Form should be signed by the ASBA Account holder, in accordance with the instructions provided in the Application Form. Not more than five applications can be made from one single ASBA Account;
- For ASBA Applicants, the Applications in physical mode should be submitted to the SCSBs or a member of the Syndicate or to the Trading Members of the Stock Exchange on the prescribed Application Form. SCSBs may provide the electronic mode for making application either through an internet enabled banking facility or such other secured, electronically enabled mechanism for application and blocking funds in the ASBA Account; and
- Application Forms should bear the stamp of the Member of the Syndicate, Trading Member of the Stock Exchange and/or SCSB. Application Forms which do not bear the stamp is liable to be rejected.

ALL APPLICATIONS BY CATEGORY I APPLICANTS SHALL BE RECEIVED ONLY BY THE LEAD MANAGER AND THEIR RESPECTIVE AFFILIATES.

All Applicants should apply for one or more option of NCDs in a single Application Form only.

To supplement the foregoing, the mode and manner of Application and submission of physical Application Forms is illustrated in the following chart.

Mode of Application	To whom the Application Form has to be submitted
ASBA Applications	i) to the Members of the Syndicate only at the Syndicate ASBA Application Locations; or ii) to the Designated Branches of the SCSBs where the ASBA Account is maintained, in physical and electronic mode (<i>if provided by the respective SCSBs</i>); or iii) to Trading Members only at the Syndicate ASBA Application Locations.
Non- ASBA Applications	i) to the Members of the Syndicate; or ii) to Trading Members.

2. Terms of Payment

The face value for the NCDs is payable on Application only. In case of allotment of lesser number of NCDs than the number applied, our Company shall refund/ unblock the excess amount paid on Application to the applicant.

Electronic registration of Application

- i) The Members of the Syndicate, SCSBs and Trading Members will register the Applications using the on-line facilities of Stock Exchange. The Lead Manager, our Company, and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to (i) the Applications accepted by the SCSBs and Trading Members, (ii) the Applications uploaded by the SCSBs and the Trading Members, (iii) the Applications accepted but not uploaded by the SCSBs or the Trading Members, (iv) with respect to ASBA Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts or (iv) with respect to ASBA Applications accepted and uploaded by Members of the Syndicate for which the Application Amounts are not blocked by the SCSBs.
- ii) The Stock Exchange will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of Members of the Syndicate, Trading Members and the SCSBs during the Issue Period. On the Issue Closing Date, the Members of the Syndicate, Trading Members and the Designated Branches of the SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Members of the Syndicate, Trading Members

and the Designated Branches of the SCSBs on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.

- iii) Based on the aggregate demand for Applications registered on the electronic facilities of the Stock Exchange, a graphical representation of consolidated demand for the NCDs, as available on the websites of the Stock Exchange, would be made available at the Application centres as provided in the Application Form during the Issue Period.
- iv) At the time of registering each Application, SCSBs, the Members of the Syndicate and Trading Members, as the case may be, shall enter the details of the Applicant, such as the Application Form number, PAN, Applicant category, DP ID, Client ID, number and Option(s) of NCDs applied, Application Amounts, details of payment instruments (*for Non-ASBA Applications*) and any other details that may be prescribed by the online uploading platform of the Stock Exchange.
- v) On request, a system generated TRS will be given to the Applicant as a proof of the registration of his Application. It is the Applicant's responsibility to obtain the TRS from the SCSBs, Members of the Syndicate or the Trading Members, as the case may be. The registration of the Applications by the SCSBs, Members of the Syndicate or Trading Members does not guarantee that the NCDs shall be allocated/ Allotted by our Company. Such TRS will be non-negotiable and by itself will not create any obligation of any kind.
- vi) The permission given by the Stock Exchange to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchange.
- vii) In case of apparent data entry error by either the Members of the Syndicate or the Trading Members, in entering the Application Form number in their respective schedules, other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchange.
- viii) Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for Allotment. The Members of the Syndicate, Trading Members and the Designated Branches of the SCSBs shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchange. In order to ensure that your application is properly loaded on the Stock Exchange, avoid making the application near the time of the closure.

General Instructions

Do's

- Check if eligible to apply;
- Read all the instructions carefully and complete the Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account in the allotment of NCDs in Dematerialised form through the Members of the Syndicate and Trading Members are correct, as allotment of NCDs to these applicants will be in the dematerialized form only;
- Ensure you have provided all KYC documents (*self-attested*) along with the Application Form and the date of birth is mentioned on the Application Form in case of Applications made for Allotment in physical mode;
- In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However the PAN number of the HUF should be mentioned in the Application Form and not

- that of the Karta;
- In case of Application by Existing shareholders, Existing Employee, Senior Citizen, Women, Servicemen and Ex-servicemen ensure that the appropriate portion in Application Form is filled in and the Application form is accompanied by the applicable Mandatory KYC Documents to be eligible for additional 0.25% coupon. Further, it will be the responsibility of the Applicant(s) to ensure KYC document(s) in case of Senior Citizen, Women, Servicemen and Ex-servicemen reach the Registrar by registered post only within fifteen (15) Working Days of the closing of the Issue, failing which they will not be eligible for the additional coupon;
- In case existing shareholders are applying in this Issue they shall mention their client ID/Folio ID.
- In case existing employees are applying in this Issue, they shall mention the employee ID no. as provided to them by our Company in the appropriate section in the Application Form;
- Ensure that the Applications are submitted to the Members of the Syndicate and Trading Members on a timely manner on the Issue Closing Date so that the details can be uploaded before the closure of the Bidding Period;
- Ensure that the Applicant's name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the first named applicant whose name appears in the Application Form has signed the Application form;
- Ensure that you mention your PAN allotted under the IT Act;
- Ensure that the Demographic Details are updated, true and correct in all respects (except in case where the application is for NCDs in physical form);
- Ensure the use of an Application Form bearing the stamp of the relevant SCSB, Trading Members of the Stock Exchange or the Members of the Syndicate (except in case of electronic ASBA Applications) to whom the application is submitted;
- Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities, as applicable to each category of investor, to apply for, subscribe to and/or seek allotment of NCDs pursuant to the Issue;
- In case you are submitting an Application Form to a trading member ensure that he is located in a town / city that has an escrow banking facility. (list of such locations are available on the websites of Stock Exchange, a link for the same being available in the Application Form;
- Ensure that you receive an acknowledgement from the Designated Branch, the Trading Member of the Stock Exchange or from the Members of the Syndicate, as the case may be, for the submission and upload of your Application Form;
- Applicants (other than the ASBA Applicants are requested to write sole / first Applicant's name, phone number and the Application number on the reverse of the Cheque/ Demand Draft through which the payment is made; and
- Applicants applying other than by ASBA are requested to apply using CTS cheques as non-CTS cheques are liable to be rejected due to any clearing delays beyond six working days from the date of the closure of the Issue

Do's for ASBA Applicants in addition to the above mentioned general instructions

- Ensure that you specify ASBA as the 'Mode of Application' and use the Application Form bearing the stamp of the relevant SCSB, Trading Members of the Stock Exchange or the Members of the Syndicate (except in case of electronic Application Forms) to whom the application is submitted;
- Ensure that your Application Form is submitted either at a Designated Branch of an SCSB where the ASBA Account is maintained, with a Trading Member of the Stock Exchange at the Syndicate ASBA Application Locations or with the Members of the Syndicate and not to the Escrow Collection Banks (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
- ASBA Applicants applying through a Member of the Syndicate/ Trading Member should ensure that the Application Form is submitted to such Member of the Syndicate/ Trading Member. ASBA Applicants should also ensure that Application Forms submitted to the Members of the Syndicate/ Trading Member will not be accepted if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the Members of the Syndicate/ Trading Member to

deposit the Application Form from ASBA Applicants (*a list of such designated branches is available at http://www.sebi.gov.in/cms/sebi_data/attachdocs/1380263338017.html or any other link as prescribed by SEBI from time to time*). ASBA Applicants Applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch, of a SCSB where the ASBA Account is maintained (A list of such branches is available at http://www.sebi.gov.in/cms/sebi_data/attachdocs/1380263338017.html or any other link as prescribed by SEBI from time to time).

- Ensure that the Application Form is signed by the ASBA Account holder in case the ASBA Applicant is not the account holder;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- Ensure that you have funds equal to or more than the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch, with a Trading Member of the Stock Exchange or to the Members of the Syndicate;
- Ensure that the Applications are submitted to the SCSBs, Members of the Syndicate and Trading Members on a timely manner on the Issue Closing Date so that the details can be uploaded before the closure of the Bidding Period;
- Ensure that the first named applicant whose name appears in the Application Form has signed the Application form.
- In case you are submitting the Application Form to a Member of the Syndicate, please ensure that the SCSBs with whom the ASBA Account specified in the Application Form is maintained, has a branch specified for collecting such Application Forms in the location where the Application Form is being submitted.
- In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, in case of an SCSB making an ASBA Application, such ASBA Application should be made through an ASBA Account utilised solely for the purpose of applying in public issues and maintained in the name of such SCSB Applicant with a different SCSB, wherein clear demarcated funds are available.
- Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form and that your signature in the Application Form matches with your available bank records;
- Ensure that you have correctly ticked, provided or checked the authorisation box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form; and
- Ensure that you receive an acknowledgement from the Designated Branch or the concerned Lead Manager or Trading Member of the Stock Exchange, as the case may be, for the submission of the Application Form.

Don'ts:

- Do not apply for lower than the minimum application size;
- Do not pay the Application Amount in cash or by money order or by postal order or by stockinvest;
- Do not fill up the Application Form such that the NCDs applied for exceeds the issue size and/or investment limit applicable to such investor under laws or regulations applicable to such investor or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application Form will be rejected on this ground;
- Do not submit the Application Forms without the full Application Amount;
- Do not send Application Forms by post; and
- Do not submit Application Forms in non-ASBA mode to any of the Collection Centres of the Bankers to the Issue/ Registrar/Company.

Don'ts for ASBA Applicants in addition to the above mentioned general instructions

- Payment of Application Amounts in any mode other than through blocking of the Application Amounts in the ASBA Accounts shall not be accepted under the ASBA;
- Do not send your physical Application Form by post. Instead submit the same to a Trading Member of the Stock Exchange or to a Member of the Syndicate, as the case may be;
- Do not submit more than five Application Forms per ASBA Account;
- Do not submit the Application Form with a Member of the Syndicate or Trading Member of the Stock Exchange, at a location other than where the Syndicate ASBA Application Locations; and

- Do not submit ASBA Applications to a Member of the Syndicate or the Trading Members of the Stock Exchange unless the SCSB where the ASBA Account is maintained as specified in the Application Form, has named at-least one Designated Branch, as displayed on the SEBI website (http://www.sebi.gov.in/cms/sebi_data/attachdocs/1380263338017.html or any other link as prescribed by SEBI from time to time) in the relevant area for the Members of the Syndicate or the Trading Members of the Stock Exchange to deposit the Application Forms.

Other Instructions

1. Joint Applications

Applications may be made in single or joint names not exceeding three (3). In the case of joint applications, all payments will be made out in favour of the first applicant. All communications will be addressed to the first named applicant whose name appears in the Application Form and at the address mentioned therein. PAN for all Joint applicants is compulsory.

2. Additional/ Multiple Applications

An applicant is allowed to make one (1) or more applications for the NCDs for the same or other Options of NCDs, subject to a minimum application size minimum application size for each application for Secured NCDs would be ₹25,000 and in multiples of ₹5,000.00 for Option I, Option II and Option IV Secured NCD and ₹25,000.00 for Option III Secured NCD, thereafter. Any application for an amount below the aforesaid minimum application size will be deemed as an invalid Application and shall be rejected.

Any application made by any person in his individual capacity and an application made by such person in his capacity as a karta of a Hindu Undivided family and/or as joint applicant, shall not be deemed to be a multiple application but for the purpose of deciding whether the applicant will be considered under the Individual Portion, two (2) or more Applications, as above, will be clubbed together.

For the purposes of allotment of NCDs under the Issue, applications shall be grouped based on the PAN, i.e. applications under the same PAN shall be grouped together and treated as one (1) application. Two (2) or more applications will be deemed to be multiple applications if the sole or first applicant is one and the same. For sake of clarity, two (2) or more Applications shall be deemed to be a multiple application for the aforesaid purpose if the PAN number of the sole or the first applicant is one and the same.

3. Depository Arrangements

The allotment of NCDs of our Company can be made in both dematerialised form (*i.e. not in the form of physical certificates but be fungible and be represented by the Statement issued through electronic mode*) as well as physical form.

We have made depository arrangements with NSDL and CDSL for issue and holding of the NCDs in dematerialised form. Please note that our Company is in the process of entering into Tripartite Agreements between our Company, the Registrar and both the depositories under the terms of which the Depositories shall act as depositories for the securities issued by our Company. Our Company shall include the details in relation to the same in the Prospectus.

As per the provisions of the Depositories Act, 1996, the NCDs issued by us can be held in a dematerialized form. In this context:

- Our Company is in the process of entering into the Tripartite Agreements to be executed into between us, the Registrar to the Issue and CDSL and NSDL, respectively for offering depository option to the investors,
- An applicant who wishes to apply for NCDs in the electronic form must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the application,

- The applicant seeking allotment of NCDs in the Electronic Form must necessarily fill in the Demographic Details in the Application Form,
- NCDs allotted to an applicant in the Electronic Account Form will be credited directly to the applicant's respective beneficiary account(s),
- For subscription in electronic form, names in the Application Form should be identical to those appearing in the account details in the depository.
- Non-transferable Allotment Advice/refund orders will be directly sent to the applicant by the Registrars to this Issue,
- If incomplete/incorrect details are given in the Application Form, it will be rejected.
- For allotment of NCDs in electronic form, the address, nomination details and other details of the applicant as registered with his/her DP shall be used for all correspondence with the applicant. The applicant is therefore responsible for the correctness of his/her demographic details given in the Application Form vis-à-vis those with his/her DP. In case the information is incorrect or insufficient, our Company would not be liable for losses, if any,
- It may be noted that NCDs in electronic form can be traded only on the Stock Exchange having electronic connectivity with NSDL or CDSL.
- Interest/ redemption amount or other benefits with respect to the NCDs held in dematerialised form would be paid to those Debenture Holders whose names appear on the list of beneficial owners given by the Depositories to us as on record date. In case of those NCDs for which the beneficial owner is not identified by the Depository as on the record date/ book closure date, we would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to us, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a period of ten (10) Working Days.
- The trading of the NCDs shall be in dematerialized form only.

4. Communications

- All future Communications in connection with Applications made in the Issue should be addressed to the Registrar to the Issue quoting all relevant details as regards the applicant and its application.
- Applicants can contact the Compliance Officer of our Company/Lead Manager or the Registrar to the Issue in case of any Pre-Issue related problems. In case of Post-Issue related problems such as non-receipt of Allotment Advice / credit of NCDs in depository's beneficiary account / refund orders, etc., applicants may contact the Compliance Officer of our Company/Lead Manager or Registrar to the Issue.
- Applicants who have submitted Application Forms with the Trading Members may contact the Trading Member for Issue related problems.

5. Rejection of Application

The Board of Directors and/or any committee of our Company reserves its full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereof.

Application may be rejected on one or more technical grounds, including but not restricted to:

- Applications not duly signed by the sole/joint applicants (*in the same sequence as they appear in the records of the depository*), signature of sole and/ or joint applicant(s) missing;
- Applications submitted without payment of the entire Application Amount. However, our Company may allot NCDs up to the value of application monies paid, if such application monies exceed the minimum application size as prescribed hereunder;
- In case of partnership firms (*except limited liability partnership firms*), NCDs may be registered in the names of the individual partners and any application in the name of the partnership firm shall be rejected;
- Date of Birth for First/ Sole Applicant for persons applying for allotment of NCDs in physical form not mentioned in the Application Form;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including

- minors (*without the name of guardian*) and insane persons;
- PAN of the Applicant not mentioned in the Application Form except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants;
- GIR number furnished instead of PAN;
- Minor applicant (applying through guardian) without mentioning the PAN of the minor applicant
- Applications for amounts greater than the maximum permissible amounts prescribed by applicable regulations;
- Applications by persons/entities who have been debarred from accessing the capital markets by SEBI;
- Applications by any persons outside India including Applications by OCBs;
- Non-resident investors including NRIs, FPIs and QFIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizen of the USA, and/or, (iv) subject to any taxation laws of the USA;
- Any application for an amount below the minimum application size;
- Application for number of NCDs, which are not in multiples of one (1);
- In case of Applicants applying the NCD in physical form, if the address of the Applicant is not provided in the Application Form.
- Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Application Form does not have applicant's depository account details (*i.e. DP ID & Client ID*) and has not opted for Allotment of NCDs in physical form;
- Applications accompanied by Stock invest/money order/postal order;
- Application Forms not delivered by the applicant within the time prescribed as per the Application Form and this Prospectus and as per the instructions in this Prospectus and the Application Form;
- In case the subscription amount is paid in cash;
- In case no corresponding record is available with the Depositories that matches three parameters namely, client ID, PAN and the DP ID in case of Application for Allotment in dematerialised form;
- Applications submitted directly to the Escrow Collection Banks, if such bank is not the SCSB;
- Application Form accompanied with more than one payment instrument;
- For applications in demat mode, DP ID/Client ID/PAN as per Electronic file does not match with depository records;
- Application not uploaded in to the Electronic file of the Stock Exchange;
- Applications directly uploaded to the Electronic file of the Stock Exchange and not through the Members of the Syndicate or Trading Members of the Stock Exchange;
- Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
- ASBA Application Forms not being signed by the ASBA Account holder;
- ASBA Applications not having details of the ASBA Account to be blocked;
- With respect to ASBA Applications, inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the ASBA Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
- Applications where clear funds are not available in the Applicant's bank account as per final certificates from Escrow Collection Banks;
- Authorization to the SCSB for blocking funds in the ASBA Account not provided;
- Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange, as applicable;
- Applications by Applicants whose demat accounts are inoperative or have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;
- In case of SCSBs applying for Allotment of NCDs, if the ASBA Account is not maintained in the name of such SCSB with a different SEBI registered SCSB; and
- ASBA Applications submitted to the Members of Syndicate or Trading Members of the Stock Exchange or at a Designated Branch of a SCSB where the ASBA Account is not maintained, and ASBA Applications submitted directly to an Escrow Collecting Bank (*assuming that such bank is not a SCSB*), or those submitted to our Company or the Registrar to the Issue.

Kindly note that The ASBA Applications being submitted with the Member of the Syndicate or with the Trading Members of the Stock Exchange should be submitted at the Syndicate ASBA Application Locations. Further, ASBA Applications submitted to the Members of the Syndicate or Trading Members of the Stock Exchange will not be accepted if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one Designated Branch for the Members of the Syndicate or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at http://www.sebi.gov.in/cms/sebi_data/attachdocs/1380263338017.html or any other link as prescribed by SEBI from time to time).

For further instructions regarding application for the NCDs, investors are requested to read the Application Form.

Allotment Advice / Refund Orders

The unutilised portion of the application money will be refunded to the Applicant on the Designated Date and no later than twelve (12) Working Days from the Issue Closing Date in the manner as provided below:

- a) In case of Applications made by Non-ASBA applicants on the Stock Exchange through the Members of the Syndicate/ Trading Members of the Stock Exchange by making payment though cheques, the unutilised portion of the application money (*includes refund amounts payable to unsuccessful Applicants and also the excess amount paid on Application*) will be credited to the Bank Account of the Applicant as per the banking account details (i) available with the Depositories for Applicants having Demat accounts and (ii) as provided in the Application Form for others by way of any of the following modes:
 - i) **Direct Credit:** Investors having bank accounts with the Refund Bankers shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by us.
 - ii) **NECS:** Payment of refund would be done through NECS for Investors having an account at any of the centres where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as available from the Depositories. The payment of refunds through this mode will be done for Applicants having a bank account at any centre where NECS facility has been made available (subject to availability of all information for crediting the refund through NECS).
 - iii) **NEFT:** Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. In case of online payment or wherever the Investors have registered their nine digit MICR number and their bank account number with the depository participant while opening and operating the demat account, the MICR number and their bank account number will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
 - iv) **RTGS:** If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Charges, if any, levied by the refund bank(s) for the same would be borne by us. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.
 - v) For all other Investors (Non-ASBA) the refund orders will be despatched through Speed Post/ Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/ first Investor and payable at par.
 - vi) Credit of refunds to Investors in any other electronic manner permissible under the banking laws, which are in force and are permitted by the SEBI from time to time.

- b) In case of ASBA Applications, the unutilised portion of the application money shall be unblocked by the SCSCBs on the basis of the instructions issued in this regard by the Registrar to the Issue and the Lead Manager to the respective SCSCBs.

Further,

- Allotment of NCDs shall be made within a time period of twelve (12) Working Days from the date of closure of the Issue;
- Credit to demat account will be given no later than twelve (12) Working Days from the date of the closure of the Issue;
- Our Company shall pay interest at fifteen percent (15%) per annum from the delayed period if Allotment is not made and refund orders are not dispatched and/or demat credits are not made to investors within twelve (12) Working Days of the Issue Closing Date or date of refusal of the Stock Exchange, whichever is earlier.

Our Company will provide adequate funds to the Registrars to the Issue, for this purpose.

Retention of over-subscription

Our Company is making a public Issue of NCDs aggregating upto ₹10,000 lakhs with an option to retain over-subscription of NCDs upto ₹10,000 lakhs, aggregating upto ₹20,000 lakhs.

Basis of Allotment

The registrar will aggregate the applications based on the Applications received through an electronic book from the Stock Exchange and determine the valid Applications for the purpose of drawing the basis of allocation. Grouping of the Application received will be then done in the following manner:

Grouping of Applications and Allocation Ratio: Applications received from various applicants shall be grouped together on the following basis:

For the purposes of the basis of allotment:

- Applications received from Category I Applicants: Applications received from Category I, shall be grouped together ("Institutional Portion");
- Applications received from Category II Applicants: Applications received from Category II, shall be grouped together ("Non-Institutional Portion"); and
- Applications received from Category III Applicants: Applications received from Category III, shall be grouped together ("Individual Portion");

For removal of doubt the "Institutional Portion", "Non-Institutional Portion" and "Individual Portion" are individually referred to as "Portion" and collectively referred to as "Portions".

For the purposes of determining the number of NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of NCDs to be allotted over and above the Base Issue Size, in case our Company opts to retain any over-subscription in the Issue upto ₹10,000 lakhs. The aggregate value of the Secured NCDs decided to be allotted over and above the Base Issue Size, (*in case our Company opts to retain any oversubscription in the Issue*), and/or the aggregate value of NCDs upto the Base Issue Size shall be collectively termed as the "**Overall Issue Size**".

Basis of Allotment for NCDs

- (a) Allotments in the first instance:

- (i) Applicants belonging to the Category I, in the first instance, will be allocated NCDs upto [●] % of

Overall Issue Size on first come first serve basis (*determined on the basis of date of receipt of each application duly acknowledged by the Lead Manager and their respective Affiliates/ SCSB (Designated Branch or online acknowledgement)*);

- (ii) Applicants belonging to the Category II, in the first instance, will be allocated NCDs upto [●]% of Overall Issue Size on first come first serve basis (*determined on the basis of date of receipt of each application duly acknowledged by the Members of the Syndicate/ Trading Members/ SCSB (Designated Branch or online acknowledgement)*);
- (iii) Applicants belonging to the Category III, in the first instance, will be allocated NCDs upto [●]% of Overall Issue Size on first come first serve basis (*determined on the basis of date of receipt of each application duly acknowledged by the Members of the Syndicate/ Trading Members/ SCSB (Designated Branch or online acknowledgement)*);

Allotments, in consultation with the Designated Stock Exchange, shall be made on a first-come first-serve basis, based on the date of upload of each application in to the Electronic Book with Stock Exchange, in each Portion subject to the Allocation Ratio.

(b) Under Subscription:

Under subscription, if any, in any Portion, priority in allotments will be given in the following order:

- (i) Individual Portion;
- (ii) Non-Institutional Portion; and
- (iii) Institutional Portion

on a first come first serve basis.

For each Portion, all applications uploaded in to the Electronic Book with Stock Exchange would be treated at par with each other. Allotment within a day would be on proportionate basis, where NCDs applied for exceeds NCDs to be allotted for each Portion respectively.

Minimum allotments of five (5) NCDs and in multiples of one (1) NCD thereafter in case of Option I, II and IV and minimum allotment of one (1) NCD in case of Option III would be made in case of each valid application.

(c) Allotments in case of over-subscription:

In case of an over-subscription, allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full allotment of NCDs to the applicants on a first come first basis for forms uploaded up to 5:00 p.m. of the date falling one (1) day prior to the date of over-subscription and proportionate allotment of the Secured NCDs to the Applicants on the date of over-subscription (*based on the date of upload of the Application on the Stock Exchange Platform, in each Portion*) and thereafter, if any. On the day of over-subscription, the minimum allotment will be one (1) NCD and in multiples of one (1) NCD thereafter in case of all the Options.

(d) Proportionate Allotments: For each Portion, on the date of oversubscription:

- (i) Allotments to the applicants shall be made in proportion to their respective application size, rounded off to the nearest integer;
- (ii) If the process of rounding off to the nearest integer results in the actual allocation of NCDs being higher than the Issue size, not all applicants will be allotted the number of NCDs arrived at after such rounding off. Rather, each Applicant whose allotment size, prior to rounding off, had the highest decimal point would be given preference; and
- (iii) In the event, there are more than one (1) Applicant whose entitlement remain equal after the manner of distribution referred to above, our Company will ensure that the basis of allotment is finalised by

draw of lots in a fair and equitable manner.

(e) Applicant applying for more than one (1) Options of NCDs:

If an applicant has applied for more than one (1) Options of NCDs, and in case such applicant is entitled to allocation of only a part of the aggregate number of NCDs applied for due to such applications received on the date of over-subscription, the option-wise allocation of NCDs to such applicants shall be in proportion to the number of NCDs with respect to each option, applied for by such applicant, subject to rounding off to the nearest integer, as appropriate in consultation with Lead Manager and Designated Stock Exchange.

In cases of odd proportion for allotment made, our Company in consultation with the Lead Manager will allot the residual NCD (s) in the following order:

- (i) followed by monthly interest payment i.e. Option IV;
- (ii) first with payment on maturity i.e. Option II;
- (iii) followed by quarterly interest payment i.e. Options I; and
- (iv) followed by annual interest payment i.e. Option III.

Hence using the above procedure the order of allotment for the residual NCD (s) will be: Option IV, II, I and III.

All decisions pertaining to the basis of allotment of NCDs pursuant to the Issue shall be taken by our Company in consultation with the Lead Manager, and the Designated Stock Exchange and in compliance with the aforementioned provisions of this Draft Prospectus.

Our Company would allot Option I NCDs to all valid applications, wherein the Applicants have not indicated their choice of the relevant options of the Secured NCDs.

Valid applications where the Application Amount received does not tally with or is less than the amount equivalent to value of number of NCDs applied for, may be considered for Allotment, to the extent of the Application Amount paid rounded down to the nearest ₹5,000 in accordance with the pecking order mentioned above.

All decisions pertaining to the basis of allotment of NCDs pursuant to the Issue shall be taken by our Company in consultation with the Lead Manager and the Designated Stock Exchange and in compliance with the aforementioned provisions of this Draft Prospectus.

Investor Withdrawals and Pre-closure

Investor Withdrawal: Applicants are allowed to withdraw their applications at any time prior to the closure of the Issue. In case an Applicant wishes to withdraw an Application after the Issue Closing Date, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of the Basis of Allotment.

Pre-closure: Our Company, in consultation with the Lead Manager reserves the right to close the Issue at any time prior to the Issue Closing Date. Our Company shall allot NCDs with respect to the applications received at the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of the Issue, our Company shall ensure that notice of such early closure is given on or before such early date of closure through advertisement/s in leading national daily newspapers in which the statutory advertisement has been published.

Utilisation of Application Money

The sum received in respect of the Issue will be kept in separate bank accounts and we will have access to such funds as per applicable provisions of law(s), regulations and approvals.

Utilisation of Issue Proceeds

- i) All monies received pursuant to the Issue of NCDs to public shall be transferred to a separate bank account other than the bank account referred to in Section 40 (3) of the Companies Act, 2013;
- ii) Details of all monies utilised out of Issue shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilized along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue;
- iii) Details of all unutilised monies out of issue of NCDs, if any, shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested;
- iv) We shall utilize the Issue proceeds only upon execution of the documents for creation of security as stated in this Prospectus and receipt of listing and trading approval from the Stock Exchange; and
- v) The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any property. However, the Issue Proceeds may be used for issuing loans against securities.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"Any person who:

- (a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.*"

Listing

The NCDs offered through this Prospectus are proposed to be listed on the BSE. Our Company shall obtain an 'in-principle' approval for the Issue from the BSE by way of its letter [●], 2014. For the purposes of the Issue, BSE shall be the Designated Stock Exchange.

If permissions to deal in and for an official quotation of our NCDs are not granted by BSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at BSE are taken within twelve (12) Working Days from the date of closure of the Issue.

Undertaking by the Issuer

We undertake that:

- i) the complaints received in respect of the Issue (except for complaints in relation to Applications submitted to Trading Members) shall be attended to by us expeditiously and satisfactorily;
- ii) we shall take necessary steps for the purpose of getting the NCDs listed within the specified time;
- iii) the funds required for dispatch of refund orders/ allotment advice/ certificates by registered post shall be made available to the Registrar by our Company;



- iv) necessary cooperation to the credit rating Agency shall be extended in providing true and adequate information until the debt obligations in respect of the NCDs are outstanding;
- v) we shall forward the details of utilisation of the funds raised through the NCDs duly certified by our statutory auditors, to the Debenture Trustee at the end of each half year;
- vi) we shall disclose the complete name and address of the Debenture Trustee in our annual report;
- vii) we shall provide a compliance certificate to the Trustee (on an annual basis) in respect of compliance with the terms and conditions of issue of NCDs as contained in this Prospectus; and
- viii) we shall make necessary disclosures/ reporting under any other legal or regulatory requirement as may be required by our Company from time to time.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION

Except as described below, there are no outstanding litigations against our Company that may have an adverse effect on our business. Further, there are no defaults, non-payment of statutory dues including institutional / bank dues and dues payable to holders of any debentures, bonds and fixed deposits that would have a material adverse effect on our business other than unclaimed liabilities against our Company as on the date of this Draft Prospectus.

Save and except as disclosed herein below, there are no pending proceedings of our Company pertaining to:

- *matters likely to affect operation and finances of our Company including disputed tax liabilities of any nature; and*
- *criminal prosecution launched against our Company and the Directors for alleged offences.*

Further from time to time, we have been and continue to be involved in legal proceedings filed by and against us, arising in the ordinary course of our business. These legal proceedings are in the nature of civil, criminal and revenue proceedings. We believe that the number of proceedings in which we are involved is not unusual for a company of our size doing business in India. Further, as stated below, there are no show-cause notices / claims served on our Company, our Promoters or our Directors from any statutory authority / revenue authority that would have a material adverse affect on our business.

I. Cases filed against our Company

1. Special Civil Suit (No. 87/2012) has been filed by Medstream Pharmaceuticals Private Limited ("**Plaintiff**") against DSK Raanwara Housing Society Limited and our Company in relation to a plot of land admeasuring 200.096 sq. mtrs. bearing No. C1 forming a part of the project DSK Raanwara situated at Village Bavdhan, Dist. Pune. The Plaintiff has alleged that the Plaintiff owned and held the suit land as a freehold property situated alongside the other buildings and apartments proposed to be developed by our Company in the year 1998. The dispute has arisen due to the proposed development over the suit land and the use of the access road for the purposes of construction by the Plaintiff without the Plaintiff's joining the Defendant No.1 society as a member. The matter is at the preliminary stage of hearing on the issue of jurisdiction of the Court and shall come up for hearing on July 22, 2014.
2. Mr. Sanjay Murkute and Ms. Seema Vilas Shinde ("**Plaintiffs**") have filed a Special Civil Suit (No. 758/2010) against Ms. Shantabai Tupe, our Company & others in relation to a piece and parcel of agricultural land bearing Survey No. 174 & others situated at Hadapsar, Tal. Haveli, Dist. Pune. The dispute is in relation to the claim of the Plaintiffs over 1/84th undivided share in one of the suit land and 1/7th undivided share in the other suit land and the non-payment of consideration by our Company to the Plaintiffs. The matter is at the stage of filing the affidavit of evidence by the Plaintiffs on July 28, 2014.
3. Mr. Waman Hemant Karmarkar ("**Plaintiff**") has filed a Suit (No. 1161/2009) against our Company and others in relation to a piece and parcel of land situated at Shivajinagar, Pune for the DSK Bhagirathi project. The Plaintiff has alleged that the title of the land and rights of development granted to our Company were invalid due to various claims and counter claims of the Plaintiff over the said land. The Plaintiff has further alleged that some members of the condominium and our Company were trying to make alterations and extension to the existing construction over the suit property. The suit property has already been developed and our Company has handed over the building to the condominium of members by way of Deed of Declaration and respective Apartment Deeds. However, our Company and others have filed an application under Order 7 Rule 11 for rejecting the plaint on the ground that the suit was barred by limitation. The matter is at the stage of leading evidence by Plaintiff on the preliminary issue of limitation and same shall come up on July 11, 2014.
4. Ms. Kausalya Shinde ("**Plaintiff**") has filed a Regular Civil Suit (No. 1011/2010) before the Civil Judge Junior Division, Pune against our Company and others. The suit has been filed for partition and ownership of 1/48th share in the suit property situated at village Fursungi. Our Company has acquired the suit land from Ms. Shilpa Kulkarni who had in turn acquired the suit land from the relatives and other defendants of the Plaintiff. The court has rejected the temporary injunction application made by the Plaintiff. The matter is presently at the

stage of report of summons and shall come up for hearing in the due course.

5. Mr. Sanjay Tilekar ("**Plaintiff**") has filed a Regular Civil Suit (No. 7/2008) before the Civil Judge Junior Division, Baramati against Mr. Namdeo Tilekar, our Company and others. The suit has been filed by the Plaintiff against certain relatives for partition, injunction and declaration in relation to the certain parcels of land and other joint family properties including a land acquired by our Company from other defendants/relatives. The Plaintiff has dropped the injunction application against our Company in relation to the suit land acquired by our Company. The matter is presently at the stage of evidence of the other Defendants and shall come up in due course.
6. DSK Vishwa Chandrama Co-op. Housing Society Limtied ("**Plaintiff**") has filed Special Civil Suit (No. 321/2009) before the Civil Judge Senior Division, Pune against our Company for recovery of ₹65.78 Lakhs (₹65,77,532) towards excessive payment of water charges paid to our Company. The matter shall come up for evidence of the Plaintiff on July 21, 2014. Parallel efforts are on to settle the matter out of court.
7. Mr. Anil Bhalekar and Mr. Shivaji Rawade have filed a Writ Petition (No. 7743/2005) against our Company before Bombay High Court challenging the judgment and order passed by the Labour Court, Pune and Industrial Court, Pune in relation to their termination from employment by our Company. The Writ Petition has been admitted and shall come up for hearing in due course.
8. DSK Vasant Vaibhav Co-op. Housing Society Limited ("**Plaintiff**") has filed Special Civil Suit (No. 603/2005) before the Civil Judge Senior Division, Pune against our Company and others for conveying the suit property being land and building developed by our Company in favour of the Plaintiff society in terms of Section 11 of the MOFA Act. The matter is pending for framing of issues and shall come up in due course.
9. Ms. Sujata Deepak Machiker and Ms. Rajashree Deepak Machiker ("**Plaintiff**") have filed Regular Civil Suit (No. 1777/1999) against Ms. Godubai Machiker, our Company and other before the Civil Judge Junior Division, Pune seeking permanent injunction and declaration in relation to House No. 543, Shukrawar Peth, Pune and ownership of Flat No.13 on 4th floor situated at 519, Shaniwar Peth, Pune in a building developed by our Company. The suit has been filed by the Plaintiffs claiming their rights over the suit property and declaration of their rights to reside in the ownership flat developed by our Company. By an order dated December 20, 2000 the suit was partly decreed in favour of the Plaintiff and the Defendants (*family members*) were restrained by an order of permanent injunction from dispossessing the Plaintiffs from the flat. Thereafter, the Plaintiff filed an Appeal post the limitation period and an application for condonation of delay in filing the Appeal which was dismissed by the Court for failure to take necessary steps by the Plaintiff/Appellant. The Plaintiff has further filed restoration application (No. 644/2005) before Addl. District and Sessions Judge, Pune which shall come up for arguments in due course.
10. Mr. Dilip Harpale ("**Plaintiff**") has filed Regular Civil Suit (No. 122/2013) before the Civil Judge Junior Division, Pune against Mr. Ramesh Harpale and others for declaration, injunction and partition of a piece and parcel of the land situated at Survey No. 34, Hissa No. 1, Survey No. 34/17 and 34/24 admeasuring approx. 67 R at Village Fursungi, Haveli Pune ("**Suit Property**"). Our Company (*Defendant No.5*) was subsequently added as a party to the above suit. However, in the meantime the Court passed an order dated February 22, 2013 granting temporary injunction against the other defendants (*Defendant No.1 to 4*) from creating third party interest over the Suit Property till the final disposal of the suit. The Plaintiff has claimed that the Suit Property is a part of the HUF properties of his family and has claimed 1/5th share over the Suit Property. Our Company has acquired the Suit Property from Mr. Dilip Harpale (*Defendant No.1*) by way of Deed of Exchange dated January 5, 2013. The matter is kept for framing of issues on July 9, 2014.
11. Mr. Prabhakar Bhiwa Bhatkar has filed a RAD Suit (No. 1437/1998) before Small Causes Court at Mumbai against his relatives and has made our Company ("**Defendants**") party to the said suit. The dispute is in relation to tenancy rights under the Bombay Rent Control Act over the suit premises being D1, Harishankar Kawly Wada, Bhavanishankar Road, Dadar (W), Mumbai. The project has been completed by our Company and suit premises have been handed over to one of the Defendant relatives. The suit is presently at the stage of evidence of the Defendants and matter shall come up in due course.

12. M/s. Smeeta Enterprises ("**Plaintiff**") has filed a Regular Civil Suit (*No. 62/2004*) before the Civil Judge Junior Division, Pune against DSKDL for recovery of ₹0.91 Lakhs (₹91,680). The Court has partly decreed the suit on April 11, 2012 and directed our Company to pay ₹0.52 Lakhs (₹51,796) to the Plaintiff along with interest at the rate of 15% p.a. from January 8, 2010 till realization of the amount. Thereafter, the Plaintiff has filed an Appeal along with a condonation of delay application bearing MCA No. 572/2013 before Hon'ble District Judge, Pune against the decree. The matter is presently at the stage of arguments on condonation of delay application and matter shall come up on July 7, 2014.
13. Mr. Dilip Gulabrao Kamthe and Ms. Nirmala Dilip Kamthe ("**Plaintiffs**") have filed Regular Civil Suit (*No. 241/2014*) before the Civil Judge Junior Division, Pune against our Company and Mr. Dattatray Kamthe for the possession of suit property bearing Survey No. 40/15/2 (Part) situated at Village Fursungi, Tal. Haveli, Dist. Pune. As per Plaintiffs contention according to the terms and conditions of the Sale Deed, the suit land was required to be delivered to the Plaintiff after government measurement and demarcation by government surveyor. The Plaintiffs have alleged that our Company failed to fulfil its obligation under the Sale Deed and hence this suit. The matter shall come up for hearing in due course.
14. Ms. Ratan Sharad Vidhate and Mr. Manisha Anil Sathe have filed Special Civil Suit (*No. 307/2014*) before the Civil Judge Senior Division, Pune against our Company and others for declaration, partition and injunction in relation to the suit land bearing Survey No. 44/3 and others situated at Village Fursungi, Tal. Haveli, Dist. Pune. The matter is presently at the stage of filing Written Statement by our Company and shall come up for hearing on July 16, 2014.
15. Mr. Shankar Murlidhar Vibhute and others have filed Regular Civil Suit (*No. 631/2014*) before the Civil Judge Junior Division, Pune against our Company and others for perpetual injunction in relation to the suit land bearing Survey No. 48/ 1C/1 situated at Village Fursungi, Tal. Haveli, Dist. Pune. The matter is presently at the stage of filing stay to the Injunction Application and Written Statement by our Company. The matter shall come up for hearing in due course.
16. Mr. Janardan Kisan Baravkar and others ("**Plaintiffs**") have filed Special Civil Suit (*No. 197/2014*) before the Civil Judge Senior Division, Pune against our Company and others for a mandatory injunction and partition of the suit land being Survey No. 154/B/1 and others situated at Village Baner, Tal. Haveli, Dist. Pune. The matter is a dispute between the Plaintiffs and his relatives wherein the Plaintiffs are claiming 1/6th undivided share in the suit properties. The matter is presently at the stage of arguments on the injunction application and shall come up for hearing on July 8, 2014.
17. Mr. Laxman Kondiba Shete ("**Plaintiff**") has filed an Appeal (*No. 32/2014*) before Hon'ble District Judge, Pune against our Company and Vasant Genbhau Shete and others against an order dated December 3, 2013 passed by the Civil Judge Junior Division, Pune in Regular Civil Suit (*No. 1651/2006*). The Appeal has been filed in relation to the suit property bearing Gat No. 527 and others parcels of land situated at Village Pirangut, Tal. Mulshi, Dist. Pune. Suit (*No. 1651/2006*) was filed by the Plaintiff against his relatives claiming certain rights over the suit land being ancestral properties. The suit was dismissed for non-payment of deficit court fees and non-compliance of the order of the court in relation to the same. The Appeal shall come up for hearing on July 17, 2014.
18. Weizmann Limited ("**Plaintiff**") has filed Suit (*No. 104691/2007*) before the City Civil Court, Mumbai against our Company and others in relation to the issue of duplicate share certificates in the name of Plaintiff. The Plaintiff held 11100 equity shares of our Company the shares certificate of which got misplaced/lost in the year 2006. Sharepro Services Private Limited ("**Sharepro**") acting as Share Transfer Agent has also been made a party to the suit. The Plaintiff registered FIR and requested Sharepro to issue duplicate share certificates to the Plaintiff. However, Sharepro declined the issue of duplicate share certificates in relation to 100 Equity Shares as the Defendant No. 2, Mr. Hardik Shah had also filed an application with Sharepro transfer of the shares in his name (Share Certificate No. 52460). Due to the contradicting claims over the shares, the Plaintiff filed the suit in November, 2006 seeking an order of the Court for the issue of duplicate share certificates. Subsequently, various other persons viz. Mr. Deepak Shah and Ms. Rohini Ajay Shah were made parties to the suit as they too filed transfer applications for 100 shares and 500 shares respectively and one Mr. Mohan Palesha for 500 Equity Shares. The matter shall come up for hearing the amendment application for bringing

the above applicants on record in due course.

Proceedings before the Deputy District registrar, Co-operative Societies in relation to Deemed Conveyance

1. DSK Vasant Vaibhav Co-op. Housing Society Limited has filed Deemed Conveyance Application (No. 38/2014) before Hon'ble Dy. District Registrar Co-operative Societies, Pune City, Pune against our Company and others for conveying the suit property on which the building had been developed by our Company in favour of the applicant society. The matter is pending for filing Written Statement by our Company. The matter shall come up for hearing in due course.

II. Cases filed by our Company

Civil Cases

1. Our Company has filed a Special Civil Suit (No. 515/2010) before the Hon'ble Civil Judge Senior Division, Pune against Ms. Shakuntala Gulabrao Harpale, Ms. Urmila and Bhalchandra Tilekar & others. The matter is in relation to the piece and parcel of land bearing Survey No. 53/3B/2 admeasuring 57R, on which our Company is claiming possession and ownership as a part of its Fursungi Project. Our Company has alleged that Ms. Urmila Tilekar had illegally sold the suit land in favour of Ms. Shakuntala Harpale pursuant to which she tried to encroach upon the said land owned by our Company. Our Company has filed this suit for the cancellation of the purported Sale Deed between Ms. Urmila Tilekar and Ms. Shakuntala Harpale and an order for restraining Ms. Shakuntala Harpale from encroaching and taking possession of said land lawfully owned by our Company. The matter is presently pending for arguments on the Injunction Application against the Defendants and shall come up for hearing on July 24, 2014.
2. Our Company filed Special Civil Suit (No. 53/2006) before Hon'ble Civil Judge Senior Division, Pune against Mr. Raghunathrao Chavan and others, seeking specific performance of contract in relation to a plot of land bearing Survey No.125 and 126 situated at village Dhayari, Pune. Our Company had entered into an arrangement with the Defendants in relation to the acquisition of the suit land and paid ₹61 Lakhs (₹1,00,000) to the Defendants towards earnest money. However, the Defendants failed to perform their part of arrangement by entering into a Development Agreements in favour of our Company and therefore our Company has filed this suit for specific performance and other reliefs. Alternatively, our Company has claimed damages of ₹421.03 Lakhs (₹4,21,03,157) and has made an application for revision of the damages to ₹2,650.13 Lakhs (₹26,50,12,842). The matter is presently pending for hearing of the amendment application and evidence. The matter shall come up in due course.
3. Injunction Application of our Company against Mr. Raghunath Chavan and others ("**Defendants**") restraining them from creating third party interest in the suit properties has been rejected by an order dated March 4, 2006 by the Court. Our Company has filed an Appeal before Bombay High Court (A.O. No. 262/2006). The Bombay High Court has further passed an order dated March 29, 2011 staying the impugned order of the trial court and directed the Defendants to maintain status quo till the disposal of the suit. Meanwhile, the Defendants proceeded with the development of the said lands against the interest of our Company inspite of the pending suit and status-quo order of the Bombay High Court. Our Company therefore filed a Contempt Petition (No. 221/2009) against the Defendants and the Bombay High Court issued a Show Cause Notice dated October 7, 2010 against the Respondents/Defendants. The Contempt Petition is now pending for final arguments and shall come up on board in due course.
4. Our Company has filed a Special Civil Suit (No.1211/2005) before the Hon'ble Civil Judge Senior Division, Pune against Mr. S. B. Chaddha and others in relation to a piece and parcel of land bearing Survey No. 6, Hissa No. 4/1A + 4/1B/1 admeasuring 69 R situated at Village Bavdhan. Our Company has developed the suit land by constructing multi-storeyed buildings consisting of residential and commercial units and the completion certificate relating to this development has also been received in the year 2000. Our Company handed over possession of the units to the purchasers and a society namely DSK Raanwara Co-op. Co-op. Housing Society Limited was incorporated to manage and administer the affairs of the buildings and its members. Thereafter, in the year 2005, Mr. S. B. Chaddha and others claimed that the said plot of land was owned by them since the year 1983. Our Company therefore filed the suit before the Court for declaring the purported Power of

Attorneys and Sale Deeds allegedly conveying title of the suit land in favour of Mr. S. B. Chaddha to be null and void. The matter is kept for taking legal heirs of certain Defendants on record and recording of evidence. The next date in the matter is July 23, 2014.

5. Our Company has filed Special Civil Suit (*No. 1004/2007*) before the Hon'ble Civil Judge Senior Division, Pune against DSK Vishwa Chandrama Co-op. Co-op. Housing Society Limited and its members in relation to the recovery of water charges due and payable by the Society and its members to our Company amounting to ₹15.80 Lakhs (₹15,80,799). The matter is shall come up for framing of issues on July 23, 2014.
6. Our Company filed Special Civil Suit (*No. 1504/2007*) before the Hon'ble Civil Judge Senior Division, Pune against DSK Vishwa Chandrama Co-op. Hsg. Soc. Ltd. and its members in relation to certain defamatory allegations made by them in public and newspaper publications in relation to the dispute over water charges due and payable by the Society and its members to our Company. The matter is kept for recording of evidence on July 17, 2014.
7. Our Company has filed a Regular Civil Suits (*No. 209/2013 & 210/2013*) before the Hon'ble Civil Judge Junior Division, Pune against Mr. R.K. Pathak for an order cancelling the Agreement of Sale executed between our Company and Mr. R.K. Pathak in relation Flat No. A/703 and A/704, respectively. The above suits have been filed due to the alleged breach of terms and conditions of the Agreement for Sale by the Defendant. The matter is presently at the stage of framing of issues. The next date of hearing is July 18, 2014.
8. Our Company filed a Regular Civil Suit (*No.1410/2013*) Hon'ble Civil Judge Junior Division, Pune against Mr. Uday Panse and others in relation to a piece and parcel of land bearing Survey No. 314, Hissa No.1 situated at Bavadhan Br., Haveli, Pune for the cancellation of a sale deed between certain defendants in relation to the above land. The Court has issued Suit Summons on the Defendants to appear and file their Written Statement in the matter. The matter shall come up in due course.
9. Our Company has filed a Regular Civil Suit (*No. 2177/2013*) before Hon'ble Civil Judge Junior Division, Pune against Mr. Maruti Eknath Kamthe seeking specific performance of the contract entered with our Company in relation to plot of land bearing Survey No. 50, Hissa no. 2A together with house No. 1292/5582 admeasuring 532 sq. feet situated at Village Fursungi, Haveli, Pune. Our Company had entered into an agreement dated June 2, 2012 with the Defendant in relation to the acquisition of the suit lands and a house thereon and also paid earnest money of ₹1.90 Lakhs (₹1,90,000) to the Defendant. However, the Defendant failed to perform his part of the arrangement by way of executing a Sale Deed and therefore our Company filed this suit for specific performance and other reliefs. The suit is at stage of filing of Written Statement and which shall up for hearing on July 8, 2014.
10. Our Company has filed a Writ Petition (*No.11791/2013*) before the Bombay High Court against the Certificate dated September 10, 2013 issued by Deputy District Registrar, Co-operative Societies, Pune City in relation to the deemed conveyance of the land in favour of DSK Sunderban Co-operative Housing Society Limited situated on Plot No. A comprising of Survey No. 175/2/1 and others situated at Village Hadapsar, Haveli Pune. The Bombay High Court has passed an Order dated December 16, 2013 directing parties to maintain status quo. However, in the meantime the Respondent/Society has registered the conveyance deed with the Sub-Registrar of Assurances at Village Haveli, Pune pursuant to which our Company has filed a Civil Application in the Writ Petition seeking amendment of the Writ Petition and addition of the prayers for quashing the conveyance deed. The aforementioned application for amendment has been allowed by way of an order dated July 2, 2014. The matter shall come up in due course.
11. Our Company has filed Appeal (*No. 271/2013*) before the National Consumer Redressal Commission, New Delhi against an order dated February 26, 2013 in the Complaint No. 169/2009 filed before the State Commission Maharashtra, filed by one Mr. Parvez Ahmed Kadge. The dispute is in relation to the purchase of Flat No. B2-903 in the project known as DSK Madhuban, Mumbai. The Complainant Mr. Kadge had purchased the flat in the year 2008 from our Company when the building was under construction. However, due to certain force major events, our Company could not complete the project in time due to which the Complainant demanded the refund of the moneys paid by him with interest at the rate of 24% p.a. and further proceeded to file the consumer complaint against our Company before the State Commission, Maharashtra

seeking an order for refund of the monies paid by him as consideration of ₹65.81 Lakhs (₹65,81,000) with expenses ₹9.00 Lakhs (₹9,00,000) and compensation of ₹10 Lakhs (₹10,00,000). The project further progressed and the BMC issued Completion Certificate (C.C.) and Occupation Certificate (O.C.) around the end of 2009. Our Company offered the complainant to take possession after paying the balance consideration but the offer was however declined by the Complainant. The State Commission then passed an order directing the complainant to either pay the balance consideration of ₹4.06 Lakhs (₹4,06,020) and our Company to handover possession on receiving the said amount or alternatively, our Company to refund ₹61.08 lakhs (₹61,07,980) with interest at the rate of eighteen percent (18%) per annum from September 23, 2009 and ₹0.50 lakhs (₹50,000) as compensation for mental agony. Our Company then filed this Appeal against the order of State Commission before the National Commission. Our Company offered the Complainant the amount in terms of the order of the State Commission and proceeded with the sale of flat in favour of a third party. By order dated March 7, 2014 the National Commission directed our Company to deposit a sum of ₹99.99 lakhs (₹99,99,559) subject to the final outcome of the First Appeal. The matter is pending before the National Commission, New Delhi and the same will come up for hearing in due course. In the mean time, our Company also filed Suit No. 2609/2013 before City Civil Court, Mumbai seeking the cancellation of the Agreement for Sale entered into with the Complainant and injunction restraining the Complainant from causing nuisance and disturbing peace and lawful possession of the third party in the said flat. The matter shall come up for hearing of the injunction application filed by our Company in due course.

Criminal Cases

1. Our Company has filed Criminal Complaint (No.221/2007) before the Judicial Magistrate, First Class A.C. Court at Pune against a consultant Mr. Prakash Ramchandra Deshpande for mis-appropriation of monies of our Company. By an order dated March 20, 2007 the Court has directed the police to conduct an investigation against the accused. The matter shall come up for report of the police on July 21, 2014.
2. Our Company has filed a complaint bearing Criminal Complaints (No. 44461/2006) against Mr. Sunil Shripad Kulkarni, proprietor of M/s. Kulkarni Consultants ("Respondent") before Judicial Magistrate First Class, Pune under Section 138 read with Section 141 of Negotiable Instruments Act, 1881 in relation to dishonour of cheque of ₹2.78 Lakhs (₹2,78,000). The Court has rejected the complaint and acquitted the accused by way of an order dated February 6, 2006 ("Order"). Our Company has preferred an Criminal Appeal (No.1006/2008) before the Bombay High Court against the Order. The matter is at the stage of Summons Report of the Respondent and same shall come up for hearing in due course.

Land Revenue Proceedings

1. Our Company has filed an Appeal (RTS No. 914/2013) before the Sub-divisional Officer, Haveli, Pune against the order of the Circle Officer, Hadapsar, Pune rejecting our Company's application of inclusion of its name in the 7/12 extract in relation to the piece and parcel of land bearing Survey No. 34, Hissa No. 1, Survey No. 34/17 and 34/24 admeasuring approx. 67 R situated at Village Fursungi, Haveli Pune. The matter is at the stage of filing reply by opposing parties to the above application. The matter shall come up for hearing on July 17, 2014.

III. Revenue Proceedings against our Company

Appeals preferred by our Company

1. **A.Y.2006-2007**

The Deputy Commissioner of Income Tax, Circle 1(2), Pune ("DCIT") by way of its order dated March 11, 2014 ("Order") re-opened the case for scrutiny for the A.Y. 2006-2007 wherein the scrutiny assessment had been completed on December 29, 2008 determining the total income at ₹743.16 lakhs (₹7,43,15,900) after allowing various deductions claimed by our Company. On re-assessment of the records, it was noticed by the IT Department that our Company had claimed a deduction of ₹466.88 lakhs (₹4,66,88,386) in relation to project 'DSK Sundarban' even while this project was not complete and the Completion Certificate (CC) had not been issued to our Company. The DCIT by its aforementioned Order has withdrawn the aforementioned

deduction allowed to our Company. Our Company has preferred an Appeal dated April 15, 2014 before the the Commissioner of Income Tax (Appeals) I, Pune ("CIT(A)") against the aforementioned Order for claiming the deduction withdrawn by the DCIT. The matter is currently pending before the CIT(A), Pune

2. **A.Y.2007-2008**

Our Company has preferred an Appeal bearing No. 723/PUN-2013 dated March 18, 2013 before the Income Tax Appellate Tribunal, Pune Bench, Pune ("ITAT") against the order dated January 23, 2013 ("Order") communicated on February 5, 2013 passed by the Commissioner of Income Tax (Appeals) I, Pune ("CIT(A)"). The Assessing Officer ("AO") has raised a demand of ₹418.80 lakhs (₹4,18,79,665) towards tax and interest for the A.Y. 2007-2008. Further, as per the directions of CIT(A) by way of its Order, the Deputy Commissioner of Income Tax, Circle 1(2), Pune ("DCIT") in its order dated March 4, 2013 granted relief to our Company in relation to deduction claimed under Section 80IB (10) of the IT Act in respect of (i) 'DSK Vishwa (Phase III)'; (ii) 'DSK Frangipani'; and (iii) capitalisation of interest expenses in relation to issue of share capital aggregating to ₹43.06 lakhs (₹43,06,309) thereby reducing our tax liability to ₹405.88 lakhs (₹4,05,87,772). Our Company has preferred this appeal for various deductions disallowed by the CIT(A) under Section 80IB(10) of the IT Act in respect of (i) profits derived from its housing projects 'DSK Vishwa Phase V'; (ii) profits derived from its housing project 'DSK Sundarban' amounting to ₹351.55 lakhs (₹3,51,55,308); (ii) profits derived from its housing project Meghmalhar Phase I' amounting to ₹529.74 lakhs (₹5,29,73,817) inspite of complying with the requirements of the aforementioned Section. The matter is currently pending before the ITAT, Pune.

3. **A.Y. 2008-2009**

Our Company has preferred an Appeal bearing No. 724/PUN-2013 dated March 18, 2013 before the Income Tax Appellate Tribunal, Pune Bench, Pune ("ITAT") against the order dated January 23, 2013 ("Order") communicated on February 5, 2013 passed by the Commissioner of Income Tax (Appeals) I, Pune ("CIT(A)"). The Assessing Officer ("AO") has raised a demand of ₹666.49 lakhs (₹6,66,49,387) towards tax and interest for the A.Y. 2008-2009. Our Company has filed a rectification application dated August 17, 2011 before the Deputy Commissioner of Income Tax, Circle 1(2), Pune ("DCIT") since the Self Assessment tax amounting to ₹441.75 lakhs (₹4,41,74,668) was erroneously omitted by the AO. Further, as per the directions of CIT(A) by way of its Order, the DCIT in its order dated March 12, 2013 granted relief to our Company in relation to deduction claimed under Section 80IB (10) of the IT Act in respect (i) DSK Vishwa (Phase III); and (ii) DSK Frangipani aggregating to ₹41.53 lakhs (₹41,53,205) thereby reducing our tax liability to ₹103.54 lakhs (₹1,03,54,039) of which our Company has made the payment of ₹18 lakhs (₹18,00,000). Our Company has preferred this appeal for various deductions disallowed by the CIT(A) under Section 80IB(10) of the IT Act in respect of (i) profits derived from its housing projects 'DSK Vishwa Phase V'; (ii) profits derived from its housing project 'DSK Sundarban' amounting to ₹242.64 lakhs (₹2,42,64,445); (ii) profits derived from its housing project Meghmalhar Phase I' amounting to ₹15.29 lakhs (₹15,29,272) inspite of complying with the requirements of the aforementioned Section. The matter is currently pending before the ITAT, Pune.

4. **A.Y. 2009-2010**

Our Company has preferred an Appeal bearing No. 725/PUN-2013 dated March 18, 2013 before the Income Tax Appellate Tribunal, Pune Bench, Pune ("ITAT") against the order dated January 23, 2013 ("Order") communicated on February 5, 2013 passed by the Commissioner of Income Tax (Appeals) I, Pune ("CIT(A)"). The Assessing Officer ("AO") has raised a demand of ₹156.94 lakhs (₹1,56,93,870) towards tax and interest for the A.Y. 2009-2010. Further, as per the directions of CIT(A) by way of its Order, the DCIT in its order dated March 4, 2013 granted relief to our Company in relation to deduction claimed under Section 80IB (10) of the IT Act in respect of DSK Vishwa (Phase III) amounting to ₹0.22 lakhs (₹21,948) thereby reducing our tax liability to ₹156.87 lakhs (₹1,56,87,286). Our Company has preferred this appeal for various deductions disallowed by the CIT(A) under Section 80IB(10) of the IT Act in respect of (i) profits derived from its housing projects 'DSK Vishwa Phase V'; (ii) profits derived from its housing project 'DSK Sundarban' amounting to ₹163.73 lakhs (₹1,63,72,947); (ii) profits derived from its housing project Meghmalhar Phase I' amounting to ₹223.21 lakhs (₹2,23,20,760) inspite of complying with the requirements of the aforementioned Section. The matter is currently pending before the ITAT, Pune.

5. A.Y. 2010-2011

Our Company has preferred an Appeal dated March 20, 2014 before the Income Tax Appellate Tribunal, Pune Bench, Pune ("**ITAT**") against the order dated January 24, 2014 communicated on January 30, 2014 passed by the Commissioner of Income Tax (Appeals) I, Pune ("**CIT(A)**"). The Assessing Officer ("**AO**") has raised a demand of ₹99.96 lakhs (₹99,95,760) towards tax and interest for the A.Y. 2010-2011. Our Company has preferred this appeal for various deductions disallowed by the CIT(A) under Section 80IB(10) of the IT Act in respect of (i) profits derived from its housing projects 'DSK Vishwa Phase V'; (ii) profits derived from its housing project 'DSK Sundarban' amounting to ₹99.67 lakhs (₹99,67,125); (ii) profits derived from its housing project 'Meghmalhar Phase I' amounting to ₹118.79 lakhs (₹1,18,79,470) inspite of complying with the requirements of the aforementioned Section. The matter is currently pending before the ITAT, Pune.

6. A.Y. 2011-2012

Our Company has preferred an Appeal dated April 15, 2014 before the Commissioner of Income Tax (Appeals) I, Pune ("**CIT(A)**") against the order dated March 18, 2014 passed by the Deputy Commissioner of Income Tax, Circle 1(2), Pune ("**DCIT**"). Our Company declared a total income of ₹2,188.47 lakhs (₹21,88,46,769) after claiming deduction of ₹691.94 lakhs (₹691,94,257) under Section 80IB(10) of the IT Act as against ₹2,244.03 lakhs (₹22,44,03,305) as computed by the DCIT. Our Company has preferred this appeal for various deductions disallowed by the DCIT under Section 80IB(10) of the IT Act in respect of profits derived from its housing projects i.e. (i) 'DSK Vishwa Phase V' amounting to ₹51.22 lakhs (₹51,22,149); and (ii) 'DSK Sundarban' amounting to ₹4.34 lakhs (₹4,34,387) inspite of complying with the requirements of the aforementioned Section. The matter is currently pending before the CIT(A), Pune.

Appeals preferred by the Department

1. A.Y. 2004-2005

The Commissioner of Income Tax-I, Pune ("**CIT(A)**") has preferred an appeal bearing No. 94/2013 under Section 260A of the IT Act dated January 17, 2013 before the Hon'ble High Court of Judicature at Bombay against the order dated August 8, 2012 ("**Order**") passed by the Income Tax Appellate Tribunal, Pune Bench, Pune ("**ITAT**"). Our Company by the aforementioned Order has been granted a refund of ₹45 lakhs (₹45,00,000) which was already paid by our Company as tax payable for the A.Y. 2004-2005. The CIT(A) has preferred the present appeal in relation to erroneous interpretation of Section 80IB(10) of the IT Act by the ITAT which is in relation to deduction in respect of profits and gains from certain industrial undertakings other than infrastructure development undertakings. The CIT(A) has preferred the present appeal in respect to the applicability and interpretation of certain clauses of Section 80IB(10) of the IT Act and erroneous deductions amounting to ₹52.81 lakhs (₹52,81,497) in relation to profits of project 'DSK Frangipani' allowed by the ITAT to our Company under Section 80IB(10) of the IT Act. The CIT(A) has further prayed to quash and set aside the order passed by the ITAT. The matter is currently pending before the High Court, Bombay.

2. A.Y. 2005-2006

The Commissioner of Income Tax-I, Pune ("**CIT(A)**") has preferred an appeal bearing No. 95/2013 under Section 260A of the IT Act on January 17, 2013 before the Hon'ble High Court of Judicature at Bombay against the order dated August 8, 2012 passed by the Income Tax Appellate Tribunal, Pune Bench, Pune ("**ITAT**"). Our Company by the aforementioned Order has been granted a refund of ₹152.02 lakhs (₹1,52,02,042) which was already paid by our Company as tax payable for the A.Y. 2005-2006. The CIT(A) has preferred the present appeal in relation to erroneous interpretation of Section 80IB(10) of the IT Act by the ITAT which is in relation to deduction in respect of profits and gains from certain industrial undertakings other than infrastructure development undertakings. The CIT(A) has preferred the present appeal in respect to the applicability and interpretation of certain clauses of Section 80IB(10) of the IT Act and erroneous deductions amounting to ₹52.81 lakhs (₹52,81,497) in relation to profits of project 'DSK Frangipani' allowed by the ITAT to our Company under Section 80IB(10) of the IT Act. The CIT(A) has further prayed to quash and set aside the order passed by the ITAT. The matter is currently pending before the High Court, Bombay.



Show Cause Notices issued against our Company

Nil

IV. Cases filed by and against our Promoters and Directors

Cases filed against our Promoters and Directors

1. Mr. Maruti Eknath Kamthe filed Regular Civil Suit (No. 964/2013) in Civil Judge Junior Division, Pune against Mr. D. S. Kulkarni & others ("**Defendants**") for restraining Mr. D.S. Kulkarni and others from disturbing the existing structure being a house No. 1292/5582 admeasuring 532 sq. feet situated at Village Fursungi, Haveli, Pune. The Court has passed the order restraining the Defendants from disturbing the existing structure. The matter is at the stage of framing issues. The matter shall come up for hearing in due course.
2. Bank of Baroda filed Regular Civil Suit (No. 1642/2013) in Civil Judge Junior Division, Pune against Mr. Jitendra Mehta and Mr. D. S. Kulkarni for recovery of loan amount which was availed by Mr. Jitendra Mehta on March 27, 1992. Mr. D. S. Kulkarni was guarantor to the said loan amount. However, Mr. D. S. Kulkarni withdrawn his personal guarantee on February 16, 1999. The matter is for the stage of the hearing on application filed by Mr. D. S. Kulkarni for dismissing the suit on the ground of limitation and shall come up in due course.
3. Mr. Maruti Eknath Kamthe ("**Plaintiff**") filed Regular Civil Suit (No. 2273/2013) against Mr. D. S. Kulkarni, Ms. Hemanti Deepak Kulkarni and Others ("**Defendants**") in Civil Judge Junior Division, Pune for the declaration and injunction regarding suit property bearing Survey No. 50/1A/1 & 50/2 situated at Village Fursungi, Tal. Haveli, Dist. Pune. As per Plaintiffs contention he is claiming preferential right over the suit property bearing Survey No. 50/2 which was transferred in favour of our Company by way of Exchange Deed dated May 2, 2012 from Mr. Mhasku Kamthe and Others. The Plaintiff also contended that the Defendants were illegally trying to encroach in suit property bearing Survey No.50/1A/1. The matter shall come up for filing Written Statement by the Defendants on July 18, 2014.
4. A First Information Report (*FIR*) was filed in Ambarnath Police Station on October 11, 2013 by Mr. Mahesh Khatarnar against the employees of DSK Motowheels Private Limited and others (*including Mr. D.S.Kulkarni, Ms. Hemanti Deepak Kulkarni and Mr. Shirish Kulkarni.*) The FIR was filed on the basis of an undertaking alleged to have been provided by Mr. Magesh Kashinathan to Mr. Mahesh Khatarnar. The dispute is in relation to the alleged overheating of Hyosung motorcycle, Aquila 650 model, purchased by Mr. Mahesh Ramchand Khatarnar. The matter has been settled out of Court with the customer and has been refunded ₹5.45 lakhs (₹5,45,000). Our Promoters/Directors have not yet received any notice or summons from any Court in the matter.
5. A Civil Suit (9198/1997) has been filed before the City Civil Judge, Bangalore by one Mr. M.K. Ramachandra & Ors. ("**Plaintiffs**") for permanent injunction in relation to the sale of land situated at Bengaluru owned and held by Krishna Industries Limited. Our Director, Mr. M.K.P. Setty, a director of our Company, has been made one of the parties of the suit as a defendant. The suit has been dismissed by an order dated June 30, 2010. The Plaintiffs have filed an Appeal before the Karnataka High Court against this order and judgement of the City Civil Court. The Appeal proceedings are expected to come up for hearing in due course.

Cases filed by our Promoters and Directors

1. Mr. D.S. Kulkarni and others filed an Appeal before the District Judge, Pune against an order dated July 4, 2013 passed by Civil Judge Junior Division, Pune in Regular Civil Suit (No. 964/2013) filed by original Plaintiff, Mr. Maruti Eknath Kamthe granting injunction by restraining Mr. D.S. Kulkarni and others from disturbing the existing structure being a house No. 1292/5582 admeasuring 532 sq. feet situated at Village Fursungi, Haveli, Pune. The Appeal shall come up for hearing in due course.
2. Mr. D. S. Kulkarni had filed a complaint bearing Criminal Complaints (No. 472/S/2002 and 473/S/2002) against Mr. P. V. S. Sawheny and others before Additional Chief Metropolitan Magistrate, Small Causes

Court, Mumbai under Section 138 read with Section 141 of Negotiable Instruments Act, 1881 in relation to dishonour of two (2) cheques of ₹30.23 Lakhs (₹30,22,601) and ₹100.00 Lakhs (₹1,00,00,000) respectively. The Court rejected the complaint and acquitted the accused by way of an order dated October 27, 2010. Mr. D. S. Kulkarni has filed Criminal Appeal (No.1380/2012) and (No.1381/2012) before the Bombay High Court against the order of the lower court. The matter is at the stage of Summons Report of the Respondents and same shall come up for hearing in due course.

3. Mr. Shirish Kulkarni has filed a criminal defamation case (No. 0414322/2013) against Mr. Imad Zaouk in the Court of Judicial Magistrate First Class, Pune for defaming him on social networking website. The services of his wife were terminated by DSK Motowheels Private Limited as a dealer of Hyosung Motorcycles because of which certain objectionable material was hosted by him on social networking website. The Court has issued a warrant against Mr. Imad Zaouk and the matter is scheduled for hearing on July 14, 2014.
4. A Writ Petition (No.4588/2008) has been filed before the Bombay High Court by Mr. Mohan Vinayak Patwardhan & ors against the Judgement and Order dated February 28, 2007 passed by the District Judge, Ratnagiri. The dispute is regarding a dispute over a house property and land appurtenant thereto situated at District Ratnagiri owned by Mr. Vasant Chintaman Joshi, one of our directors and his brother which had been let out by their father to the Late Mr. Vinayak Patwardhan in the year 1962. Mr. Vasant Chintaman Joshi and his brother filed an eviction suit being Regular Civil Suit (No. 147/2001) before the Jt. Civil Judge (J.D.) Ratnagiri against the legal heirs of the late Mr. Vinayak Patwardhan i.e. Mr. Mohan Vinayak Patwardhan & Ors. The suit was dismissed by a Judgement and Order passed by the Court on March 23, 2004 against which Mr. Vasant Chintaman Joshi and his brother filed a Civil Appeal (No. 55/2004) before the District Judge, Ratnagiri. The District Judge set-aside the Judgement and Order passed by the Jt. Civil Judge (J.D.) Ratnagiri by a Judgement and Order dated February 28, 2007. The matter shall come for hearing in due course.
5. Our director, Mr. M.K.P Setty & Ors. have filed a Company Petition (102/2012) before the Chennai Bench of the Company Law Board (CLB) under Section 111, 397 and 398 read with Schedule XI of the erstwhile Companies Act, 1956 in relation to a dispute over the shareholding of Krishna Floor Mills (Bangalore) Private Limited. Mr. M.K.P Setty & Ors. have alleged that their shareholding has been fraudulently transferred to certain respondents. The Petition has been held to be maintainable by an Order dated May 28, 2014 by the CLB, Chennai and the matter shall come up for hearing in due course.

V. Cases filed by and against our Group Entities

Cases filed against our Group Entities

1. Ms. Ranjana Tupe has filed a Suit (No.511/2013) before the Civil Judge Junior Division, Pune against GrowRich Agro Forestry Private Limited ("GAFPL") and Ascent Promoters and Developers Private Limited ("APDPL") in relation to the suit property being an open land bearing Gat No. 245/7 situated at village Bavdhan Budruk, Tal. Mulshi, Dist. Pune for a decree for partition, declaration and injunction. GAFPL and APDPL purchased the suit property by way of two (2) Sale Deeds dated July 12, 1999 and March 26, 1999. The Court has directed the parties to maintain status-quo in the matter. The matter is pending for argument on temporary injunction application and shall come up for hearing on July 19, 2014.
2. Mr. Pradip Sakharam Dagade has filed a suit (No. 1373/2011) before the Civil Judge Senior Division, Pune against Green Gold Farmers and Forestry Private Limited in relation to the suit property bearing Survey No. 246 situated at village Bavdhan Budruk, Tal. Mulshi, Dist. Pune for a decree for declaration and permanent injunction. The Court has framed the issue on jurisdiction and has directed the Defendants to lead evidence. The matter shall come up for hearing on July 9, 2014.
3. Mr. Bharat Sakharam Bhalerao ("Plaintiff") has filed a Suit (No.1003/2013) before the Civil Judge Senior Division, Pune against Mr. Gopala Anyaba Chand, D. S. Kulkarni & Company and Others in relation to the suit property bearing Survey No. 33/2A/1 (*Old Survey No. 28*) for declaration and permanent injunction. The suit property was originally Mahar Watan Land (*Inam Class 6B*) held by the Bhalerao family. Thereafter Mr. Manthan Bhalerao sold to Mr. Gopala Chand by way of a Sale Deed dated June 12, 1968 which is duly registered in the office of Sub-Registrar Haveli No. 1, Pune at Serial No. 1981/1968 and accordingly his name

was mutated in revenue record vide Mutation Entry No. 7314. However, Mr. Bhiku Bhalerao son of Mr. Manthan Bhalerao challenged the said Mutation Entry No. 7314, which was allowed and the name of Mr. Bhiku Bhalerao was recorded in the revenue record vide Mutation Entry No. 8847. The suit property was also handed over to Mr. Bhiku Bhalerao. Thereafter, Mr. Chand challenged the said Mutation Entry No. 8847 by filing Revision Application which was allowed and the name of Mr. Chand was again recorded in the revenue record vide/ Mutation Entry No. 9323. The said entry till date is not challenged and is therefore in force and binding on the Plaintiff. Mr. Gopala Chand sold the suit property to our Company under a Sale Deed dated September 7, 2011. The Court has rejected the Temporary Injunction Application of the Plaintiff and thereafter the Plaintiff filed an amendment application for amending the Plaintiff, which was allowed by the Court. The matter is kept for filing additional Written Statement of the Defendants. The matter shall come up for hearing in due course.

4. Mr. Sanjay Tilekar (**"Plaintiff"**) has filed a Regular Civil Suit (No. 7/2008) before the Civil Judge Junior Division, Baramati against Mr. Namdeo Tilekar, D. S. Kulkarni & Company, our Company and others (**"Defendants"**). The suit has been filed by the Plaintiff against certain relatives for partition, injunction and declaration in relation to the certain parcels of land and other joint family properties including a land acquired by our Company from other Defendants/relatives. The Plaintiff has dropped the injunction application against our Company in relation to the suit land acquired by our Company. The matter is presently at the stage of evidence of the other Defendants and shall come up for hearing in the due course.
5. Mr. Waman Hemant Karmarkar (**"Plaintiff"**) has filed a Suit (No. 1161/2009) against DSK & Co., our Company and others in relation to piece and parcel of land situated at Shivajinagar, Pune for the DSK Bhagirathi project. The Plaintiff has alleged that the title of the land and rights of development granted to DSKL were invalid due to various claims and counter claims of the Plaintiff over the said land. The Plaintiff has further alleged that some members of the condominium and our Company were trying to make alterations and extension to the existing construction over the suit property. The suit property has already been developed and our Company has handed over the building to the condominium of members by way of Deed of Declaration and respective Apartment Deeds. However, our Company and others have filed an Application before the Court under Order 7 Rule 11 of the CPC for rejecting the Plaintiff on the ground that the suit was barred by limitation. The matter is at the stage of leading evidence by the Plaintiff on the preliminary issue of limitation and same shall come up on July 11, 2014.
6. Mr. Waman Hemant Karmarkar (**"Plaintiff"**) has filed a Suit (No. 138/2008) against DSK & Co. and others for declaration in relation to piece and parcel of land situated at Shivajinagar, Pune in relation to the DSK Bhagirathi project. The Plaintiff has alleged that the suit property is HUF property of the Plaintiff's family. The suit property has already been developed and the building has been handed over to the condominium of members by way of Deed of Declaration and respective Apartment Deeds. The matter is at the stage of leading evidence by Plaintiff and same shall come up on July 21, 2014.
7. Mr. Waman Hemant Karmarkar (**"Plaintiff"**) has filed a Suit (No. 654/2002) against Pune Municipal Corporation & others in relation to piece and parcel of land situated at Shivajinagar, Pune for the DSK Bhagirathi project for declaration and injunction. The Plaintiff has alleged that the suit property is HUF property of Plaintiff's family and hence the title of the land and rights of development granted to developer as well as plans sanctioned by the Pune Municipal Corporation (PMC) were invalid due to various claims and counter claims of the Plaintiff over the said land. However, DSK & Co. filed a third party application for becoming new party defendant in the suit. The said application was allowed by the Court. The matter is at the stage of filing Written Statement by DSK & Co. and shall come up on July 19, 2014.
8. Mr. Ali Asgar Dekhani (**"Plaintiff"**) has filed an Execution Application (No.24/2000) before Civil Judge Senior Division, Pune against Mr. Vishwas Hemant Karmarkar in relation to Order dated January 14, 2000 in Summary Suit (No. 108/1999). However, DSK & Co. has made a third party application in the said proceedings for becoming new party and thereby a defendant. The said application was allowed by the Court. The matter is at the stage of hearing and shall come up on July 24, 2014.
9. Mr. Aditya Kulkarni, a customer (**"Complainant"**) has filed a Consumer Complaint (No.143/2012) against DSK Motors Limited (**"DML"**) in the Consumer Court, Satara. The Complainant's Toyota vehicle, Camry

model was reported to the 3S facility of DML at Satara. The Complainant contended that there was a huge difference between the estimate for repairs provided earlier and the estimate that was provided to him after the complete survey was done on his car. The Complainant has alleged that DML, Satara had misled the Plaintiff and provided false facts and due to the delay on the part of DML, the service got postponed. Pursuant to the hearing on June 5, 2014, the Consumer District Forum, Satara has passed an order dated June 12, 2014 in favour of the Complainant. DML is in the process of filing an Appeal before the State Commission, Mumbai.

10. Mr. Nasir Shaikh ("**Complainant**") has filed a Consumer Complaint (*No.112/2013*) against DSK Motors Limited ("**DML**") and Cholamandalam MS General Insurance Company in District Consumer Court, Ahmednagar. The claim is with regards to the insurance obtained by the Complainant for Toyota Etios vehicle purchased by him from the 3S facility of DML in Ahmednagar. The Complainant sought to obtain the insurance under 100% reimbursement policy. The Insurance policy is between the Complainant and Cholamandalam MS General Insurance Company where DML has no role to play. DML has submitted its reply in the court. The matter shall come up for hearing on July 11, 2014 for issuing fresh notice to Cholamandalam MS General Insurance Company.
11. Ms. Pramila Ramesh Khankar & Others ("**Applicants**") have filed a Claim Application (*No.319/2014*) against DSK Motors Limited ("**DML**") and United India Insurance Company Limited before the Motor Accidents Claims Tribunal, Pune for compensation amounting to ₹71.20 lakhs (₹71,20,000) on account of death of Mr. Ramesh Khankar in a motor vehicle accident. The matter shall come up for hearing on July 23, 2014.
12. Mr. Bharat Saini, a customer, ("**Complainant**") has filed a Consumer Complaint (*No. 348/2012*) against DSK Motowheels Private Limited ("**DMPL**") in District Consumer Redressal Forum, North, at Tiz Hazari, New Delhi alleging that there was a manufacturing defect in the Hyosung motorcycle, GT650 model purchased by the Complainant from the dealership in Delhi. The matter shall come up for hearing on September 8, 2014 for final arguments.

Labour Dispute

1. Mr. Vijay Powar and Mr. Dattatray Zirange, employees of DSK Motors Limited ("**DML**") approached the Labour Office at Kolhapur in the year 2012 alleging that their termination by DML was illegal. DML disputed the allegations of the ex-employee's. After hearing the matter, the Labour Office by way of separate orders dated April 7, 2014 has transferred the matter to the Labour Court. The matter shall come up for hearing in due course.

Cases filed by our Group Entities

1. DSK Motors Limited ("**DML**") has filed a civil suit (*No.798/2013*) against Pune Municipal Corporation in the Court of Civil Judge Junior Division, Pune for passing an order of perpetual/permanent injunction against PMC and restraining PMC from disturbing the possession and enjoyment of the property of DML bearing Final Plot No. 476, Village Bhamburda (Shivajinagar) Pune. The suit property is situated towards the southern side of the property which is adjoining at the entrance of Vrindawan Apartment and is alleged to be illegal and unauthorized. No written statement filed by the Defendant till date. The Court has granted injunction. The matter shall come up for hearing on July 15, 2014.
2. DSK Motors Limited ("**DML**") has filed a summary suit (*No.6/2003*) against Mr. M. M. Deosthali ("**Defendant**") in the Court of Civil Judge Junior Division, Pune for recovery of the amount of ₹0.94 lakhs (₹93,500) paid by the Defendant to DML by cheque which was dishonoured. The said amount was due against the Toyota Qualis purchased by the Defendant from DML. The matter has been forwarded to Alternate Dispute Resolution (ADR) and the matter shall come up for hearing on August 6, 2014.
3. DSK Digital Technologies Private Limited ("**DDTPL**") and others ("**Plaintiffs**") has filed a suit (*No.545/2010*) before the Civil Judge Senior Division, Pune against Gigabyte Corporation for recovery of ₹10.20 lakhs (₹10,20,000). Gigabyte Corporation had entered into Agreement in the month of October, 2007 for distribution of products of DSK Digital in the Bangalore region. The matter is at the stage of leading evidence by the Plaintiffs and shall come up for hearing in due course.

4. Vastu Visharad Promoters and Developers Private Limited, Vastushilp Promoters and Developers Private Limited, Shubhastu Promoters and Developers Private Limited, Green Gold Farms and Forests Private Limited, Grow-Rich Agro Forestry Private Limited, Holy-Land Agro Forestry Private Limited ("**Plaintiffs**") have filed a Suit (*No.646/2011*) before the Civil Judge Junior Division, Pune against Pune Municipal Corporation (PMC) and others in relation to a Demolition Notice issued by the PMC in relation to the suit property situated at CTS No. 1478 (*Old Survey No. 46/IB/1/7*) of Village Hingne Budruk, Tal. Haveli, Dist. Pune, popularly known as 'Gharkul Lawns'. The Court by way of an order dated December 5, 2013 granted temporary injunction in favour of the Plaintiffs till the disposal of the suit. The matter is pending for the evidence of the Plaintiff and the next date of the hearing is July 21, 2014.

Criminal Compliant

1. DSK Motors Limited ("**DML**") has filed a Criminal Complaint (*SCC No. 27958/2013*) under Section 138 of the Negotiable Instruments Act against Mr. Ram Jagdale ("**Respondent**") in the Court of Judicial Magistrate First Class, Pune. The Respondent got his Toyota Innova car serviced from the 3S facility of DML in Bavdhan, Pune and issued a cheque of ₹0.28 lakhs (₹28,467) which was dishonored. The matter shall come up for hearing in due course.
2. DSK Digital Technologies Private Limited ("**DDTPL**") has filed a Criminal Complaint (*No.35530/2010*) under Section 138 of Negotiable Instruments Act, 1881 against Mr. Dipesh Mehta, Proprietor of Spiron Info Solution before the Judicial Magistrate First Class, Pune for recovery of amount aggregating to ₹1.94 lakhs (₹1,93,600). The Court has issued Bailable Warrants against the accused. The matter shall come up for hearing on August 8, 2014.
3. DSK Digital Technologies Private Limited ("**DDTPL**") has filed a Criminal Complaint (*No.434121/2010*) under Section 138 of Negotiable Instruments Act, 1881 against Intercon Infotech Private Limited before the Judicial Magistrate First Class, Pune for the recovery of amount of ₹25 lakhs (₹25,00,000). The matter is at the stage of evidence of the complainant. The matter shall come up for hearing in due course.

VI. Revenue proceedings against our Promoters and Directors

Ms. Hemanti Kulkarni

A.Y. 2008-2009

The Deputy Commissioner of Income Tax, Circle (3), Pune ("**DCIT**") has preferred an appeal bearing No. 1164/Pun/13 dated May 24, 2013 before the Income Tax Appellate Tribunal, Pune against the order dated January 8, 2013 ("**Order**") passed by the Commissioner of Income Tax, (Appeals) – II, Pune ("**CIT(A)**"). The DCIT has preferred the present appeal in relation to the allowance of deduction by CIT(A) of ₹16.85 lakhs (₹16,85,152) claimed by Ms. Hemanti Kulkarni ("**HK**") in computation of Short Term Capital Gains (STCG) arising on sale of land at Fursungi on account of expenses incurred by HK towards development of the aforementioned property at Fursungi. The matter is currently pending before the ITAT, Pune.

Mr. Shirish Kulkarni

A.Y. 2008-2009

The Deputy Commissioner of Income Tax, Circle (3), Pune ("**DCIT**") has preferred an appeal bearing No. 709/PN/2012 dated April 9, 2012 before the Income Tax Appellate Tribunal, Pune against the order dated January 8, 2013 ("**Order**") passed by the Commissioner of Income Tax, (Appeals) – II, Pune ("**CIT(A)**"). The DCIT has preferred the present appeal in relation to allowance of deduction of ₹162.33 lakhs (₹1,62,33,447) claimed by Mr. Shirish Kulkarni ("**SK**") in computation of computation of Short Term Capital Gains (STCG) arising on sale of land at Fursungi on account of expenses incurred by SK towards development of the aforementioned property at Fursungi and directing the Assessing Officer to reduce a sum of ₹85.32 lakhs (₹85,32,153). The matter is currently pending before the ITAT, Pune.

2. A.Y. 2009-2010

The Deputy Commissioner of Income Tax, Circle (3), Pune ("DCIT") has preferred an appeal bearing No. 1165/Pun/13 dated May 24, 2013 before the Income Tax Appellate Tribunal, Pune against the order dated December 30, 2011 ("Order") passed by the Commissioner of Income Tax, (Appeals) – II, Pune ("CIT(A)"). The DCIT has preferred the present appeal in relation to the allowance of deduction by CIT(A) of ₹798.58 lakhs (₹7,98,57,979) claimed by Mr. Shirish Kulkarni ("SK") in computation of Short Term Capital Gains (STCG) arising on sale of land at Fursungi on account of expenses incurred by SK towards development of the aforementioned property at Fursungi. The matter is currently pending before the ITAT, Pune.

VII. Revenue Proceedings against our Group Entities

Direct Tax – Ambience Ventures Estates & Development Private Limited ("AVEDPL")

1. A.Y. 2011-2012

AVEDPL has preferred an Appeal dated March 25, 2014 before the Commissioner of Income Tax (Appeals) I, Pune ("CIT(A)") against the order dated February 28, 2014 passed by the Deputy Commissioner of Income Tax, Circle 1(1), Pune ("DCIT"). AVEDPL declared a total income of ₹9.03 lakhs (₹9,03,368). The DCIT has issued Notice of Demand dated February 28, 2014 under Section 156 of the IT Act wherein the DCIT has raised a demand of ₹3.55 lakhs (₹3,54,930) as payable by AVEDPL. AVEDPL has preferred this appeal for (i) disallowance of ₹10.50 lakhs (₹10,50,000) incurred by AVEDPL towards commission paid to two (2) people for helping AVEDPL selling the flats; and (ii) taking a view that such payment of commission has not been incurred wholly and exclusively for the purposes of business under Section 37 of the IT Act. The matter is currently pending before the CIT(A), Pune.

Direct Tax – Tricone Infracon Limited ("TIL")

1. A.Y. 2009-2010

TIL has preferred an Appeal dated April 25, 2014 before the Commissioner of Income Tax (Appeals) I, Pune ("CIT(A)") against the order dated March 14, 2014 passed by the Deputy Commissioner of Income Tax, Circle 1(2), Pune ("DCIT"). The DCIT has issued a Notice of Demand under Section 156 of the IT Act raising a demand of ₹101.76 lakhs (₹1,01,76,100). TIL had declared a total income of ₹31.21 lakhs (₹31,20,730) as against ₹217.08 lakhs (₹2,17,08,373) computed by the DCIT. TIL has preferred this appeal for disallowance by AO of purchases worth ₹185.88 lakhs (₹1,85,87,643) on the assumption that these purchases were made by TIL were Hawala purchases. The matter is currently pending before the CIT(A), Pune.

2. A.Y. 2010-2011

TIL has preferred an Appeal dated April 25, 2014 before the Commissioner of Income Tax (Appeals) I, Pune ("CIT(A)") against the order dated March 14, 2014 passed by the Deputy Commissioner of Income Tax, Circle 1(2), Pune ("DCIT"). TIL has preferred this appeal for disallowance by AO of purchases worth ₹5.81 lakhs (₹5,81,573) on the assumption that the aforementioned purchase was made by TIL was a Hawala purchases. The matter is currently pending before the CIT(A), Pune.

3. A.Y. 2011-2012

TIL has preferred an Appeal dated April 25, 2014 before the Commissioner of Income Tax (Appeals) I, Pune ("CIT(A)") against the order dated March 14, 2014 passed by the Deputy Commissioner of Income Tax, Circle 1(2), Pune ("DCIT"). TIL has preferred this appeal for disallowance by AO of purchases worth ₹17.19 lakhs (₹17,18,577) on the assumption that the aforementioned purchase was made by TIL was a Hawala purchases. The matter is currently pending before the CIT(A), Pune.

Indirect Tax – Vastu Siddhi Promoters and Developers Private Limited ("VSPDPL")

1. Period from April 1, 2009 to March 31, 2010

VSPDPL has preferred an Appeal dated May 19, 2014 before the Joint Commissioner of Sales Tax, Appeals, Pune ("JCST") against the order dated March 25, 2014 ("Order") passed by the Deputy Commissioner of Sales Tax, Pune ("DCST") under Section 23(5) of the M VAT Act wherein the DCST has disallowed the input tax credit availed in relation to certain purchases amounting to ₹6.05 lakhs (₹6,04,843) made by VSPDPL. Further, the DCST has also raised a demand equal to such excess input tax credit availed by VSPDPL along with interest under Section 30(3) of the M VAT Act at ₹3.63 lakhs (₹3,62,966) and penalty under Section 29(3) of the M VAT Act at ₹6.05 lakhs (₹6,04,843) aggregating to ₹15.73 lakhs (₹15,72,592). Out of the aggregate demand of ₹15.73 lakhs (₹15,72,592), VSPDPL has already paid a sum of ₹6.05 lakhs (₹6,04,843). Therefore, the DCST has issued a Notice of Demand dated March 25, 2014 raising a demand of ₹9.68 lakhs (₹9,67,749). VSPDPL has preferrel the aforementioned Appeal in relation to the disallowance of set off claimed under Section 48(5) of the M VAT Act by the Assistant Commissioner of Sales Tax. The matter is currently pending before the JCST, Pune.

Direct Tax

1. A.Y. 2010-2011

VSPDPL has preferred an Appeal dated March 24, 2014 before the Commissioner of Income Tax (Appeals) I, Pune ("CIT(A)") against the order dated January 20, 2014 passed by the Deputy Commissioner of Income Tax, (HQ-IV), Pune ("DCIT"). The DCIT has issued a Notice of Demand dated January 20, 2014 under Section 156 of the IT Act raising a demand of ₹28.48 lakhs (₹28,48,403). VSPDPL has preferred this appeal for disallowance by AO of purchases worth ₹58.41 lakhs (₹58,40,519) on the assumption that these purchases were made by VSPDPL were Hawala purchases as reported by the Sales Tax Department. The matter is currently pending before the CIT(A), Pune.

Indirect Tax – DSK Worldman Computers Private Limited ("DWCPPL")

2. Period from April 1, 2008 to March 31, 2009

DWCPPL has preferred an Appeal bearing No. 881/2013-14 dated March 6, 2014 before the Joint Commissioner of Sales Tax (Appeals), Pune ("JCST") against the order dated June 30, 2013 ("Order") passed by the Assistant Commissioner of Sales Tax, VAT-D-816 (Business Audit), Pune. DWCPPL has preferred the present appeal (i) since the Assistant Commissioner of Sales Tax has erred in levying the taxes on 'Out of Maharashtra' purchases without considering the necessary details and data provided by DWCPPL; (ii) to set aside the Order wherein it has been levied interest under Section 30(2) of the M VAT Act amounting to ₹1.01 lakhs (₹1,01,158). The aforementioned Order has resulted in demand of ₹2.57 lakhs (₹2,56,785) and DWCPPL has sought relief for the entire amount of ₹2.57 lakhs (₹2,56,785). DML has further made an application before the JCST for grant of stay against order of assessment, penalty, interest or fine under Section 26 of the M VAT Act. DML has received stay for an amount of ₹2.57 lakhs (₹2,56,785) by way of an order dated March 6, 2014 to stay the recovery proceedings pending the decision of the Appeal or till the date of the stay order is vacated, whichever is earlier. The matter is currently pending before the JCST, Pune.

Indirect Tax – DSK Digital Technologies Private Limited ("DDTPL")

1. Period from April 1, 2009 to March 31, 2010

Maharashtra Value Added Tax (M VAT) and Central Sales Tax (CST)

DDTPL has preferred two (2) Appeals dated May 19, 2014 before the Deputy Commissioner of Sales Tax (Appeals), Pune ("DCST") against the order dated March 29, 2014 ("Order") passed by the Sales Tax Officer, VAT-C-804, B.A., Pune ("STO") under the M VAT and CST Act. The STO has issued a Show Cause Notices dated May 6, 2014 ("SCN") wherein differential dues of ₹0.31 lakhs (₹31,660) including interest and penalty of ₹0.19 lakhs (₹19,483) and ₹15.05 lakhs (₹15,05,654) including interest and penalty of ₹5.64 lakhs (₹5,64,620) under VAT Act and CST Act respectively has been raised. DDTPL has preferred the present

appeals for disallowance of the claim of set off without physical cross verification of the vendor by the STO; (ii) to set aside the interest charged and penalty imposed by the STO under the Order. The matter is currently pending before the DCST, Pune.

Indirect Tax – DSK Motors Limited ("DML")

Maharashtra Value Added Tax (M VAT)

1. Period from April 1, 2003 to March 31, 2004

DML has preferred an Appeal bearing No. 114/06-07 dated September 4, 2006 before the Deputy Commissioner of Sales Tax (Appeals), Pune ("**DCIT(A)**") against the order dated April 29, 2006 ("**Order**") passed by the Deputy Commissioner of Sales Tax (Assmt), Pune ("**DCIT**"). The DCIT has issued a final Notice of Assessment under the Central Sales Tax Act, 1956 dated April 29, 2006 wherein the amount of ₹8.45 lakhs (₹8,45,072) has been assessed as tax payable by DML. DML has preferred the present Appeal (i) challenging the jurisdiction of the DCIT to initiate re-assessment proceedings; (ii) disallowance of DML's claim of sales against declaration and withdrawal of concession granted and thereby sales are being held liable to CST @ 12% amounting to ₹5.79 lakhs (₹5,79,477) on which the DCIT has charged interest under Section 36(3)(b) of the Bombay Sales Tax Act read with Section 9(2) of the Central Sales Tax Act amounting to ₹2.41 lakhs (₹2,41,449); and (iii) Penalty levied under Section 36(2)(c) Expl. I amounting to ₹1.21 lakhs (₹1,20,725). DML has received an admission memo cum stay order dated September 4, 2006 wherein DML has been granted stay for the entire amount of ₹8.45 lakhs (₹8,45,072). The matter is currently pending before the DCIT(A), Pune.

2. Period from April 1, 2005 to March 31, 2006

DML has preferred an Appeal dated April 27, 2010 before the Deputy Commissioner of Sales Tax (Appeals), Pune ("**DCST(A)**") against the order dated March 2, 2010 ("**Order**") passed by the Deputy Commissioner of Sales Tax (VAT), Pune ("**DCST**"). The DCST has issued a Notice of Demand dated March 2, 2012 raising a demand of ₹8.80 lakhs (₹8,80,389) including interest charged under Section 30(3) of the M VAT Act amounting to ₹3.30 lakhs (₹3,30,146). DML has preferred the present Appeal for (i) tax levied by the DCST on the warranty claim received by DML from Toyota Kirloskar Motor Private Limited which infact is not a part of the sale price; and (ii) setting aside the order wherein interest has been levied under Section 30(3) of the M VAT Act amounting to ₹3.30 lakhs (₹3,30,146). DML had further made an application before the Joint Commissioner of Sales Tax ("**JCST**") for grant of stay against order of assessment, penalty, interest or fine under Section 26 of the M VAT Act. DML has received an interim stay for an amount of ₹6.20 lakhs (₹6,20,389) by way of an order dated June 15, 2010 from the Office of the JCST, Pune and DML has been directed to make part payment of ₹2.60 lakhs (₹2,60,000) which has already been paid by. The matter is currently pending before the DCST(A), Pune.

3. Period from April 1, 2006 to March 31, 2007

DML has preferred an Appeal dated April 27, 2010 before the Deputy Commissioner of Sales Tax (Appeals), Pune ("**DCST(A)**") against the order dated March 2, 2010 ("**Order**") passed by the Deputy Commissioner of Sales Tax (VAT), Pune ("**DCST**"). The DCST has issued a Notice of Demand dated March 2, 2012 raising a demand of ₹16.79 lakhs (₹16,79,007) including interest charged under Section 30(3) of the M VAT Act amounting to ₹5.21 lakhs (₹5,21,009). DML has preferred the present Appeal for (i) tax levied by the DCST on the warranty claim received by DML from Toyota Kirloskar Motor Private Limited which infact is not a part of the sale price; and (ii) setting aside the Order wherein interest has been levied under Section 30(3) of the M VAT Act amounting to ₹5.21 lakhs (₹5,21,009). DML had further made an application before the Joint Commissioner of Sales Tax ("**JCST**") for grant of stay against order of assessment, penalty, interest or fine under Section 26 of the M VAT Act. DML has received an interim stay for an amount of ₹11.19 lakhs (₹11,19,007) by way of an order dated June 15, 2010 from the Office of the JCST, Pune and DML has been directed to make part payment of ₹5.60 lakhs (₹5,60,000) which has already been paid by DML. The matter is currently pending before the DCST(A), Pune.

4. Period from April 1, 2007 to March 31, 2008

DML has preferred an Appeal dated April 27, 2010 before the Deputy Commissioner of Sales Tax (Appeals), Pune ("DCST(A)") against the order dated March 2, 2010 ("Order") passed by the Deputy Commissioner of Sales Tax (VAT), Pune ("DCST"). The DCST has issued a Notice of Demand dated March 2, 2012 raising a demand of ₹16.03 lakhs (₹16,03,309) including interest charged under Section 30(2) and Section 30(3) of the M VAT Act amounting to ₹0.03 lakhs (₹3,444) and ₹3.69 lakhs (₹3,69,200) respectively. DML has preferred the present Appeal for (i) tax levied by the DCST on the warranty claim received by DML from Toyota Kirloskar Motor Private Limited which infact is not a part of the sale price; and (ii) for setting aside the Order wherein interest has been levied under Section 30(2) and Section 30(3) of the M VAT Act aggregating to ₹3.73 lakhs (₹3,72,644). DML had further made an application before the Joint Commissioner of Sales Tax ("JCST") for grant of stay against order of assessment, penalty, interest or fine under Section 26 of the M VAT Act. DML has received an interim stay for an amount of ₹11.23 lakhs (₹11,23,309) by way of an order dated June 15, 2010 from the Office of the JCST, Pune and DML has been directed to make part payment of ₹4.80 lakhs (₹4,80,000) which has already been paid by DML. The matter is currently pending before the DCST(A), Pune.

5. Period from April 1, 2008 to March 31, 2009

DML has preferred an Appeal dated July 2, 2012 before the Joint Commissioner of Sales Tax (Appeals), Pune ("JCST") against the order dated May 29, 2012 ("Order") passed by the Deputy Commissioner of Sales Tax, Pune ("DCST"). DML has preferred the present appeal to set aside the Order passed by the DCST and that the assessment be cancelled or remanded. DML further prays to set aside the Order wherein it has been levied interest under Section 30(2) and 30(3) of the M VAT Act amounting to ₹36.52 lakhs (₹36,51,880) and been imposed a penalty under Section 29(3) of the M VAT Act amounting to ₹7.58 lakhs (₹7,58,229). The aforementioned Order has resulted in demand of ₹122.92 lakhs (₹1,22,92,445) out of which DML has admitted a demand of ₹5.61 lakhs (₹5,61,452) and has sought relief of ₹117.31 lakhs (₹1,17,30,993). DML has further made an application dated July 2, 2012 before the JCST for grant of stay against order of assessment, penalty, interest or fine under Section 26 of the M VAT Act. DML has received an interim stay for an amount of ₹91.92 lakhs (₹91,92,455) by way of an order dated July 16, 2012 from the Office of the Joint Commissioner of Sales Tax, Pune ("JCST") and DML has been directed to make part payment of ₹31.00 lakhs (₹31,00,000) which has already been paid by DML. The matter is currently pending before the JCST, Pune.

Indirect Tax – DSK Motowheels Private Limited ("DMPL")

4. DSK Motowheels Private Limited ("DMPL") by way of a letter dated April 19, 2013 from the Office of the Commissioner of Customs (Import), GATT Valuation Cell, Mumbai had requested DMPL to submit certain information and documents under its questionnaire in relation to determination of value of imports from the collaborator i.e. S&T Motors Co. Limited (*including its associates/affiliates*) in terms of Section 14(1) of the Customs Act, 1962 read with Customs Valuation Rules, 2007. DMPL by way of its letter dated May 19, 2013 has submitted its reply alongwith the required information and documents. DMPL had appeared and presented its matter before the Assistant Commissioner of Customs, Mumbai ("ACC"). The matter is currently pending before the ACC, Mumbai.

VIII. SEBI proceedings

Nil

IX. Past cases where penalties have been imposed

Nil

X. Application filed with the Central Government under the Companies Act, 2013

1. Our Company has filed an Application dated June 2, 2014 with the Central Government for waiver of excess remuneration of ₹46.94 lakhs (₹46,94,000) paid by our Company in the year F.Y. 2008-2009 to our Chairman and Managing Director, Mr. D.S. Kulkarni. The Central Government is expected to dispose of the Application



in due course.

XI. Preliminary Investigation instituted by the Enforcement Directorate ("ED") under Foreign Exchange Management Act, 1999

1. An investigation has been instituted by the Directorate of Enforcement, Ministry of Finance/ Department of Revenue under Foreign Exchange Management Act, 1999 against our Company in relation to the investment, loans advanced and the inward and outward remittances from and to DSK Developers Corporation (*Wholly Owned Subsidiary of our Company*) and DSK Woods LLC (*step-down subsidiary of our Company*). Our Company has made various representations and submissions before the ED pursuant to the issue of Summons dated September 3, 2013, October 17, 2013 and December 24, 2013 by the ED.

XII. Compounding Application filed by our Company

1. Our Company had filed an application dated March 6, 2014 with the RBI for the compounding of contravention(s) of Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 in relation to (i) delay in intimation for increase in equity in DSK Developers Corporation, a Wholly Owned Subsidiary (WOS) of our Company; (ii) inadvertent remittance of USD 25,000 to step-down subsidiary; (iii) delay in repatriation of interest accrued on loan advanced to WOS; and (iv) delay of 1 and 8 days in filing Annual Performance Reports (APRs) on two (2) occasions. Pursuant to the above application, the RBI by way of its letter dated June 2, 2014 directed our Company to comply with certain requirements which *inter alia* includes the unwinding of inadvertent remittance of USD 25,000 to step-down subsidiary, filing of revised APRs and certification of compliance of Regulation 15(i) of Notification No. FEMA 120/RB02004 dated July 7, 2004. Our Company has complied with the aforementioned requirements of RBI. However, our Company has filed a fresh compounding application on direction received from RBI by way of its letter dated July 1, 2014 annexing all the necessary documents in relation to the same.

Pending dues of Small Scale Undertakings:

Our Company does not have any dues exceeding ₹1 Lakh outstanding for more than thirty (30) days to any small-scale industrial undertaking(s).

REGULATIONS AND POLICIES

Our Company is engaged in the business of real estate development and land development. Since our business involves the acquisition of land and land development rights, we are governed by a number of Central and State legislations regulating substantive and procedural aspects of the acquisition of, and transfer of land. The following description is a summary of the relevant regulations and policies as prescribed by the Government of India. The regulations set below are not exhaustive, and is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional legal advice.

Additionally, our projects require, at various stages, the sanction of the concerned authorities under the relevant Central and State legislations and local bye-laws. We are subject to land acquisition, town planning and social security laws. The following is an overview of the important laws and regulations, which are relevant to our business as a real estate developer in India.

Regulations in relation to Real Estate industry in India:

1. Constitution of India

The Constitution of India, in Schedule VII provides the list of the various fields of legislation in which the Union, the States and the Union and States are allowed to make laws. The fields of legislation as specified in the union list allow the Union of India to make laws, while the entries in the State list allow the respective States to make laws in relation to the same. The entries in the Concurrent list are where the centre and the States can both make laws. Provided below are certain important entries in relation to land which appear both in the Union as well as the State list.

2. Union List

Entry 86 of the Union list is in relation to '*Taxes on the capital value of the assets, exclusive of agricultural land, of individuals and companies; taxes on the capital of companies*'. Further entry 87 deals with '*Estate duty in respect of property other than agricultural land*'.

3. State List

Entry 18 of the State List deals with '*land that is to say right in or over the land, land tenures including the relation of landlord and tenant, and the collection of rents, transfer and alienation of agricultural lands; land improvement and agricultural loans; colonisation*'. Further entry 49 empowers the State in relation to '*taxes on land and buildings*'.

Therefore, as provided for in the Constitution of India, as regards lands in specific and real estate in general, the same are governed both by the laws enacted by the States as well as by the Union of India.

Laws relating to land acquisition

1. The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 is a legislation that regulates land acquisition and provides laid down rules for granting compensation, rehabilitation and resettlement to the affected persons in India. The Act has provisions to provide fair compensation to those whose land is taken away, brings transparency to the process of acquisition of land to set up factories or buildings, infrastructural projects and assures rehabilitation of those affected. The Act establishes regulations for land acquisition as a part of India's massive industrialisation drive driven by public-private partnership. The Act replaces the Land Acquisition Act, 1894, nearly 120 year old law enacted during British rule.

The aims and objectives of the Act include:

- To ensure, in consultation with institutions of local self-government and Gram Sabhas established under the Constitution of India, a humane, participative, informed and transparent process for land acquisition for industrialization, development of essential infrastructural facilities and urbanisation with the least disturbance to the owners of the land and other affected families
- Provide just and fair compensation to the affected families whose land has been acquired or proposed to be acquired or are affected by such acquisition
- Make adequate provisions for such affected persons for their rehabilitation and resettlement
- Ensure that the cumulative outcome of compulsory acquisition should be that affected persons become partners in development leading to an improvement in their post acquisition social and economic status and for matters connected therewith or incidental thereto.

The Act aims to establish the law on land acquisition, as well as the rehabilitation and resettlement of those directly affected by the land acquisition in India. The scope of the Act includes all land acquisition whether it is done by the Central Government of India, or any State Government of India, except the state of Jammu & Kashmir. The Act is applicable when:

- Government acquires land for its own use, hold and control, including land for Public sector undertakings.
- Government acquires land with the ultimate purpose to transfer it for the use of private companies for stated public purpose. The purpose of LARR 2011 includes public-private-partnership projects, but excludes land acquired for state or national highway projects.
- Government acquires land for immediate and declared use by private companies for public purpose.

The provisions of the Act does not apply to acquisitions under 16 existing legislations including the Special Economic Zones Act, 2005, the Atomic Energy Act, 1962, the Railways Act, 1989, etc.

Laws regulating transfer of property:

1. Transfer of Property Act, 1882 ("T.P. Act")

The Transfer of Property Act, 1882 deals with the various methods in which transfer of property including transfer of immovable property or any interest in relation to that property, between individuals, firms and companies takes place. This mode of transfer between individuals is governed by the provisions of the T.P. Act, as opposed to the transfer of property or interest by the operation of law. The transfer of property as provided under the T.P. Act, can be through the mode of sale, gift and exchange while an interest in the property can be transferred by way of a 'lease' or 'mortgage'.

The T.P. Act stipulates the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

2. Registration Act, 1908 ("Registration Act")

The Registration Act has been enacted with the object of providing public notice of the execution of documents affecting a transfer of any interest in an immoveable property. The purpose of the Registration Act is the conservation of evidence, assurances, title, publication of documents and prevention of fraud. It lays down in detail, the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immoveable property of the value of one hundred rupees or more, and a lease of immoveable property for any term exceeding eleven months or reserving a yearly rent.

An unregistered document will not adversely affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance

or as evidence of part performance under the T.P. Act or as collateral), unless it has been registered. However, the amount of the fees under the Registration Act for the purpose of registration, vary from State to State.

3. **The Indian Stamp Act, 1899 ("Stamp Act")**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the Union list, is governed by the provisions of the Stamp Act which is enacted by the Central Government. All other instruments are required to be stamped, as per the rates prescribed by the respective State governments. Stamp duty is required to be paid on all documents that are registered, as stated above, the percentage of stamp duty payable varies from one State to another. Certain States in India have enacted their own legislation in relation to stamp duty, while other States have amended the Stamp Act, as per the rates applicable to in the State. The Stamp Act provides for stamp duty at specified rates on instruments listed in the Schedule to the said Act.

The stamp duty in relation to the lease or conveyancing of any immovable property is prescribed by the respective States in which the land is situated and it varies from State to State. Instruments which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. Further the State government also has the power to impound insufficiently stamped documents.

4. **Easements Act, 1882 ("Easements Act")**

The law relating to easements is governed by the Easements Act. The right of easement is derived from the ownership of property and has been defined under the Easements Act to mean a right which the owner or occupier of land possesses for the beneficial enjoyment of that land and which permits him to do or to prevent something from being done in respect of certain other land not his own. Under this law an easement may be acquired by the owner of immovable property, *i.e.* the dominant owner, or on his behalf by the person in possession of the property. Such a right may also arise out of necessity or by virtue of a local custom.

Laws specific to the State of Maharashtra:

1. **Bombay Provincial Municipal Corporations Act, 1949 ("BPMCA")**

The BPMCA provides for the establishment of municipal corporations in the State of Maharashtra. The Pune Municipal Corporation ("**PMC**") and Pimpri Chinchwad Municipal Corporation ("**PCMC**"), having jurisdiction over lands where our projects are located, have been established under the BPMCA for the city of Pune. PMC and PCMC carry out their functions including, *inter alia*, granting of approvals for projects situated in Pune in accordance with this Act. Chapter XV of the Act provides for Building Regulations and prescribes giving of a notice to the Commissioner for erection of a building. The Commissioner may impose conditions and requisitions that have to be adhered to. Breach of any condition may cause such erection to be removed, altered or pulled down if sufficient cause is not shown. Within one month of completion of erection of the building, a notice in writing must be sent to the Commissioner at his office along with a certificate in accordance with the by-laws and facilitate inspection by the Commissioner. Permission to occupy the building must be applied for simultaneously. Occupation or use of the building is prohibited till permission is received from the Commissioner, unless 21 days have lapsed since such notification and no refusal of permission has been communicated by the Commissioner (Section 263, BPMCA).

2. **Maharashtra Regional and Town Planning Act, 1966 ("MRTPA")**

The MRTPA has been enacted with the object of establishing local development authorities in Maharashtra to ensure efficient town planning and development of lands within their jurisdiction. It provides for the creation of new towns and compulsory acquisition of land required for public purposes. The Collector and the Town Planning Department as appointed and established under MRTPA, grant approvals for real estate projects situated in areas falling within their jurisdiction. It deals with Control of Development and use of Land included in Development Plans. Section 43, MRTPA provides that no person shall without the

permission in writing of the Planning Authority change the use of or develop any land which is part of a notified area or site for a new town. The Planning Authority, by virtue of Section 51, reserves the right to revoke or modify the permission granted if it appears inconsistent to the development plan. Chapter VI-A provides for levy, assessment and recovery of development charge. Section 124A empowers the Planning Authority to levy development charge on use, change of use or development of land for which permission is required at specified rates. Land appurtenant to a building used for any purpose independent of the building shall be levied separately.

3. Development Control Rules for Pune Municipal Corporation, 1982 ("DCR")

The PMC and PCMC in carrying out their functions and granting approvals for real estate projects are guided by the Development Control Rules for Pune Municipal Corporation, 1982. Real estate projects in Pune have to be planned and developed in conformity with the norms established by the DCR and as such require various sanctions from the PMC and PCMC.

4. Integrated Special Township Scheme

Under the Pune Regional Plan, the Government of Maharashtra (Urban Development Department) modified the Development Control rules in order to include the provisions of Special Township. The notification of this scheme has been published under the No. TPS 1804 / Pune R.P.DCR / UD – 13. Under the Integrated Special Township Scheme, the developer is required to acquire a contiguous property of more than 100 Acres without any natural bodies (such as water body, roads) and/or any other natural subdivision. Floor Space Index ("FSI") norms are based depending upon the zoning of the property. FSI can be floating and can also be utilized proportionately in a property with mixed zoning. The procedures for obtaining sanctions on the said property are different from the standard procedures applicable for a plot of less than 100 acres. Furthermore, the developer is required to obtain a "Location Clearance" from the Urban Development Department for which certain NOC's from departments like Town Planning, Irrigation, Environment, Archeological and Forest are mandatory. This location clearance is then submitted to the Collector of Pune for obtaining a "Letter of Intent". After obtaining the letter of intent from the collector, an application is required to be made along with the set of proposed plans to the collector who in turn sends the proposal to the assistant director of town planning. The assistant director of town planning forwards the proposal to the deputy director of town planning for his sanction. Finally, the sanctioned plans come back to the collector for his final endorsement.

This scheme is important in light of the concessions available to the developer like stamp duty and the deemed sanction of Urban Land Ceiling ("ULC") and Non-Agricultural ("NA"). However, it is necessary that the developer provides for all necessary infrastructure and the required amenities before commencing the project. However, the scheme can be floated only in the areas outside the purview of the Municipal Corporation, Municipal Council and Special Planning Authorities like City and Industrial Development Corporation of Maharashtra Ltd. ("CIDCO"), and Maharashtra Industrial Development Corporation ("MIDC"). The idea behind floating this scheme is to promote private investment in the housing sector and also to create housing at reasonable price.

5. The Maharashtra Ownership Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963 ("MOF Act")

The MOF Act applies throughout the State of Maharashtra. The provisions of the MOF Act apply to promoters / developers who intend to construct a block or building of flats on ownership basis. The MOF Act prescribes general liabilities of promoters and developers. Under the rules framed under the MOF Act, a model form of agreement to be entered into between promoters / developers and purchasers of flats has been prescribed. Under the MOF Act, the promoter / developer is required to enter into a written Agreement for sale of flat with each purchaser and the agreement contains prescribed particulars with relevant copies of documents and these agreements are compulsorily required to be registered.

6. **Maharashtra Slum Areas (Improvement, Clearance and Redevelopment) Act, 1971 ("MSA Act")**

The MSA Act provides for and governs the making of better provisions for improvement and clearance of slum areas in the State and their redevelopment and for the protection of occupiers from eviction and distress warrants.

7. **Maharashtra Rent Control Act, 1999 ("MRC Act")**

The MRC Act has been enacted to unify, consolidate and amend the law relating to control of rent and repairs of certain premises and of eviction in Maharashtra and for encouraging the construction of new houses by assuring a fair return on the investment by landlords and to provide for the matters connected with the purposes aforesaid.

8. **Maharashtra Tax on Buildings (with Larger Residential Premises) Act, 1979**

The Maharashtra Tax on Buildings (with Larger Residential Premises) Act, 1979 has been enacted to provide for levy of tax on buildings in corporation areas in the State of Maharashtra, which contain larger residential premises.

9. **The Bombay Stamp Act, 1958**

As stated above, the applicable rates for stamp duty on various instruments, including those relating to conveyance, are prescribed by state legislation. The stamp duty rates as applicable in Maharashtra have been prescribed by the Bombay Stamp Act, 1958. Set out below are some of the salient rates of stamp duty in the context of the Company's operations:

- Development Agreement: under the BSA, stamp duty of 1% on consideration/market value, whichever is more is payable.
- Power of Attorney: if stamp duty is paid, as above, on the development agreement, then stamp duty payable is ₹200.
- Agreement with flat owners: Concessional stamp duty is provided for residential units and stamp duty on commercial units at the rate of 5%.
- In case of investments executed for the rehabilitation of slum dwellers, the Government of Maharashtra has, in exercise of its powers under section 9 of the BSA, reduced the stamp duty to ₹100 only.

10. **The Maharashtra Value Added Tax Act, 2002**

The Maharashtra Value Added Tax Act, 2002 prescribes certain requirements in relation to the payment of value added tax in Maharashtra.

11. **Maharashtra Co-operative Societies Act, 1960**

The Maharashtra Cooperative Societies Act, 1960 has been enacted with a view to providing for the orderly development of cooperative movement in the State of Maharashtra in accordance with the relevant Directive Principles of State Policy enunciated in the Constitution of India.

12. **Bombay Municipal Corporation Act, 1888**

The Bombay Municipal Corporation Act, 1888 has been enacted to regulate the municipal administration of the city of Bombay (now Mumbai) and to secure the due administration of municipal funds.

13. **The Maharashtra Housing and Area Development Act, 1976**

The Maharashtra Housing and Area Development Act, 1976 has been enacted for giving effect to the policy of the State towards securing the principle specified in the Constitution of India and the execution of the

proposals, plans or projects therefore and acquisition therefore of the lands and buildings and transferring the lands, buildings or tenements therein to the needy persons and cooperative societies of occupiers of such lands or buildings.

14. **The Maharashtra Apartment Ownership Act, 1970**

The Maharashtra Apartment Ownership Act, 1970 has been enacted to provide for ownership of an individual apartment in a building and to make such apartment heritable and transferable property.

Laws specific to the State of Karnataka:

Our Company is also required to comply with the laws applicable to the housing and the real estate sector in the State of Karnataka, as one of our projects is also situated in Bengaluru, which include laws in relation to the availability of the land, obtaining the no objection certificates prior to the commencement of construction, to obtaining approvals required during and after the construction and finally obtaining the completion and occupancy certificate. We are required to comply with the various laws at the different stages in the life-cycle of a project. Some of the important main local legislations applicable to us are provided below.

1. **Comprehensive Development Plan ("CDP")**

To ensure economic and healthy development of the city. The city is divided into a number of use zones, such as residential, commercial, industrial, public and semipublic. In order to promote public health, safety and the general welfare of the community, the state government thought it necessary to impose limitations on the use of land and buildings. The CDP for the city of Bangalore was approved by the Government of Karnataka in the year 1984 and has subsequently been revised in 1995 by the Bangalore Development Authority ("BDA") which is the Planning Authority for the Metropolitan area of Bangalore, as per Section 25 of the Karnataka Town and Country Planning Act, 1961 ("**KTCP Act**"). The CDP covers a total area of 1279 square kilometres and tends to be revised at least once every ten years. The CDP lays down the policies and programmes for the overall development of the area within its ambit taking into consideration the long term requirements. The land requirement for different uses like residential, commercial, industrial, public and semi public, traffic and transportation, parks and open spaces have been worked out and suitably located.

In each use / zone, certain uses are normally permitted and certain other uses may be permitted by the BDA under special circumstances. The zoning regulations and their enforcement are a major tool in keeping the land use pattern of the master plan. The zoning regulations for the city of Bangalore for the Bangalore Local Planning Area are prepared under the clause (iii) sub Section 2 of Section 12 of the KTCP Act. Section 12 of the KTCP Act deals with the contents of the master plan which shall consist of a series of maps and documents indicating the manner in which the development and improvement of the entire planning area within the planning authority is carried out. For the purpose of the KTCP Act, a planning authority includes the Bangalore Development Authority and any such local planning authority that is constituted under the KTCP Act.

2. **Karnataka Land Revenue Act, 1964 ("KLR Act")**

The KLR Act was enacted to consolidate and amend the laws relating to land and the revenue administration, in the State of Karnataka. The KLR Act states that any owner of an agricultural land shall require the permission of the Deputy Commissioner to convert the use of such land for any other purpose. The KLR Act states that such a request for the conversion of the agricultural land cannot be refused, if such lands are in the CDP. Certain activities which are allowed to be carried out in the green belt areas include construction of places of worship, hospitals, libraries, sports clubs and cultural buildings. Any other form of activity, to be carried out will require the prior consent of the relevant authority.

3. **Karnataka Town and Country Planning Act, 1961 ("**KTCP Act**")**

The KTCP Act was enacted to provide for the regulation of planned growth of land use and development and for the making and execution of town planning schemes in the State of Karnataka. The KTCP Act provides for the declaration of a local planning area and shall be governed by its own local bye laws, rules and regulations, as the case may be. A local planning authority is constituted for such a local planning area. Every local planning authority shall be required to create a master plan and all activities shall be carried out pursuant to such a master plan.

4. **Karnataka Municipal Corporation Act, 1976 ("KMC Act")**

The KMC Act was established to consolidate and amend the laws relating to the establishment of 'Municipal Corporations' in the State of Karnataka. The Municipal Corporations then have the power to regulate the construction industry by imposing mandatory requirements such as necessary approvals, building bye-laws and regulation of future constructions etc. Pursuant to the provisions contained in Chapter XV of the Act, the corporations have been given the powers to regulate buildings and other related activity. Under Chapter II of the KMC Act, a 'Corporation' is established based on certain criteria, which include the population of the area, the density of the population and certain other factors. Furthermore, the KMC Act under Section 295 empowers a corporation to make bye-laws for the use of sites and buildings. The corporation shall have the power to make bye-laws, for the regulation or restriction for the use of sites or buildings. Such a corporation may also make bye-laws for all matters that are required or allowed to be carried on under the KMC Act.

5. **Bangalore Mahanagara Pallike Building Bye-Laws - 2003 ("BMP Bye-Laws")**

The BMP Bye-Laws are applicable and shall be required to be complied with within the jurisdiction of the Bangalore Mahanagara Pallike. For the purpose of the BMP Bye-Laws, the Bangalore Mahanagara Pallike shall mean the Corporation. Currently there are totally about 100 wards in Bangalore to which the BMP Bye-Laws are applicable. Schedule 1 of the BMP Bye-Laws, provides the land use classification which is permitted. Land use under the schedule is classified as (i) Residential; (ii) Commercial (retail and wholesale business); (iii) Industrial; (iv) public and semi public use; (v) parks, open spaces and playgrounds; (vi) transport and communication; (vii) utilities and services; and (viii) agricultural zone. In the commercial (retail business) zone, the construction of residential buildings is permitted. Part II of the BMP Bye-Laws provide that every person who intends to erect or re-erect a building or make material alterations shall be required to obtain a license from the Commissioner of the Bangalore Mahanagara Pallike (**"Authority"**). The BMP Bye-Laws provide the various details that need to be complied with, for the purpose of carrying out any construction activity within its jurisdiction.

At the time of submission of an application by any person to the Authority to erect a building or such other construction activity, as required in clause 3 of the BMP Bye-Laws the following documents shall also be required to be submitted with the plans and documents, which include:

- Title deeds or the possession issued by a competent authority;
- Property card and the sketch issued by the Department of Survey and Settlement and Land records and the latest assessment book extract issued by the Corporation;
- Receipt of the property tax paid to the Corporation;
- Attested copy of any previously sanctioned plan; and
- Drawing, key plan, site plan (which is drawn to a scale of 1:500) for sites up to an area of one hectare and building plan (which is drawn to a scale of 1:500). The said building plan shall also contain the following particulars including; floor plans of all the floors, use or occupancy of all parts of the building, sectional drawings of thickness of the walls, spacing of the column and such other details.

In addition to the above, certificates from the following authorities shall have to be submitted with the application. These authorities include:

- The Bangalore Development Authority, in the event any of the conditions as specified are satisfied; and
- No Objection Certificate ("NOC") from The Bangalore Water Supply and Sewerage Board, Bangalore Electricity Supply Company, Fire Services Department, Airport Authority of India in case of a high

rise building. In the event that the high rise building is above seven floors, such an NOC shall also have to be obtained from the Telecommunication Department.

A high rise building is defined in clause 2.46 of the BMP Bye-Laws as a building with ground floor plus four or more floors above the ground floor. Upon the grant of the license by the Authority, the owner shall have to comply with the approved plan and specifications and the construction of the building shall have to commence within a period of two years. After the physical inspection, the Authority shall issue an occupancy certificate.

Technical Requirements: The building constructed shall be required to comply with the specific requirements as specified in the BMP Bye-Laws. In relation to the construction of any building, the Floor Area Ratio ("FAR") shall mean the 'quotient obtained by dividing the total covered area of all the floors by the area of the plot'. The set back line means 'a line prescribed beyond which nothing can be constructed towards the plot boundary except those not included under the definition of coverage.'

Therefore, the FAR is calculated on a case by case basis based on the construction. For instance, assuming a property measuring 10,000 sq. ft. is located on Sarjapur Ring Road, near Bangalore, with a road width of 150 feet, this property would fall under the zone of the CDP, 1995 and be entitled for an FAR of 2.00 as per table 24 of the CDP.

Clause 9.2 of the BMP Bye-Laws refer to tables four to six, which provide the details in relation to the set backs required on all sides of the buildings, the maximum plot coverage, the maximum FAR, the maximum number of floors, maximum height of the building, that are permissible for different dimensioned sites and width. The exterior open spaces, the setback in metres for all buildings including residential, commercial, public and semi public buildings up to a height of 9.5 metres is provided in table four while table five provides the relevant details for all buildings above 9.5 metres. The coverage and the FAR for all buildings including residential, commercial, public and semi public are provided in table 6. All high rise buildings shall have to comply with the requirements specified in table 5. Furthermore, the minimum depth or width of a site for high rise building shall be 21 metres and the minimum road width facing a high rise building shall be 12 metres.

All buildings with ground floor and three floors and above (or height of 15 metres and above) shall also require the clearance from the Director of Fire Services regarding the Fire Protection Provision in the building.

6. Bangalore Development Authority Act, 1976 ("BDA Act")

The BDA Act was enacted for the establishment of a development authority to provide for the development of the city of Bangalore and areas adjacent to it. Section 67 of the BDA Act has amended the KTCP Act and states that for the city of Bangalore, the Bangalore Development Authority ("BDA") shall be the local planning authority for the local planning area. Section 81-B of the KTCP Act states that the BDA shall be the local planning authority for the local planning area, comprising of the city of Bangalore and the BDA shall exercise powers and perform functions as if it were a local planning authority for the Bangalore City.

7. Bangalore Metropolitan Region Development Authority Act, 1985 ("BMRDA Act")

The BMRDA Act was enacted for the purpose establishing the Bangalore Metropolitan Region Development Authority ("BMRDA") to plan, co-ordinate and supervise the proper and orderly development of the Bangalore metropolitan region. Any development in the Bangalore district and the Bangalore rural district shall require the prior permission of the BMRDA. The BMRDA has recently issued a notification (No. BMRDA / ADM / 02 / 2006-07) dated July 15, 2006 wherein it has been stated that the BMRDA intends to come up with a "Master Plan Scheme" to regulate and check the haphazard construction in and around various areas in the city within its jurisdiction. The Notification states that until December 31, 2006 no conversion will be allowed in areas within the APZ - I Zone (excluding the areas coming within the jurisdiction of RUCDA and BMICPA).

8. Karnataka Apartment Ownership Act, 1972 ("KAO Act")

Under the provisions of the KAO Act, every owner of an apartment is required to execute a declaration to adhere to the provisions of the KAO Act. The KAO Act states that the administration of every property shall be bound by its own bye-laws.

9. Zoning of Landuse and Regulations under the Master Plan – 2015

The Bangalore Development Authority, Bangalore has issued Revised Master Plan – 2015 by issuing Zoning of Landuse and Regulations under the Master Plan – 2015, approved by Government vide G.O. UDD 540 BEM AA SE 2004 dated June 25, 2007, which envisages a compact, balanced and equitable urban growth for the city of Bangalore. The key objectives of the said Zoning Regulations are as follows:

- To safeguard public interest;
- To be realistic and anticipatory;
- To be flexible and responsive.

The said Zoning Regulations applies to the Bangalore Metropolitan Area for the city of Bangalore and its environs as declared under KTCP Act.

Land Conversion from Agriculture to Non-Agriculture:

1. In case of land located in the residential zone as per the Development plan of the City

Lands located in the Residential Zone as per the development plan of city is developable even though it is an agriculture land. The procedure is such that the developer submits the layout plan for approval for approval. Once the layout plan is approved by the Authority concerned, the developer immediately makes an application for conversion of land from Agriculture to Non Agriculture in the Land Department. The land department, based on the layout approval, gives the NA Order (Non Agriculture order) at a payment of certain pre-fixed charges per square feet. The land conversion from Agriculture to Non Agriculture in case of lands located in residential zone as per the city development plan will be a mere procedure.

2. In case of land located in the Agriculture Zone

As per the Special Township Project Scheme of Maharashtra, a developer who holds more than 100 acres of land in agriculture zone can take permission/approval from the government of Maharashtra for development of Special Township Scheme. Once the scheme is approved by government of Maharashtra, the land will be automatically converted from Agriculture to Non Agriculture status.

3. Transfer of Development Rights ("TDR")

In the event as per the development plan of the city, if the developer is asked to leave the certain portion of the land for the purpose of road widening etc. the Developer is entitled for equal amount of FSI/TDR (Floor Space Index / Transfer of Development Rights). The developer can either use the same within the same land/project or can sell to third party. The actual hand over of land will happen only if the Corporation is ready to acquire the same. Until such time the Developers hands over the land, the Developers shall remain in possession of the land however no development can take place on that portion of the land.

Similarly, within the city limits as also within the proposed city limits a Developer may consume addition area by way of purchase of TDR to the tune of maximum 40% of the net plot area. Based on this the built-up area of the project for the developer shall go up. While approving the plans, the developers can express the proposed TDR to be consumed in that project however the actual TDR is to be purchased only when the Developers decides to physically consume the area of TDR based on their sale of units in the project.

As per the Development plans of the Cities in Maharashtra the Developers have to leave about 1% to 15% by way of Amenities Spaces. However these areas can be developed for the purpose of Software Park by

payment of certain premium.

As per the rules of Maharashtra the Developers are entitled for 100% additional FSI for development of Private Software Park and Hotel/Service Apartments on payment additional premium.

Labour Laws:

Our Company is required to comply with the laws applicable to the housing and the real estate sector various states where the Company has its projects, which include laws in relation to the availability of land, obtaining the no objection certificates prior to the commencement of construction, obtaining approvals required during and after the construction and finally obtaining the completion and occupancy certificate. We are required to comply with the various laws at different stages in the life-cycle of a project. Some of the important labour legislations applicable to us are set out below:

- 1. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996**

The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 ("**Construction Workers Act**"), is a social welfare legislation which aims to provide certain benefits as enumerated in the Construction Workers Act to the workers engaged in establishments that use manual labour for purposes of construction activities. The Construction Workers Act also provides for the regulatory regime to establish 'Boards' at the Central and the State level, to regulate the functioning of its provisions.

- 2. Employees Provident Fund and Miscellaneous Provisions Act, 1952**

Employees' Provident Funds and Miscellaneous Provisions Act, 1952 was introduced with the object to institute provident fund for the benefit of employees in factories and other establishments. It empowers the Central Government to frame the "Employee's Provident Fund Scheme", "Employee's Deposit linked Insurance Scheme" and the "Employees' Family Pension Scheme" for the establishment of provident funds under the EPFA for the employees. It also prescribes that contributions to the provident fund are to be made by the employer and the employee.

- 3. Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- 4. Payment of Bonus Act, 1965**

The Payment of Bonus Act, 1965 was enacted with the objective of providing of payment of bonus to employees on the basis of profit or on the basis of productivity. This Act ensures that a minimum annual bonus is payable to every employee regardless of whether the employer has made a profit or a loss in the accounting year in which the bonus is payable. Every employer is bound to pay to every employee, in respect of the accounting year, a minimum bonus which is 8.33% of the salary or wage earned by the employee during the accounting year or ₹ 100, whichever is higher.

- 5. Payment of Gratuity Act, 1972**

The Payment of Gratuity Act, 1972 was enacted with the objective to regulate the payment of gratuity, to an employee who has rendered for his long and meritorious service, at the time of termination of his services. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than five years:

- i) On his/her superannuation; or
- ii) On his/her retirement or resignation; or
- iii) On his/her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply).

6. **Payment of Wages Act, 1936**

The Payment of Wages Act, 1936 applies to persons employed in factories and industrial or other establishments where the monthly wages payable are less than Rs 10,000. It requires the persons responsible for payment of wages to maintain certain registers and display of the abstracts of the rules made their under.

7. **Workmen's Compensation Act, 1923**

The Workmen's Compensation Act, 1923 has been enacted with the objective to provide for the payment by certain classes of employers to their workmen or their survivors, compensation for industrial accidents and occupational diseases resulting in death or disablement. In case the employer fails to pay compensation due under the Act within one month from the date it falls due the Commissioner may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

8. **Employment (Standing Orders) Act, 1946**

The Industrial Employment (Standing Orders) Act, 1946 requires employers in industrial establishments, which employ 100 or more workmen to define with sufficient precision the conditions of employment of workmen employed and to make them known to such workmen. The Standing Orders Act requires every employer to which the Standing Orders Act applies to certify and register the draft standing order proposed by such employer in the prescribed manner. However until the draft standing orders are certified, the prescribed standing orders given in the Standing Orders Act must be followed.

9. **Consumer Protection Act, 1986**

The Consumer Protection Act, 1986 was enacted to provide a simpler and quicker access to redress of consumer grievances. The Act seeks to promote and protects the interest of consumers against deficiencies and defects in goods or services. It also seeks to secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers and traders. The set-up of consumer forum is geared to provide relief to both parties, and discourage long litigation. In a process called 'informal adjudication', forum officials mediate between the two parties and urge compromise. The Act applies to all goods and services unless specifically exempted by the Central Government. It covers all the sectors whether private, public or cooperative.

10. **Employees State Insurance Act, 1948**

The Employees State Insurance Act, 1948, as amended (the "**ESI Act**") provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

11. **Contract Labour (Regulation and Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970, as amended (the "**CLRA**"), requires establishments that employ, or have employed on any day in the previous 12 months, 20 or more workmen as contract labour to be registered and prescribes certain obligations with respect to the welfare and health of contract labour. The CLRA requires the principal employer of an establishment to which it applies to make an application to the registering officer in the prescribed manner for registration of the establishment. In the absence of registration, contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a licence and not to undertake or execute any work through

contract labour except under and in accordance with the licence issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor including the establishment of canteens, rest rooms, drinking water, washing facilities, first aid facilities, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be imposed for contravention of the provisions of the CLRA.

Environmental Regulations:

1. Hazardous Waste (Management and Handling) Rules, 1989

The Hazardous Wastes (Management and Handling) Rules, 1989 provides for control and regulation of hazardous wastes as defined under the Rules discharged by the operations of undertakings. Prior consent of the Pollution Control Board must be obtained for any new outlet or unit, likely to discharge sewage or effluent.

2. Water (Prevention and Control of Pollution) Act, 1974

The Water Act was enacted in 1974 in order to provide for the prevention and control of water pollution by factories and manufacturing industries and for maintaining or restoring the wholesomeness of water. In respect to an Industrial Undertaking it applies to the (i) Occupier (the owner and management of the undertaking) (ii) Outlet (iii) Pollution and (iv) Trade effluents. The Act requires that approvals be obtained from the corresponding Pollution Control Boards in the state.

3. Air (Prevention and Control of Pollution) Act, 1981

The Air (Prevention and Control of Pollution) Act 1981 has been enacted to provide for the prevention, control and abatement of air pollution. The statute was enacted with a view to protect the environment and surroundings from any adverse effects of the pollutants that may emanate from any factory or manufacturing operation or activity. It lays down the limits with regard to emissions and pollutants that are a direct result of any operation or activity. Periodic checks on the factories are mandated in the form of yearly approvals and consents from the corresponding Pollution Control Boards in the state.

4. Environment Protection Act, 1986

The three major statutes in India, which seek to regulate and protect the environment against pollution related activities in India are the Water Act, the Air Act, and the Environment Protection Act, 1986 (the "**EPA Act**"). The basic purpose of these statutes is to control, abate and prevent pollution. In order to achieve these objectives, the pollution control boards (the "**PCBs**") which are vested with diverse powers to deal with water and air pollution, have been set up in each state. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking investigations to ensure that industries are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure and investigation if the authorities are aware of or suspect pollution. All industries and factories are required to obtain consent orders from the PCBs, which are indicative of the fact that the factory or industry in question is functioning in compliance with the pollution control norms laid down. These are required to be renewed annually.

5. Public Liability Insurance Act, 1991

The Public Liability Insurance Act, 1991 (the "**Public Liability Act**") imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

Taxation Statutes:

1. Income Tax Act, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporates, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses.

2. Service Tax

Chapter V of the Finance Act 1994 (as amended), and Chapter V-A of the Finance Act, 2003 requires that where provision of certain listed services, whole taxable services exceeds ₹ 10,00,000, a service tax with respect to the same must be paid. Every person who is liable to pay service tax must register himself for the same.

3. Central Sales Tax

The main object of this Act is to formulate principles for determining (a) when a sale or purchase takes place in the course of trade or commerce (b) When a sale or purchase takes place outside a State (c) When a sale or purchase takes place in the course of imports into or export from India, to provide for levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

4. Value Added Tax

VAT is a system of multi-point levy on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

5. Foreign Trade (Development and Regulation) Act, 1992

This statute seeks to increase foreign trade by regulating the imports and exports to and from India. This legislation read with the Indian Foreign Trade Policy provides that no export or import can be made by a person or company without an importer exporter code number unless such person or company is specifically exempt. An application for an importer exporter code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories.



OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board of Directors has, pursuant to a resolution passed at its meeting held on April 8, 2014, authorized the Issue.

Our shareholders have authorised this Issue by a special resolution adopted under the Section 293(1)(d) of the erstwhile Companies Act, 1956 passed at the Annual General Meeting (AGM) held on September 27, 2008 wherein the Board has authorised to borrow sums of money as they may deem necessary for the purpose of the business of our Company, which together with the monies already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business), may exceed at any time, the aggregate of the paid-up capital of our Company and its free reserves (that is to say, reserves, not set apart for any specific purposes) by a sum not exceeding ₹2,000 Crores.

We have received in-principle approval from the BSE for the Issue pursuant to letter dated [•].

Prohibition by SEBI, RBI or governmental authorities

Our Company, Promoters, Promoter Group, Directors, Group Entities have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other authorities and there are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoters are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors. None of our Company, Promoters, Directors, Group Entities, relatives of Promoters have been identified as a willful defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the ROC in terms of Section 26 of the Companies Act, 2013.

Disclaimer from our Company, Directors and the Lead Manager

Our Company, our Directors and the LM accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisement or any other material issued by or at our Company's instance and that anyone placing reliance on any other source of information, including our Company's website www.dskdl.com would be doing so at his or her own risk.

Disclaimer clause of the BSE

[•]

Disclaimer in Respect of Jurisdiction

This Issue is being made in India, to Investors specified under the category "Who can Apply" as mentioned under the section titled "Issue Procedure" beginning on page 170 of this Draft Prospectus. This Draft Prospectus and the Prospectus will not, however, constitute an offer to sell or an invitation to subscribe for the NCDs offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus and the Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Disclaimer clause of CARE

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/ instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/ instruments. In case of partnership/ proprietary concerns, the rating assigned by CARE is based on the capital deployed by the partners/ proprietor and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/ proprietor in addition to the financial performance and other relevant factors.

Undertaking by the Board

- i) All monies received pursuant to the Issue shall be transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act 2013;
- ii) Details of all monies utilized out of the Issue shall be disclosed under an appropriate separate head in our Company's financial results, indicating the purpose for which such monies were utilized; and
- iii) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in our Company's financial results, indicating the form in which such unutilized monies have been invested.

Listing

Applications will be made to the BSE for permission for listing of the NCDs being offered and sold in the Issue. The BSE will be the Designated Stock Exchange for the purposes of this Issue.

If the permissions to deal in, and for an official quotation of, the NCDs are not granted by any of the Stock Exchange mentioned above, our Company shall forthwith repay, without interest, all monies received from applicants in reliance on the Prospectus.

Our Company shall issue allotment letters or shall refund the application money within twelve (12) Working Days from the closure of the Issue. If such money is not refunded within twelve (12) Working Days after our Company become liable to repay it, i.e. from the date of closure, then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of twelve (12) Working Days, jointly and severally be liable to repay the money, with interest at the rate of 15% per annum on application money.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange are taken within twelve (12) Working Days from the date of closure of this Issue.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

- (a) ***makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***
- (b) ***makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***
- (c) ***otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,***

shall be punishable with imprisonment for a term which may extend to ten years".

Consents

Consents in writing of: (a) the Directors, our Company Secretary and the Compliance Officer, the Auditors, Chief Financial Officer, the Legal Advisors, the Bankers to our Company, lenders to our Company, and (b) the Lead Manager, the Syndicate Members/ Lead Brokers*, the Escrow Collection Banks*, Refund Bankers*, Credit Rating Agency, the Registrar to the Issue, Debenture Trustee; and (c) Architect and Government Registered Valuer to act in their respective capacities, will be obtained and filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

Our Statutory Auditor, M/s. Gokhale, Tanksale & Ghatpande., Chartered Accountants, have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Prospectus and such consent and report will not be withdrawn up to the time of delivery of the Prospectus to the RoC.

M/s. Gokhale, Tanksale & Ghatpande., Chartered Accountants, our Statutory Auditors, have given their written consent to inclusion of their report relating to the possible tax benefits accruing to our Company and its shareholders in the form and context in which it appears in this Draft Prospectus and such consent and report will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

M/s. Gokhale, Tanksale & Ghatpande., Chartered Accountants, our Statutory Auditors, have given their written consent to the report on reformatted financial information of our Company, in the form and context in which it appears in this Draft Prospectus and such consent and report will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

CARE, a SEBI registered credit rating agency engaged by us for the purpose of obtaining rating in respect of this Issue, has given its written consent to the inclusion of its report in the form and context in which it will appear in this Draft Prospectus and the Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus registration with the RoC.

Expert Opinion

Except as stated below, our Company has not obtained any expert opinion:

- i) Auditors report on our Reformatted Financial Statements for the financial year ending March 31, 2014; March 31, 2013; March 31, 2012; March 31, 2011; and March 31, 2010 issued by M/s. Gokhale, Tanksale & Ghatpande., Chartered Accountants dated July 10, 2014;
- ii) Statement of Tax Benefits issued by M/s. Gokhale, Tanksale & Ghatpande., Chartered Accountants dated July 10, 2014;
- iii) CARE in respect of the Credit Rating of this Issue (*a copy of which will be annexed to the Prospectus as 'Annexure II - Rating Rationale'*), furnishing the rationale for its rating;
- iv) Valuation Report dated July 4, 2014 and May 15, 2014 issued by Mr. Vikas T. Londhe and Vidyasagar Jadhav respectively, Government approved Valuers, issue in relation to the Security Land;
- v) Certificate dated July 4, 2014 issued by Mr. Avinash Nawathe, Architects and Interior Designers certifying details in relation to Projects under Development of our Company;
- vi) Certificates dated July 4, 2014 and July 5, 2014 issued by Architect, Mr. Siddharth S. Harischandrakar of A Design Studio, certifying details in relation to Projects under Development our Company; and
- vii) Certificate dated July 7, 2014 issued by Architect, MQA, certifying details in relation to Projects under Development of our Company.

We undertake that there shall be a common form of transfer for the NCDs held in physical form and relevant provisions of the Companies Act, 2013 and all other applicable laws shall be duly complied with in respect of all transfer of the NCDs and registration thereof.

NCDs held in dematerialised form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant Depository Participants of the transferor or transferee and any other applicable laws and rules notified in respect thereof.

Filing of the Draft Prospectus

The Draft Prospectus is being filed with the designated Stock Exchange in terms of Regulation 6 of the SEBI Debt Regulations for dissemination on its website(s) prior to the opening of the Issue.

Debenture Redemption Reserve ("DRR")

Section 71 of the Companies Act, 2013 states that any company that intends to issue debentures must create a DRR to which adequate amounts shall be credited out of the profits of the company until the redemption of the debentures. As per the Ministry of Company Affairs General Circular No. 4/2013 No. 11/02/2012-CL-V(A) dated February 11, 2013, our Company is required to create a DRR of 25% of the value of debentures issued through the public issue. As further clarified by the Circular, the amount to be credited as DRR will be created out of the profits of our Company. The requirement to create DRR is applicable only if there is profit for a particular year and there is no obligation on the part of our Company to create DRR if there is no profit for a particular year.

The Ministry of Company Affairs General Circular No. 4/2013 No. 11/02/2012-CL-V(A) dated February 11, 2013 further provides that companies are required to create/maintain DRR shall before the 30th day of April of each year, deposit or invest, as the case may be; a sum which shall not be less than fifteen per cent of the amount of its debentures maturing during the year ending on the 31st day of March next following in anyone or more of the following methods, namely:

1. in deposits with any scheduled bank, free from charge, or lien;
2. in unencumbered securities of the Central Government or of any State Government;
3. in unencumbered securities mentioned in clauses (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882;
4. in unencumbered bonds issued by any other company which is notified under clause (I) of section 20 of the Indian Trusts Act, 1882;

The amount deposited or invested, as the case may be, shall not be utilized for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15 per cent of the amount of debentures maturing during the 31st day of March of that year.

Undertaking from our Company, our Promoter and Directors

Our Company accepts full responsibility for the accuracy of the information given in this Draft Prospectus and confirms that to the best of our knowledge and belief, there are no other facts, their omission of which make any statement in this Draft Prospectus misleading and we further confirm that we have made all reasonable inquiries to ascertain such facts. Our Company further declares that the Stock Exchange to which an application for official quotation is proposed to be made do not take any responsibility for the financial soundness of the Issue or for the price at which the NCDs are offered or for the correctness of the statement made or opinions expressed in the Draft Prospectus. Our Promoters/Directors declare and confirm that no information/material likely to have a bearing on the decision of investors in respect of the NCDs offered in terms of this Draft Prospectus has been suppressed, withheld and/or incorporated in the manner that would amount to misstatement, misrepresentation.

Issue Expenses

The estimated Issue expenses to be incurred for the Issue size of upto ₹20,000 lakhs (*assuming the full subscription including the retention of over subscription of upto ₹10,000 lakhs*) are as follows.

No.	Particulars	Amount ₹ in lakhs)	Percentage of Total Estimated Issue Expenditure	Percentage of Issue Size*
4.	Fees of LM/ Auditors/ Debenture Trustee/ Registrar to the Issue/ Legal Advisor to the Issue and Depositories	[●]	[●]	[●]
5.	Printing and dispatch of stationery	[●]	[●]	[●]



No.	Particulars	Amount (₹ in lakhs)	Percentage of Total Estimated Issue Expenditure	Percentage of Issue Size*
	and marketing expenses, brokerage and selling commission			
6.	Other Miscellaneous Expenses including Stock Exchange fees, Stamp Duty and Registration Charges	[●]	[●]	[●]
	Total Estimated Issue Expenditure	[●]	[●]	[●]

*as a percentage of overall issue size.

The above expenses are indicative and are subject to change depending on the actual level of subscription to the Issue and the number of Allottees, market conditions and other relevant factors.

Underwriting Commission

The Issue is not Underwritten.

Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights issue in the five (5) years preceding the date of this Draft Prospectus.

Previous issues of Equity Shares otherwise than for cash

Our Company has not made any previous issues of shares for consideration other than cash except where pursuant to a Scheme of Amalgamation of Oyster Promoters and Developers Private Limited ("Oyster") into and with our Company sanctioned by the Hon'ble High Court of Bombay by way of its order dated July 10, 2008, our Company issued and allotted 38,00,000 Equity Shares of ₹10 each fully paid-up to the shareholders of Oyster in the ratio of 380:1 in consideration of the transfer and vesting of all assets and liabilities of Oyster into and with our Company as mentioned under the section titled "Capital Structure" beginning on page 58 of this Draft Prospectus.

Performance vis-a-vis objects - Last Issue of Group Companies

All of our Group / Associate Companies are unlisted and have not made a public issue of shares.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Prospectus.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Prospectus.

Dividend Policy

The declaration and payment of dividends will be recommended by our Board of Directors and approved by the shareholders, in their discretion, and will depend on a number of factors, including but not limited to the earnings, general financial conditions, capital requirements, results of operations, contractual obligations and overall financial position, applicable Indian legal restrictions, the Articles of Association and other factors considered relevant by the Board of Directors of our Company.

Our Company has declared dividend for the F.Y. 2012-2013, F.Y. 2011-2012, F.Y.2010-2011, F.Y.2009-2010 and F.Y.2008-2009 details of which are set out below:

Particulars	F.Y. 2012-	F.Y. 2011-	F.Y.2010-	F.Y.2009-	F.Y.2008-
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	2013	2012	2011	2010	2009
Number of Shares	2,58,01,008	2,58,01,008	2,58,01,008	2,58,01,008	2,58,01,008
Face Value (₹)	10.00	10.00	10.00	10.00	10.00
Paid-up Value (₹)	25,80,10,080	25,80,10,080	25,80,10,080	25,80,10,080	25,80,10,080
Rate of Dividend* (%)	10	10	10	10	10
Total Dividend (₹ In Lakhs)*	258.01	258.01	258.01	258.01	258.01
Corporate Dividend Tax on above (₹ In Lakhs)*	43.85	43.85	41.86	43.85	43.85

*The amounts paid as dividends in the past are not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, in the future.

Stock Market Data of the Equity Shares

The high and low closing prices recorded on BSE during the last three (3) years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below.

BSE

Calender Year	High			Low			Average Price for the year (₹)
	Date	Price (₹)	Volume	Date	Price (₹)	Volume	
2011-2012	December 21, 2012	77.00	4,53,126	November 25, 2011	47.00	1,30,919	55.60
2012-2013	December 19, 2012	88.80	9,56,309	August 10, 2012	52.00	1,25,466	65.87
2013-2014	April 3, 2013	71.75	27,449	December 24, 2013	44.60	5,70,845	55.67

Source: www.bseindia.com

NSE

Calender Year	High			Low			Average Price for the year (₹)
	Date	Price (₹)	Volume	Date	Price (₹)	Volume	
2011-2012	February 21, 2012	74.50	1,62,159	December 30, 2011	48.35	27,868	57.07
2012-2013	December 19, 2012	88.80	4,90,989	August 10, 2012	52.05	54,941	66.73
2013-2014	April 3, 2013	72.95	6,680	December 24, 2013	44.05	1,90,728	56.63

Source: www.nseindia.com

Prices for the last six (6) months:

The high and low prices and volume of Equity Shares traded on the respective dates during the last six (6) months are stated as under:

BSE

Month, Year	High			Low			Average Price for the month (₹)
	Date	Price (₹)	Volume	Date	Price (₹)	Volume	
June 2014	June 5, 2014	88.00	1,14,768	June 27, 2014	71.00	4,463	75.99
May 2014	May 22, 2014	83.00	35,808	May 08, 2014	57.00	2,654	67.30
April 2014	April 17, 2014	62.00	8,867	April 01, 2014	52.45	1,029	58.94
March 2014	March 7, 2014	55.60	7,477	March 27, 2014	48.90	48,553	52.40
February 2014	February 12, 2014	55.85	3,059	February 4, 2014	51.30	1,791	53.40
January 2014	January 15, 2014	61.80	87,728	January 27, 2014	52.00	4,462	54.70

Source: www.bseindia.com



NSE

Month, Year	High			Low			Average Price for the month (₹)
	Date	Price (₹)	Volume	Date	Price (₹)	Volume	
June 2014	June 5, 2014	87.45	4,65,625	June 30, 2014	70.45	28,218	76.22
May 2014	May 22, 2014	83.50	83,888	May 08, 2014	57.45	12,908	67.94
April 2014	April 17, 2014	62.60	35,731	April 1, 2014	52.75	6,573	59.41
March 2014	March 11, 2014	55.20	47,117	March 24, 2014	48.05	26,452	52.65
February 2014	February 12, 2014	56.50	90,646	February 4, 2014	51.55	13,566	53.79
January 2014	January 15, 2014	61.50	2,81,967	January 27, 2014	51.85	22,900	55.16

Source: www.nseindia.com

Suspension of trading of our Company

The trading in the Equity Shares of our Company on the BSE was suspended for a period of five (5) days from September 15, 1999 for non-compliance of Clause 15 & 16 of the Listing Agreement. The trading was resumed on September 20, 1999 after an undertaking dated September 8, 1999 was provided by our Company to the BSE.

Disclosure of Track Record of Lead Managers to Issue

The details of the track record of the Lead Manager to the Issue, as required by SEBI circular number CIR/MIRSD/1/2012 dated January 10, 2012, has been disclosed on the respective websites of the Lead Manager to the Issue.

SBI Capital Markets Limited –<http://www.sbicaps.com/Main/TrackRecordDebt.aspx>

Mechanism for Redressal of Investor Grievances

MoU dated July 4, 2014 between the Registrar to the Issue and our Company provides for settling of investor grievances in a timely manner and for retention of records with the Registrar to the Issue for a period of seven (7) years.

All grievances relating to the Issue may be addressed to the Registrar to the Issue and Compliance Officer giving full details such as name, address of the applicant, number of NCDs applied for, amount paid on application and the details of Member of Syndicate or Trading Member of the Stock Exchange where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned Member of the Syndicate and the relevant Designated Branch of the SCSB in the event of an Application submitted by an ASBA Applicant at any of the Syndicate ASBA Application Locations, giving full details such as name, address of Applicant, Application Form number, option applied for, number of NCDs applied for, amount blocked on Application.

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The contact details of Registrar to the Issue are as follows:

Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai 400 078, India.



Telephone: +91 22 2596 3838

Facsimile: +91 22 2594 6969

Email: dsk.ncd@linkintime.co.in

Investor grievance email: dsk.ncd@linkintime.co.in

Contact Person: Mr. Sachin Achar

Website: www.linkintime.co.in

SEBI registration number: INR000004058*

*Link Intime India Private Limited has obtained a certificate of registration from SEBI which was valid from May 6, 2009 to May 5, 2014. It has made an application dated January 30, 2014 to SEBI for grant of renewal of the registration, in accordance with the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agent) Regulations, 1993, as amended. The renewal of the registration from SEBI is awaited.

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be seven (7) Business Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee in the meeting of our Board of Directors held on October 26, 2013. For further details on the Shareholder's and Investor's Grievance Committee, please refer to section titled "Our Management" beginning on page 102 of this Draft Prospectus.

Our Company has appointed Mr. Amol Purandare, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. He can be contacted at the following address:

Mr. Amol Purandare

D.S. Kulkarni Developers Limited

1187/60, J. M. Road, Shivajinagar

Pune 411 005, India.

Telephone: + 91 020 6604 7100

Facsimile: +91 020 2553 5772

E-mail: ncd@dskdl.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation or refund orders, etc.

Change in Auditors during the last three (3) years

There have been no changes in our Company's auditors in the last three (3) years.

Capitalization of Reserves or Profits

Our Company has not capitalized its reserves or profits at any time during the last five (5) years.

Revaluation of Assets

Our Company has not revalued its assets in five (5) years preceding the date of this Draft Prospectus.

SECTION VIII: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. In case of any inconsistency between the Articles of Association of our Company and the Companies Act, 2013, the provisions of the Companies Act, 2013 shall prevail over the Articles of Association of our Company. Pursuant to Section 26 of the Companies Act, 2013 and the SEBI Debt Regulations, the main provisions of the Articles of Association of our Company are detailed below:

CAPITAL

3. The Authorized Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each with power to increase and reduce the capital for the time being of the Company, into several classes and to attach thereto respectively preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Company.
4. Subject to the provisions of Section 81 of the Act and these presents, the shares in the Capital of the Company shall be under the control of the Board who may allot or otherwise dispose off the same at such times and to such persons and in such manner and upon such terms and conditions either at a premium or at par or at a discount as they may think fit, provided that option or right to call on shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.
5. The joint holder of a share shall severally as well as jointly be liable for the payment of all installments and calls due in respect of such shares.
6. The Board may issue and allot shares in the Capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied, for cash or for services rendered or to be rendered to the Company, as regards all allotments from time to time made.
7. A certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima-facie evidence of title of the member to such shares.
8. An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein shall be an acceptance of the shares within the meaning of the Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purpose of the Articles be a member.
9.
 - i) Where the Company issues, shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount or value of the premiums on those shares shall be transferred to an account to be called the share premium account and the provisions of the Act, relating to the reduction of the share capital of a Company shall except as provided in this Article, apply as if the Share Premium Account were paid up share capital of the Company.
 - ii) The share premium account may, notwithstanding anything in clause (i) of this Article be applied by the Company;
 - (a) in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares;
 - (b) in writing off the preliminary expenses of the Company;
 - (c) in writing off the expenses of, or the commission redemption of any redeemable preference

- shares or debentures of the Company; or
- (d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company.
10. If by the condition of allotment of any shares the whole or part of the amount or issue price thereof shall be payable by installments every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, shall be the registered holder of the share or his legal representative.
11. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognize any benami, trust or equity or equitable, contingent future or partial or other claim or right to or interest in such share on the part or any other person whether or not it shall have expression or implied notice thereof.

CERTIFICATE

13. Every Share certificate shall be issued under the seal of the Company which shall be affixed in presence of :-
- i) two directors or persons acting on behalf of the directors under a duly registered power of attorney.
and
- ii) the secretary or some other person appointed by the board for the purpose. The two directors or their attorneys and the secretary or other person shall sign the share certificate.

Provided that if the composition of the Board permits of it, at least one of the aforesaid two directors shall be a person other than a managing or whole time Directors.

Duplicate share certificates / split share certificates may be issued by following such procedure as directors may think fit.

CALLS

14. The Directors may from time to time and subject to section 91 of the Act make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the directors. A call may be made payable by installments.
15. A call shall be deemed to have been made at the time when resolution of the Directors authorising such call was passed and may be made payable by members on the Register of Members on a subsequent, date to be specified by the Directors.
16. Fifteen days' notice at least shall be given by the Company of every call made payable otherwise than an allotment specifying the time and place of payment: Provided that before the time for payment of such call the Directors may by notice in writing to the members, revoke the same.
17. The Directors may from time to time at their discretion extend the time fixed for the payment of any call, and may extend such time as to all or any of the members.
18. If by the terms of issue to any share or otherwise any amount is made payable on allotment at any fixed time or by Installments at fixed times, (whether on account of the amount of the share or by way of premium), every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall relate to such amount or installments accordingly.

19. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof the holder for the time being or allottee of the share in respect of which a call shall have been made or the installment be due shall pay interest for the same at such rate as the Directors shall fix from the day appointed for the payment thereof to the time of actual payment but the Directors may waive payment of such interest wholly or in part.
20. Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of such money shall preclude the forfeiture of such shares as herein provided.
21. On the trial or hearing of any action or suit brought by the Company against any member of his legal representative for the recovery of any money claimed to be due to the Company in respect of any shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder or one of the holders, at or subsequently to the date at which the money sought to be recovered is allegedly to have become due, of the shares in respect of which such money is sought to be recovered, that the resolution making the call is duly recorded in the Minute Books and that notice of such call was duly given to the members sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Director who made such calls or any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

"Monies paid in advance of calls shall not in respect thereof, confer a right to dividend or to participate in the profits of the Company."

22. Fully paid shares shall free from all lien. In case of partly paid shares, the Company shall have a first and paramount lien upon such shares registered in the name of member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. The Board may, however, at any time, declare any share to be wholly or partly exempt from the provisions of this Article.
23. The Company may sell in such manner as the Board thinks fit any shares on which the Company has a lien but no sale shall be made until the expiration of fourteen days after a notice in writing, stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holder for the time being of the share or to the person entitled for the time being of the share or to the person entitled to the share by reason of his death or insolvency. The Board may appoint a person to effect the sale and transfer.
24. The net proceeds of the sale shall be applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall be paid to the person entitled to the shares so sold. The purchaser shall be registered as the holder of the shares and he shall not be bound to see the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

TRANSFER AND TRANSMISSION OF SHARE AND DEBENTURE

32. The instrument of transfer of any share in the company shall be in writing duly executed by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof. The instrument of transfer shall be presented in the manner prescribed under section 108 of the Act or any statutory modification thereof. Company shall not charge any transfer fee for registering transfer of shares.
33. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and

- distinctly entered the particulars of every transfer or transmission of any share.
34. The Directors may, if they find any transfer prejudicial to the interest of the Company, at their discretion, decline to register or acknowledge any transfer of shares and the right of refusal shall not be affected by the fact that the proposed transferee is already a member of the Company. The registration of a transfer shall be conclusive evidence of the approval by the directors of the transfer.
- (a) Nothing in section 108, 109 and 110 of the Act shall prejudice this power to refuse to register the transfer of or the transmission by operation of law of the right to, any shares, or interests of a member in, or debentures of the company.
- (b) If, in pursuance of any such power of otherwise, when the directors refuse to register any such transfer or transmission of right, they shall within one month from the date of which the instrument of transfer or the intimation of such transmission, as the case may be, was delivered to the company, send notice of the refusal to the Transferee and the Transferor of the refusal to the person giving intimation of such transmission as the case may be. Registration of transfer of shares shall not be either refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.
35. The instrument of the transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.
36. The executors or Administrators or the holder of a succession Certificate of a deceased member (whether European Hindu, Mohamedan, parsi or otherwise, not being one or two or more joint holders) shall be the only person whom the company will be bound to recognise as having any title to the shares registered in the name of such member and the company shall not be bound to recognise such executors or Administrators or holders of a succession certificate unless such Executors or Administrators or holders of a Succession certificate shall have first obtained Probate or letters of Administration or a succession certificate as the case may be, from a duly constituted competent court in India; Provided that in any case where the directors in their absolute discretion think fit the directors may dispense with the production of probate or letters of Administration or a Succession certificate and under the next Articles register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.
37. Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the directors at their discretion shall consider sufficient; Provided nevertheless that there shall not be any obligation on the Company or the directors to accept any indemnity.
38. A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.
The article shall not prejudice the provisions of Articles 39 and 40
39. The directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the Transferee named in an ordinary transfer presented for registration.
40. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right title or interest to or in the same shares, notwithstanding that the Company may have had notice of such equitable, right, title or interest or notice or referred thereto in any book of the Company.
41. Transfer/ transmission of shares and sub-division/ consolidation of shares into marketable lots will be

effected by the Company free of cost and the Directors shall not charge any fees for the same.

42. The provisions of the Articles shall mutatis mutandis apply to the transfer or transmission by operation of law of debenture of the Company

ALTERATION OF CAPITAL

43. The Company may from time to time by ordinary Resolution in General Meeting, increase the authorised share capital by such sum to be divided into shares of such amount and with such rights as the resolution shall prescribe.

- 43A The new shares (resulting from an increase of capital aforesaid) may subject to the provisions of the Act and these article be issued or disposed by the Company in general meeting or by the Directors under their powers and:

- a) (I) such new shares shall be offered to the persons who, at the date of the offer or record date, are the holders of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date;
 - (II) the offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;
 - (III) the offer aforesaid shall be deemed to include a right exercisable by the persons concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (II) above shall contain a statement of this right.
 - (IV) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose them of in such manner as they think most beneficial to the Company;
- (b) Nothing in sub-clause (III) of sub-article (a) above shall be deemed:-
I. to extend the time within which the offer should be accepted; or
II. second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

44. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

45. The Company may by Ordinary Resolution:

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (b) Sub-divide the whole or any part of its share capital into shares of smaller amount that is fixed by the Memorandum of Association subject nevertheless to the provisions of clause (d) of sub-section (1) of Section 94 of the Act.
- (c) Cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person.

46. The Company may, by Special Resolution, reduce its Share capital or Capital Redemption Fund or Share Premium Account in any manner and subject to any incident authorised and consent required by law.

- 47.

- i) Subject to the provisions of Section 80 and 80A of the Act and subject to the provisions on which any shares may have been issued the Company may issue preference shares which are, or at the option of the Company are liable, to be redeemed:

Provided that:

- (a) no such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of the redemption.
 - (b) no such shares shall be redeemed unless they are fully paid;
 - (c) the premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's share premium account, before the shares are redeemed;
 - (d) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called 'the Capital Redemption Reserve Account', a sum equal to the nominal amount of the shares redeemed; and the provisions of the Act relating to the reduction of the share capital of a Company shall, except as provided in this article apply as if the capital redemption reserve account were paid up share capital of the Company.
- ii) Subject to the provisions of Section 80 and 80A of the Act and subject to the provisions on which any shares may have been issued, the redemption of preference shares may be effected on such terms and in such manner as may be provided by the Articles of the Company or the terms and conditions of their issue and subject thereto in such manner as the Directors may think fit.
 - iii) The redemption of preference shares under this article by the Company shall not be taken as reducing the amount of its authorised share capital.
 - iv) Where in pursuance of this article, the Company has redeemed or is about to redeem any preference shares, it shall have power to issue shares up to the nominal amount of the shares redeemed or to be redeemed as if those shares have never been issued; and accordingly the share capital of the Company shall not, for the purpose of calculating the fees payable under section 601, be deemed to be increased by the issue of shares in pursuance of this clause.

Provided that where new shares are issued before the redemption of the old shares, the new shares shall not so far as relates to stamp duty be deemed to have been issued in pursuance of this clause unless the old shares are redeemed within one month after the issue of the new shares.

- v) The Capital Redemption Reserve Account may, notwithstanding anything in this article, be applied by the Company in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares.

BORROWING POWERS

- 48. Subject to the provisions of sections 292 and 293 of the Act, the Directors may from time to time at their discretion borrow any sum or sums of money for the purpose of the Company.
- 49. The Directors may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures or debenture-stock or any mortgage or charge or other security on the undertaking of the whole or any part of the property of the Company (Both present and future) including its uncalled capital for the time being.
- 50. Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider it to be for the benefit of the Company.
- 51. Debentures, debenture-stock, bonds or other securities may be made assignable free from any equities

- between the Company and the person to whom the same may be issued.
52. Any bonds, debentures, debenture-stock or other securities may be issued, subject to the provisions of the Act, at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, attending at General Meeting of the Company, appointment of Directors and otherwise. Provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
53. If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors may by Instrument under the Company's Seal authorise the persons in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the members in respect of such uncalled capital and the provisions hereinbefore contained in regard to call shall, mutatis mutandis, apply to the calls made under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Director's power or otherwise and shall be assignable if expressed so to be.

SEAL

85. The Directors shall provide a common seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal thereof, and the Directors shall provide for the safe custody of the seal for the time being and the seal shall never be used except by or under authority of the Directors or a Committee of the Director and in the presence of one Director at least, who shall sign every instrument to which the seal is affixed and every such instrument shall be countersigned by the Secretary of the Company or such other officer or person as the Directors may from time to time resolved.

AUDIT

99. At least once in each financial year the accounts of the Company shall be audited by the auditor/s to be appointed at each Annual General Meeting.

WINDING-UP

100. i) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members in species or kind the whole or any part of the assets of the Company whether they shall consist of property of the same kind or not.
- ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in Trustee upon such trusts for the benefit of contributories as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

NOTICES

101. i) A notice may be served on the Company or on an Officer thereof by sending it to the company or to the Officer at the Registered Office of the Company by post.
- ii) A notice may be served on the Registrar by sending it to him at his office by post under a certificate of posting or by registered post or by delivering it to, or leaving it for him at his office.
- iii) A notice may be served by the company on any member either personally or by sending it by post to him to his registered address or if he has no registered address in India, to the address, if any, within India supplied by him to the Company for the giving of notices to him.

- iv) A notice advertised in a newspaper circulating in the neighborhood of the registered office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address within India for the giving of notices to him.

SECRECY

102. i) Every Director, Whole Time Managing Director, Manager, Auditor, Trustee, member of a Committee, Officer, servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall, by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any Meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- ii) No member or other person (unless he is a Director) shall be entitled to inspect or examine the Company's premises or properties of the Company without previous permission of the Director of the Company or Officers authorised by the Directors for the time being or to require discovery or of or any information respecting any detail, of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which, in the opinion of the Directors or Officers authorised by the directors, it will not be expedient in the interest of the members of the Company to communicate.

INDEMNITY AND RESPONSIBILITY

103. i) Subject to the provisions of section 201 of the Act, every Director of the Company, the Manager, Secretary and other Officers or employees of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses (including travelling expenses) which such Director, Manager, Secretary and other Officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such Director, Manager, Secretary, Officer, or employee or in any way in the discharge of his duties and the amount for which such indemnity is provided, shall immediately attach a lien on the property of the Company and have priority between the members over allover claims.
- ii) Subject as aforesaid every Director, Manager, Secretary or other Officer and Employees of the Company shall be indemnified against any liability incurred by him: in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 633 of the Act in which relief is given to him by the Court.
- iii) Subject to the provision of section 201 of the Act, no Director or other officer of the Company shall be liable for the Acts, receipts, neglects or default of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency or title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or totorous act of any person, Company or corporation, with whom any moneys, securities, or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement, omission or default or oversight on his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own dishonesty.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and documents (not being contracts entered into in the ordinary course of business carried out by our Company or entered into more than two (2) years before the date of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which have been attached to the copy of this Draft Prospectus, delivered to the Registrar of Companies, Maharashtra, Pune for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company at 1187/60, J. M. Road, Shivajinagar, Pune 411 005, India, from 10.00 a.m. to 4.00 p.m. on Working Days from the date of filing the Draft Prospectus with the Stock Exchange until the Issue Closing Date.

Material Contracts

1. Memorandum of Understanding dated July 9, 2014 between our Company and SBI Capital Markets Limited as Lead Manager to the Issue.
2. Memorandum of Understanding dated July 4, 2014 executed by our Company and the Registrar to the Issue.
3. Debenture Trusteeship Agreement dated July 4, 2014 between our Company and GDA Trusteeship Limited, the Debenture Trustee.
4. Escrow Agreement dated [●] between our Company, the Lead Manager, Escrow Collection Banks and the Registrar to the Issue.
5. Syndicate Agreement/Lead Brokers Agreement dated [●] between our Company, the Lead Manager and Syndicate Members/Lead Brokers for marketing the Issue.
6. Tripartite Agreement dated [●] between CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated [●] between NSDL, the Company and the Registrar to the Issue.

Material Documents

8. Copy of Certificate of Incorporation dated September 20, 1991 issued by the Registrar of Companies at Pune, Maharashtra.
9. Copy of Certificate of Commencement of Business dated October 16, 1991 issued by the Registrar of Companies at Pune, Maharashtra.
10. Memorandum of Association and Articles of Association of our Company as amended till date.
11. Copy of the board resolution dated April 8, 2014 authorizing the Issue and related matters.
12. Credit rating letter dated July 4, 2014 issued by CARE, granting credit ratings to the NCDs.
13. Copy of shareholder's resolution dated September 27, 2008 passed by our Company under the Section 293(1)(d) of the erstwhile Companies Act, 1956 approving the overall borrowing limits upto ₹2,000 Crores.
14. Copy of the Board Resolution dated July 10, 2014 approving this Draft Prospectus.
15. Copy of Audited accounts of the company for the F.Y. ended March 31, 2014 and copies of Annual Reports of the Company for the period ended March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010.

16. The examination report of the Statutory Auditors of the Company, M/s. Gokhale, Tanksale & Ghatpande., Chartered Accountants, Pune dated July 10, 2014, in relation to the Reformatted Summary Financial Statements included herein.
17. Copy of the Statement of Tax Benefits dated July 10, 2014 from the Statutory Auditor of our Company in this case being M/s. Gokhale, Tanksale & Ghatpande., Chartered Accountants, Pune in relation to possible tax benefits available to our Company and debenture holders.
18. Consents of the Directors, our Company Secretary and the Compliance Officer, the Auditors, Chief Financial Officer, the Legal Advisors, the Bankers to our Company, lenders to our Company, the Lead Manager, the Syndicate Members/ Lead Brokers*, the Escrow Collection Banks*, Refund Bankers, Credit Rating Agency, the Registrar to the Issue, Debenture Trustee, Architect and Government Registered Valuer as referred to in their respective capacities.
19. In-principle listing approval dated [●] from the BSE for the Issue.
20. Due diligence certificate dated [●] submitted by the Lead Manager.
21. Due diligence certificate dated [●] submitted by the Debenture Trustee.
22. Letter from SEBI bearing No. IMD/DOF-1/BM/AKS/OW/14256/2014 dated May 20, 2014 for issuance of NCDs pursuant to this Issue in physical as well as dematerialised form pursuant to the Issue.
23. Letter from SEBI bearing No. IMD/DOF-1/BM/AKS/OW/17202/2014 dated June 17, 2014 specifying our Company to fix the minimum subscription at 75% of the Base Issue Size.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance with the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government of India and/or the regulations/ guidelines/ circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the rules and regulations made thereunder, regulations or guidelines or circulars issued, as the case may be. We further certify that all the disclosures and statements made in this Draft Prospectus are true and correct and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Draft Prospectus does not contain any mis-statements.

SIGNED BY THE DIRECTORS OF OUR COMPANY:

Sd/- D.S. Kulkarni <i>Chairman and Managing Director</i>	Sd/- Shirish Kulkarni <i>Whole Time Director</i>
Sd/- Vasant Chintaman Joshi <i>Independent and Non-Executive Director</i>	Sd/- Dr. M.K.P. Setty <i>Independent and Non-Executive Director</i>
Sd/- K.K. Taparia <i>Independent and Non-Executive Director</i>	Sd/- R.D. Kharosekar <i>Independent and Non-Executive Director</i>

SIGNED BY CHIEF FINANCIAL OFFICER:

Nitin Deshpande

Date: July 10, 2014
Place: Pune

ANNEXURE I: DAY COUNT CONVENTION

DAY COUNT CONVENTION

This shall be updated at the Prospectus stage after finalization of coupon rates.

ANNEXURE II: RATING RATIONALE

No.CARE/PRO/RL/2014-15/060

Shri D S Kulkarni,
Chairman,
D S Kulkarni Developers Limited,
'DSK House', 1187/60, J. M. Road,
Shivajinagar, Pune - 411 005.

July 04, 2014

Confidential

Dear Sir,

Credit rating for proposed public issue of Secured Redeemable Non-Convertible Debenture aggregating up to Rs. 200 Crore

Please refer to your request for rating of proposed public issue of Secured Redeemable Non-Convertible Debenture (NCD) issue aggregating to Rs.200 crore of your company.

The proposed NCDs would have tenure of minimum three years to maximum seven years. (Refer Annexure I for details of the rated NCDs).

2. The following rating have been assigned by our Rating Committee:

Instrument	Amount (Rs. crore)	Rating ¹	Remarks
Secured Redeemable Non-Convertible Debenture	200	CARE BBB+ (Triple B Plus)	Assigned

3. The rationale for the rating will be communicated to you separately.
4. Please arrange to get the rating revalidated, in case the proposed issue is not made within a period of **six months** from the date of our initial communication of rating to you (that is July 01, 2014).
5. In case there is any change in the size or terms of the proposed issue, please get the rating revalidated.

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¹Complete definitions of the ratings assigned are available at www.careratings.com and in other CARE publications

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6. Please inform us the details of issue [date of issue, name of investor, amount issued, interest rate, date of payment of interest, date and amount of repayment etc.] as soon as the NCDs have been placed.
7. Kindly arrange to submit to us a copy of each of the documents pertaining to the NCD issue, including the offer document and the trust deed.
8. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.
9. CARE reserves the right to suspend/withdraw/revise the rating assigned on the basis of new information or in the event of failure on the part of the company to furnish such information, material or clarifications as may be required by CARE. CARE shall also be entitled to publicize/disseminate such suspension/withdrawal/revision in the assigned rating in any manner considered appropriate by it, without reference to you.
10. Users of this rating may kindly refer our website www.careratings.com for latest update on the outstanding rating.
11. CARE ratings are **not** recommendations to buy, sell or hold any securities.

If you need any clarification, you are welcome to approach us in this regard. We are indeed, grateful to you for entrusting this assignment to CARE.

Thanking you,

[Nikunj Dube]

Deputy Manager

nikunj.dube@careratings.com



Yours faithfully,

[Leena Marne]

Deputy Manager

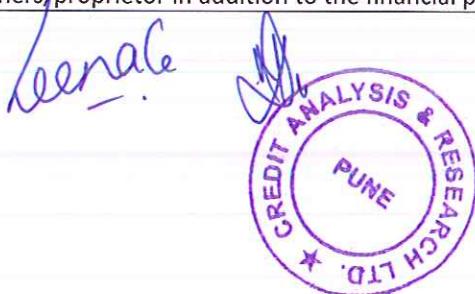
leena.marne@careratings.com

Encl.: As above

Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

In case of partnership/proprietary concerns, the rating assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.



Annexure I

1. Long-term instruments

1.A. Instrument: Secured Redeemable Non Convertible Debentures (NCD)

Sr. No.	Instrument	Rated Amount (Rs. Crore)	Remarks	Debt Repayment Terms
1.	NCD	200	Proposed	Refer table below for debenture redemption under various options

Particulars	Terms			
Instrument	Secured, Rated, Redeemable Non-Convertible Debentures (NCDs)			
Purpose	For deployment in projects under development and for general corporate purposes			
Terms of NCD	Option I	Option II	Option III	Option IV
Tenor	36 months	66 months	72 months	84 months
Structures	Regular Coupon (quarterly)	Zero Coupon	Regular Coupon (annually)	Regular Coupon (monthly)
Redemption	Bullet repayment at the end of 36 months	Bullet repayment at the end of 66 months	Staggered in 6 years with redemption of 5%, 10%, 15%, 20%, 25%, 25% of the face value from year 1 to 6	Bullet repayment at the end of 84 months
Put / Call Option	None	None	None	None
Issue Size	Rs.100 crore with a Greenshoe Option of Rs.100 crore			

Senate



No.CARE/PRO/RR/2014-15/095

Shri D S Kulkarni,
Chairman,
D S Kulkarni Developers Limited,
'DSK House', 1187/60, J. M. Road,
Shivajinagar, Pune - 411 005.

July 04, 2014

Dear Sir,

Credit rating of Non Convertible Debentures of Rs.200 crore

Please refer to our letter(s) dated July 04, 2014 on the above subject.

2. The rationale for the rating(s) is attached as an **Annexure - I**. Kindly note that the rationale would be published in the forthcoming issue of our monthly journal, 'CAREVIEW'.
3. A write-up (brief rationale) on the above rating(s) is proposed to be issued to the press shortly. A copy of this is enclosed for your perusal as **Annexure - II**.

If you have any further clarifications, you are welcome to approach us.

Thanking you,

[Nikunj Dube]
Deputy Manager
nikunj.dube@careratings.com

Yours faithfully,

[Leena Marne]
Deputy Manager
leena.marne@careratings.com

Encl: As above



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Rating Rationale
D S Kulkarni Developers Limited

Ratings

Instruments	Amount (Rs. cr)	Ratings ¹	Remarks
Non Convertible Debentures	200	CARE BBB+ (Triple B Plus)	Assigned
Total Instruments	200		

Rating Rationale

The rating assigned to the proposed Non Convertible Debentures (NCD) issue of D S Kulkarni Developers Limited (DSKDL) derives strength from the long track record of the company for over two decades in real estate development, experienced management team, and financial flexibility due to moderate leverage. The ratings also factor in the utilization of total available land bank towards project development, land totally paid for, receipt of all requisite approvals & clearances, satisfactory sales momentum as almost 55% of the area launched for sale has been sold till June 8, 2014 and 45% of the agreement value of the sold area has already been collected.

The rating, however, is constrained by the residual project execution risk as a significant number of projects are being executed at the same time, sizeable infrastructure development cost to be incurred initially in the township project, debt required for the township project development is yet to be tied up and geographical concentration and exposure to the cyclical in the real estate industry.

The ability of the company to achieve the project sales as envisaged in the short to medium term will be imperative for mitigating the residual project execution risk and maintaining satisfactory liquidity for debt servicing. The ability of the company to manage the timely completion of the projects is the key rating sensitivity.

Background

DSKDL was incorporated in 1991 by Mr. D S Kulkarni. The company got listed in 1993. DSKDL is the flagship company of the diversified DSK Group, formed for the purpose of real estate

¹ Complete definition of the ratings assigned are available at www.careratings.com and other CARE publications

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development. During the period 1991–2014, the company has developed 196 lakh square feet (lslf) of real estate (one of the largest in Pune). The company has developed predominantly residential properties majorly in Pune along with footprints in Mumbai, Nasik & Bangalore in India and New Jersey in USA (through its wholly owned subsidiary). The company has developed and delivered 59 projects comprising 19,000 apartments till March 2014. The company has received various awards and accolades in the industry.

CREDIT RISK ASSESSMENT

Long track record and established brand presence in real estate business

DSKDL has a long track record of residential property development in Pune. The company has delivered 59 residential projects with a total saleable area of 196 lsf till March 2014. With projects in prime regions, DSKDL has developed distinguished properties over the last two decades. The company's brand presence and acceptance can be drawn from the launch of 'DSK Vishwa' project where the company sold 1,000 units in 7 days. The company does not sell its projects through brokers and word of mouth publicity has been the major source of the ever increasing brand equity.

DSKDL is spearheaded by Mr. D S Kulkarni – Chairman & Managing Director (CMD), who has more than four decades of experience in the real estate sector. He has been responsible for diversifying and expanding the business operations of the group. He currently looks after the strategic direction of the company. Mr. Shirish Kulkarni (Executive Director and son of Mr. D S Kulkarni), currently looks after the day to day activities of the company. The promoters are ably supported by team of professionals who heads the various departments and have been associated with DSKDL for more than 10 years.

Diversified business group

The DSK group that started with telephone scenting service gradually ventured into various other businesses like automobiles dealerships (DSK Toyota, DSK Hino and DSK Hyosung), educational (DSK School, DSK Global Education & Research), dairy (DSK Milkotronics), hospitality (DSK Gharkul), entertainment (DSK Entertainment) and sports (DSK Shivajians Club)

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apart from the real estate business (DSKDL). The group undertakes philanthropy work (through DSK Social Foundation) for the welfare of the society and helping the under-privileged.

Execution focused approach with moderate reliance on debt funding and achieving more than estimated bookings on project launches

With all the available land bank currently being utilized for project development, the company has a pipeline of projects to be delivered in coming 3–5 years that provides satisfactory revenue visibility in the medium to long term. Further, the company is going to commence construction activities in one of the largest township 'DSK Dream City' (expected to be of ~300 acres), which will provide long term revenue visibility for the company. The company has demonstrated consistent ability in terms of executing projects over the years. Since its foray into the real estate business, the company has witness a high quantum of bookings in the week of the launch of the projects and at instances, received higher than expected number of bookings.

Further, despite being the one of the largest real estate developers in Pune currently, the company's debt to equity ratio has been below unity. The company takes majority of its loan as construction linked loans with escrow mechanisms resulting in the debt being repaid before maturity at many instances. As on March 31, 2014, DSKDL's debt stood at Rs.405 crore (out of this Rs.164 crore were fixed deposits raised from public) against a net worth of Rs.492 crore.

Diverse product offering with focus on residential project development in different cities

The company initially commenced development from Pune and gradually expanded to other cities. The projects portfolio is spread across sub-markets and ranging from affordable, MIG premium housing and townships. The company also architects project across various price spectrum with Mid Income Group/Township projects constituting 79% of the product offering portfolio. The focus in the MIG and township segment results in fast selling of the inventory coupled with quick realization of receivables and completion of projects.

Cash flow management and cancellation risk mitigation

The company collects almost 55%-65% of the total collections against sold inventory at the RCC stage that mitigates the cancellation risk to a large extent. Further, the company sells almost 25%-30% properties as ready-to-move-in. This leads to DSKDL achieving higher profitability

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than envisaged since the ready-to-move-in units sell at a higher price. Further, since the loans have escrow mechanism for customer receipts, it is imperative for the company to also make sales from time to time. This limits the debt funding requirement to some extent. Further, since the target customers of the company are dominantly mid income group buyers who avail bank loans for buying houses, cancellation risk is minimal since these buyers have to get their properties registered (restricting them to cancel as on account of the high registration cost is averagely 6% of the total sales value) to avail the bank loan.

Execution risk as a significant number of projects is to be executed at the same time

The company currently has a developable area of ~267 lsf. Currently there are ~14 projects under execution and 8 other projects are slated to be launched for sales in the coming 12 months. The DSK Dream City township project has commenced its Phase I development from June 2014.

Though, DSKDL is exposed to the execution risk as a good number of projects are being executed at the same time and any delay in launch or lower bookings than envisaged might impact the progress of the development of projects, the company has a competent track record of executing a number of projects at a time in the past.

Moderate sales momentum vis-à-vis construction schedule coupled with descent collection efficiency providing considerable revenue visibility

From the projects currently under execution, the company has already sold 55% of the area launched for sales till June 8, 2014. Further, construction of 3 projects has already been completed by March 31, 2014 while another 3 projects are almost 95% completed. Another 4 projects under execution were launched in FY14 and are expected to be completed during October 2014 - September 2015. Moreover, about 83% of the sold area has been registered which mitigates the cancellation risk to that extent. The launched projects have seen strong sales bookings. The company has already received 45% advances from the sold inventory till June 8, 2014. The company has maintained a comfortable collection efficiency rate of above 75% month on month thereby providing consistent inflow of cash and enabling it to complete projects as per schedule.

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CIN-L67190MH1993PLC071691



Comfortable capital structure and flexibility due to moderate financial leverage

The company's debt stood at Rs.405 crore as on March 31, 2014. Against these the company's net worth stood comfortable at Rs.492 crore. Apart from the debt availed for the projects, the company has also raised public deposits to the tune of Rs.164 crore as on March 31, 2014. Historically, the company's overall gearing has always been below unity thereby giving financial flexibility to raise additional debt as and when required.

Approval risk

The company has obtained the necessary approvals such as location clearance, layout sanction, height clearance, fire department clearance, non agricultural certificate, environmental clearance etc from competent authorities for respective projects.

Industry outlook and company's prospects

Real estate, while being one of the largest sectors of the economy, is regional and fragmented in nature. The outlook for the sector in general for India remains subdued accredited to dependence on affordability, which is the outcome of prevailing interest rates, income levels as well as asset prices, all of which are the primary concerns for the buyers.

However, with the increasing commercial & industrial presence in Pune, the city recorded positive growth of 15% in net absorption by occupying 35 Lsf area in last fiscal. Further, of this net absorption, almost 78% was new supply. Further, the inflow of commercial space supply is expected to drive up the vacancies across submarkets as transaction activity is expected to remain stable. This may also lead to residents to move from submarkets to the newer regions near to the office spaces.

The real estate prices expected to remain firm/marginally rise with low vacancy levels and steady absorption trends. The integrated township projects have seen a better absorption compared to standalone projects over the last 2 years. Specifically the DSK's township area (Hadapsar, Manjiri) is one of the upcoming regions (with the success of integrated township model-Magarpatta, leading to improved profile of the region) and vacancy of 18% for projects launched indicate healthy demand trend. The expected improvement in the real estate industry established brand presence of DSKDL will be instrumental in attracting first time buyers.

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CIN-L67190MH1993PLC071691



Financial Performance

(Rs. Cr)

For the period ended March 31,	2011 (12m, A)	2012 (12m, A)	2013 (12m, A)
Working Results			
Net Sales	200.3	193.7	54.1
Total Operating income	201.7	195.3	57.0
PBILDT	32.9	29.9	37.5
Depreciation	1.2	1.4	1.4
Interest	3.8	6.2	9.5
PBT	25.1	25.3	28.4
PAT (after deferred tax)	16.7	17.2	18.4
Gross Cash Accruals	20.3	18.8	20.1
Financial Position			
Equity Capital	25.8	25.8	25.8
Net worth	461.4	475.8	491.0
Total capital employed	725.8	820.5	897.9
Key Ratios			
<i>Growth</i>			
Growth in Total income (%)	58.78	(26.08)	(70.37)
Growth in PAT (after D. Tax) (%)	27.55	(22.77)	7.36
<i>Profitability</i>			
PBILDT/Total Op. income (%)	16.29	15.31	65.90
PAT (after deferred tax)/ Total income (%)	8.29	8.66	31.37
ROCE (%)	3.97	3.94	4.46
<i>Solvency</i>			
Long Term Debt Equity ratio (times)	0.54	0.69	0.77
Overall gearing (times)	0.57	0.72	0.82
Interest coverage(times)	8.07	4.83	3.96
Term debt/GCA (years)	NM	NM	NM
Total debt / GCA (years)	NM	NM	NM
<i>Liquidity</i>			
Current ratio(times)	1.84	1.95	1.98
Quick ratio(times)	0.19	0.25	0.24

A: Audited; NM: Not meaningful

Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments. In case of partnership/proprietary concerns, the rating assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

Senate

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CREDIT ANALYSIS & RESEARCH LTD.

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CIN-L67190MH1993PLC071691



ANNEXURE II
BRIEF RATIONALE
CARE ASSIGNS 'CARE BBB+' RATING TO NON CONVERTIBLE DEBENTURES ISSUE OF
D S KULKARNI DEVELOPERS LIMITED

Ratings

Instruments	Amount (Rs. crore)	Ratings ¹	Remarks
Non Convertible Debentures	200	CARE BBB+ (Triple B Plus)	Assigned
Total Facilities	200		

Rating Rationale

The rating assigned to the Non Convertible Debentures (NCD) issue of D S Kulkarni Developers Limited (DSKDL) derives strength from the long track record of the company for over two decades in real estate development, experienced management team, and financial flexibility due to moderate leverage. The ratings also factor in the utilization of total available land bank towards project development, land totally paid for, receipt of all requisite approvals & clearances, satisfactory sales momentum as almost 55% of the area launched for sale has been sold till June 8, 2014 and 45% of the agreement value of the sold area has already been collected.

The rating, however, is constrained by the residual project execution risk as a significant number of projects are being executed at the same time, sizeable infrastructure development cost to be incurred initially in the township project, debt required for the township project development is yet to be tied up and geographical concentration and exposure to the cyclical in the real estate industry.

The ability of the company to achieve the project sales as envisaged in the short to medium term will be imperative for mitigating the residual project execution risk and maintaining satisfactory liquidity for debt servicing. The ability of the company to manage the timely completion of the projects is the key rating sensitivity.

Background

DSKDL was incorporated in 1991 by Mr. D S Kulkarni. The company got listed in 1993. DSKDL is the flagship company of the diversified DSK Group, formed for the purpose of real estate development. During the period 1991–2014, the company has developed 196 lakh square feet (lsf) of real estate (one of the largest in Pune). The company has developed predominantly residential properties majorly in Pune along with footprints in Mumbai, Nasik & Bangalore in India and New Jersey in USA (through its wholly owned subsidiary). The company has developed and delivered 59 projects

1 Complete definition of the ratings assigned are available at www.careratings.com and other CARE publications



comprising 19,000 apartments till March 2014. The company has received various awards and accolades in the industry.

For FY14 (refers to the period April 1 to March 31), DSKDL achieved a total operating income of Rs.30.9 crore with a PAT of Rs.13.0 crore compared to the total operating income of Rs.57 crore and PAT of Rs.18.4 crore in FY13.

CARE has classified instruments rated by it on the basis of complexity. This classification is available at www.careratings.com. Investors/market intermediaries/regulators or others are welcome to write to care@careratings.com for any clarifications.

Disclaimer: CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments. In case of partnership/proprietary concerns, the rating assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

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ANNEXURE III: FINANCIAL STATEMENTS

Gokhale, Tanksale & Ghatpande

Chartered Accountants

for the year ended

102, R. K. Classic, New D. P. Rd., Opp. Ashish Garden, Kothrud, Pune 411029

Tel: 91-020-25388390; 25389154; 25399914; Fax: 91-020-25389302

E-mail: suneel@gtgca.com

Managing Partner: **S. M. Ghatpande, M. Com.; Dip. Lit (Fr) LL. B.; A.C.I.S. (U.K.), F.C.A.**

AUDITORS' REPORT

To, _____
The Board of Directors,
D.S. Kulkarni Developers Limited,
"DSK House", 1187/60, J. M. Rd.,
Shivajinagar, Pune 411005.

Auditors' Report

We have examined the attached reformatted audited standalone and consolidated financial information of D.S. Kulkarni Developers Limited ("the Company") annexed to this report stamped and initialled by us for identification. This information is proposed to be included in the Draft Prospectus / Prospectus of the Company in connection with the proposed issue of Secured Redeemable Non-convertible Debentures (NCDs) aggregating up to Rs.25,000 lacs. This information has been prepared in accordance with Paragraph B-1 of Part II of Schedule II to the Companies Act, 1956, ("the Act") and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, ("the Regulations") issued by the Securities and Exchange Board of India ("SEBI") as amended from time to time in pursuance of Section 11 of The Securities and Exchange Board of India Act (SEBI), 1992 and related clarifications and terms of our engagement letter dated 9th April, 2014 issued by the Company in connection with the proposed Offer Document to be issued by the Company in connection with the proposed Issue of NCDs. This financial information has been prepared by the Company and has been approved by the Board of Directors of the Company.

The preparation and presentation of the reformatted financial information is the responsibility of the Company's management. This reformatted information is proposed to be included in the Draft Prospectus / Prospectus of the Company in connection with the Issue. This reformatted financial information has been regrouped and reclassified in accordance with the Revised Schedule VI to the Act effective from 1st April 2011 for the years ended 31st March, 2014, 2013, 2012, 2011 and 2010 with view to be included in the Offer Documents in connection with the Issue.

We have examined the financial information taking into consideration the Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India.

1 Reformatted standalone and consolidated Financial Statements as per Audited Financial Statements of the Company

We have examined the following attached statements of the Company:

- a) the "Reformatted Standalone Statement of Assets and Liabilities" as at March 31, 2014, 2013, 2012, 2011 and 2010 (Annexure I) and the Notes forming part thereof;
- b) the "Reformatted Standalone Statement of Profit and Loss" for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010 (Annexure II) and the Notes forming part thereof; and
- c) the "Reformatted Standalone Statement of Cash Flows" for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010 (Annexure III)
together referred to as "Reformatted Standalone Financial Statements".
- d) the "Reformatted Consolidated Statement of Assets and Liabilities" as at March 31, 2014, 2013, 2012, 2011 and 2010 (Annexure IV) and the Notes forming part thereof;
- e) the "Reformatted Consolidated Statement of Profit and Loss" for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010 (Annexure V) and the Notes forming part thereof; and
- f) the "Reformatted Consolidated Statement of Cash Flows" for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010 (Annexure VI)
together referred to as "Reformatted Consolidated Financial Statements".

	<p>The Standalone and Consolidated Financial Statements for the years ended March 31, 2013, 2012, 2011 and 2010 have been approved / adopted by the Board of Directors and the members of the Company. The Standalone and Consolidated Financial Statements for the year ended as at March 31, 2014 have been approved / adopted by the Board of Directors and are to be approved by the members of the Company in the ensuing annual general meeting to be held by 30th September 2014.</p>
	<p>We have performed such tests and procedures, which in our opinion were necessary for the purpose of our examination. These procedures, mainly, involved comparison of the attached Reformatted Financial information with the Company's audited standalone and consolidated financial statements for the financial years ended March 31, 2014, 2013, 2012, 2011 and 2010 and regrouping and reclassification as per Revised Schedule VI of the 'Act' and requirements of 'SEBI Regulations'.</p>
	<p>These Reformatted Standalone Financial Statements have been extracted from the Audited Standalone and Consolidated Financial Statements of the Company after making such adjustments, reclassifications and regroupings as considered appropriate and based on our examination of these Reformatted Standalone and Consolidated Financial Statements, we state that:</p> <ul style="list-style-type: none"> a) These Reformatted Standalone and Consolidated Financial Statements have been presented in "Rupees in lacs" solely for the convenience of the readers; b) These Reformatted Standalone and Consolidated Financial Statements have to be read in conjunction with the relevant Significant Accounting Policies and Notes to Financial Statements on the Reformatted Standalone and Consolidated Financial Statements. c) The figures of earlier years have been regrouped (but not restated) wherever necessary, to conform to the classification adopted for the Reformatted Standalone and Consolidated Financial Statements; d) There are no extra-ordinary items that need to be disclosed separately in the Reformatted Standalone and Consolidated Financial Statements; e) There are no qualifications in the auditors' reports that require adjustments to the figures in the Reformatted Standalone and Consolidated Financial Information that has been prepared in accordance with the requirements of Paragraph B, Part II of Schedule II; and f) These Reformatted Standalone and Consolidated Financial Statements conform to the requirements of the Revised Schedule VI of the Companies Act, 1956.
2	<p>Other Standalone and Consolidated Financial Information of the Company</p> <p>We have examined the following Other Standalone and Consolidated Financial Information of the Company in respect of each year ended March 31, 2014, 2013, 2012, 2011 and 2010 proposed to be included in the Draft Prospectus / Prospectus, and annexed to this report:</p> <ul style="list-style-type: none"> a) Capitalisation Statement (Annexure VII) b) Statement of Accounting Ratios (Annexure VIII) c) Statement of Possible Tax Benefits available to Debenture-holders (Annexure IX) <p>The Statement of Secured & Unsecured Loans is included in the Notes 2(a), 3(a) and 3(c) to the reformatted audited standalone financial statements and in the Notes 3(a), 4(a) and 4(c) to the reformatted audited consolidated financial statements.</p> <p>The Statement of Contingent Liabilities not provided for is found in Note 20 to the reformatted audited standalone financial statements and in Note 20 to the reformatted audited consolidated financial statements</p> <p>The Statement of List of Related Parties & transactions with them is included in Note 36 to the reformatted audited standalone financial statements and in Note 34 to the reformatted audited consolidated financial statements</p> <p>The Significant Accounting Policies are stated in the Notes 2.1 to the reformatted audited standalone financial statements and in the Notes 2(b) to the reformatted audited consolidated financial statements.</p>
3	<p>Based on our examination of these Reformatted Standalone and Consolidated Financial information, we state that in our opinion, the "Reformatted Standalone and Consolidated Financial Statements as per Audited Standalone and Consolidated Financial Statements of the Company" and "Other Standalone and Consolidated Financial information of the Company" mentioned above for the years ended March 31, 2014, 2013, 2012, 2011 and 2010 have been prepared in accordance with Paragraph B(I) of Part II of Schedule II to the Act and the Regulations amended from time to time under the SEBI Act.</p>
4	<p>This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports nor should this be construed as a new opinion on any of the financial statements referred to herein.</p>

This report is intended solely for your information and for inclusion in the Draft Prospectus / Prospectus in connection with the proposed issue of NCDs aggregating up to ₹ 25,000 lacs and is not to be used, referred to or distributed for any other purpose without our prior written consent

For Gokhale, Tanksale & Ghatpande

Chartered Accountants

Firm Registration No: 103277W

(S. M. Ghatpande)

Partner

Membership No: 30462

Place: Pune

Date: 10th July 2014.

D. S. Kulkarni Developers Ltd.

Annexure I

Standalone Statement of Assets & Liabilities as at		Note No.	31-Mar-14		31-Mar-13		31-Mar-12		31-Mar-11		31-Mar-10	
			₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs	
I. EQUITY AND LIABILITIES												
1 Shareholders' Funds												
a Share capital	3	2,580.10		2,580.10		2,580.10		2,580.10		2,580.10		2,580.10
b Reserves and surplus	4	47,555.13	50,135.23	46,520.37	49,100.47	44,997.82	47,577.92	43,564.14	46,144.24	42,206.33	44,786.43	
2 Non-current liabilities												
a Long term borrowings	5	24,864.57		22,528.72		13,819.58		11,077.30		10,694.86		
b Deferred tax liabilities (Net)	6	113.85		106.63		83.28		76.95		56.07		
c Other long term liabilities	7	25.60	25,004.02	25.60	22,660.94	25.60	13,928.46	25.10	11,179.35	25.10	10,776.02	
3 Current liabilities												
a Short-term borrowings	8	2,264.12		2,680.88		1,735.70		1,429.10		6,719.89		
b Trade payables		1,554.79		1,588.91		836.79		1,447.48		1,968.18		
c Other current liabilities	9	72,137.08		53,512.59		47,232.05		50,006.89		45,130.32		
d Short-term provisions	10	6,884.69	82,840.68	5,833.72	63,616.09	4,906.99	54,711.53	4,122.85	57,006.32	3,330.99	57,149.37	
			1,57,979.93		1,35,377.51		1,16,217.90		1,14,329.92		1,12,711.83	
II. ASSETS												
1 Non-current assets												
a Fixed Assets												
i) Tangible assets	11	4,018.92		4,027.05		4,133.03		4,126.93		3,536.31		
ii) Intangible assets	12	28.11		17.80		24.40		31.13		21.51		
iii) Intangible assets under development		29.94	4,076.97	29.94	4,074.79	8.02	4,165.46	-	4,158.06	-	3,557.82	
b Non-current investments	13		2,204.29		4,912.87		5,072.87		5,070.16		3,673.43	
c Other non-current assets	14		131.98		137.80		162.78		152.51		102.79	
2 Current assets												
a Inventories	15	1,31,333.92		1,10,947.34		93,179.28		94,381.20		96,357.15		
b Trade receivables	16	330.83		352.56		195.52		190.08		2,546.82		
c Cash and cash equivalents	17	4,028.14		3,102.95		1,648.60		2,908.04		1,952.67		
d Short-term loans and advances	18	9,587.09		6,636.01		7,297.87		3,655.56		1,573.75		
e Other current assets	19	6,286.72	1,51,566.69	5,213.20	1,26,252.06	4,495.54	1,06,816.80	3,814.31	1,04,949.19	2,947.40	1,05,377.79	
			1,57,979.93		1,35,377.51		1,16,217.90		1,14,329.92		1,12,711.83	
Contingent liabilities and commitments (to the extent not provided for)	20		12,022.88		11,922.51		11,369.22		11,789.86		10,554.09	
Corporate Information & Statement of Accounting Policies	1-2											
The accompanying notes are an integral part of these financial statements.												
As per our audit report of even date.												
For Gokhale, Tanksale & Ghatpande Chartered Accountants												
Firm Registration No: 103277W												
(S. M. Ghatpande)			D. S. Kulkarni				V. C. Joshi			Amol Purandare		
Partner			Chairman & Managing Director				(Director)			(Company Secretary)		
Membership No: 30462												
Place: Pune							Place: Pune					
Date: 10th July, 2014							Date: 10th July, 2014					

D. S. Kulkarni Developers Ltd.

Annexure II

Standalone Profit and Loss Statement for the year ended		Note No.	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
			₹ Lacs				
I	Revenue from operations	21	3,091.49	5,410.44	19,365.44	20,028.35	21,375.70
II	Increase / (Decrease) in inventories of Finished Tenements & Work-in-	22	20,010.72	17,737.19	(1,155.51)	(1,932.84)	(6,180.80)
III	Other income	23	152.86	285.70	167.52	144.06	37.54
IV	Total		23,255.07	23,433.34	18,377.44	18,239.58	15,232.44
V	Expenses:						
	Land & / or Development expenses	24	15,986.56	17,239.37	13,108.71	12,798.64	7,915.44
	Office & administration expenses	25	739.58	664.56	599.77	634.04	550.99
	Employee benefits expense	26	1,197.87	1,033.80	898.16	748.91	579.20
	Selling expenses	27	798.57	741.67	776.53	771.77	700.51
	Finance expenses	28	936.74	947.30	619.08	379.07	1,856.19
	Depreciation and amortization expense	29	145.40	143.00	142.55	115.93	107.35
	Other Expenses	30	9.80	-	4.70	0.05	4.23
	Miscellaneous Expenses Written Off	31	-	-	-	227.23	227.23
	Total		19,814.52	20,769.71	16,149.51	15,675.64	11,941.13
VI	Profit before exceptional and extra-ordinary items and tax		3,440.56	2,663.63	2,227.94	2,563.94	3,291.31
VII	Exceptional Items	32	(15.99)	179.18	323.03	(50.99)	(292.33)
VIII	Profit before extra-ordinary items and tax		3,424.57	2,842.82	2,550.97	2,512.95	2,998.98
IX	Extra-ordinary items	33	(859.17)	-	(24.97)	-	-
X	Profit before tax		2,565.40	2,842.82	2,526.00	2,512.95	2,998.98
XI	Tax expense						
1	Current tax		(1,253.60)	(976.61)	(786.13)	(825.00)	(810.21)
2	Deferred tax		(7.22)	(23.35)	(6.33)	(20.88)	(10.44)
3	Fringe Benefit Tax		-	(1,260.82)	-	(792.46)	-
				(999.96)	-	(845.88)	-
XII	Profit (Loss) for the period from continuing operations		1,304.58	1,842.86	1,733.54	1,667.06	2,178.33
XIII	Profit (Loss) from discontinuing operations (after tax)		-	-	-	-	-
XIV	Profit (Loss) for the period		1,304.58	1,842.86	1,733.54	1,667.06	2,178.33
XV	Earnings per equity share						
1	Basic	34	5.06	7.14	6.72	6.46	8.44
2	Diluted		5.06	7.14	6.72	6.46	8.44

Corporate Information & Statement of Accounting Policies

1-2

The accompanying notes are an integral part of these financial statements.

As per our audit report of even date.

For Gokhale, Tanksale & Ghatpande

Chartered Accountants

Firm Registration No: 103277W

(S. M. Ghatpande)

Partner

Membership No: 30462

Place: Pune

Date: 10th July 2014.

For & on behalf of the Board of Directors

D. S. Kulkarni
Chairman & Managing Director

V. C. Joshi
(Director)

Amol Purandare
(Company Secretary)

Place: Pune
Date: 10th July 2014.

D. S. Kulkarni Developers Ltd. Standalone Cash Flow Statement for the year ended							Annexure III	31-Mar-10
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10			
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs			
A) Cash Flow From Operating Activities								
Net Profit before Tax & Extraordinary Items	3,424.57	2,842.82	2,550.87	2,512.95	2,998.98			
Adjustments for								
Extraordinary items	(859.17)	-	(24.97)	-	-			
Depreciation	145.40	143.00	142.55	115.93	107.35			
Miscellaneous Expenses Written off	-	-	-	227.23	227.23			
Loss/(Profit) on Sale of Assets	9.80	-	4.70	0.05	(4.77)			
Prior Years' Adjustments	32.04	-	-	-	-			
Interest Expenditure	746.36	835.68	605.83	343.20	1,802.65			
Book Profit on Sale of Mutual Fund Units	-	(1.22)	-	-	-			
Interest & Dividend Received	(132.42)	(58.00)	(238.22)	(151.66)	576.45	(85.93)	600.48	(27.12)
Operating Profit before Working Capital Changes	3,366.57	3,582.06	3,127.42	3,113.43	5,104.31			
Adjustments for								
(Increase) Decrease in Inventories	(20,386.58)	(17,768.07)	1,201.93	1,975.95	6,136.78			
Increase (Decrease) in Short Term Borrowings	(416.76)	945.18	306.60	(5,290.79)	(1,026.96)			
Increase (Decrease) in Short Term Provisions	(202.63)							
Increase (Decrease) in Other Current Liabilities	18,624.49	6,280.54	(2,774.84)	4,876.57	(5,605.46)			
Increase (Decrease) in Trade Payables	(34.12)	752.12	(610.69)	(520.70)	1,588.07			
(Increase) Decrease in Receivables	21.73	(157.04)	(5.44)	2,356.74	(2,303.79)			
(Increase) Decrease in Loans & Advances	(2,951.08)	661.86	(3,642.31)	(2,081.81)	5,003.22			
(Increase) Decrease in Other current assets	(39.80)	(25.94)	-	-	-			
(Increase) Decrease in Other non-current assets	5.81	(5,378.93)	24.98	(9,286.37)	(10.27)	(5,535.02)	(49.72)	1,286.25
Cash generated from Operations	(2,012.36)	(5,704.31)	(2,407.80)	(4,379.67)	8,887.54			
Income Tax Paid		(1,033.71)	(782.04)	(881.23)	(1,134.67)	(843.97)		
Net Cash from Operating Activities (A)	(3,046.07)	(6,466.35)	(3,088.83)	(3,245.00)	8,043.67			
B) Cash Flow from Investing Activities								
Purchase of Fixed Assets	(168.14)	(52.33)	(159.32)	(716.75)	(88.84)			
Sale of Fixed Assets	10.76	-	4.67	0.53	5.25			
Book Profit on Sale of Mutual Fund Units	-	1.22	-	-	-			
Interest & Dividend Received	132.42	238.22	151.66	85.93	27.12			
Decrease (Increase) in Investments	2,708.58	160.00	(2.71)	(1,396.73)	-			
Net Cash used in Investing Activities(B)	2,683.62	347.11	(5.69)	(2,027.01)	(56.46)			
C) Cash Flow from Financing Activities								
Interest Paid	(746.36)	(835.68)	(605.83)	(343.20)	(1,802.65)			
Dividend Paid	(258.01)	(258.01)	(258.01)	(258.01)	(258.01)			
Dividend Tax Paid	(43.85)	(41.86)	(43.85)	(43.85)	(43.85)			
Merge Expenses Paid	-	-	-	-	-			
Increase (Decrease) in Secured Loans	2,335.85	8,709.14	2,742.28	382.44	(4,110.32)			
Increase (Decrease) in Other long term liabilities	-	-	0.50	-	(30.15)			
Net Cash used in Financing Activities(C)	1,287.63	7,573.59	1,835.09	(262.62)	(6,244.97)			
Net increase/decrease in cash and cash equivalents (A+B+C)	925.18	1,454.35	(1,259.43)	956.37	1,742.13			
Cash & Cash Equivalent as at beginning of the year	3,102.95	1,640.15	2,899.58	1,944.22	202.09			
Cash & Cash Equivalent as at end of the year	4,028.13	3,094.49	1,840.15	2,899.58	1,944.22			
Note to the Cash Flow Statement : Cash and Cash Equivalents include Cash and Bank Balances								
Corporate Information & Statement of Accounting Policies								
1-2								
The accompanying notes are an integral part of these financial statements.								
As per our audit report of even date.								
For Gokhale, Tanksale & Ghatpande								
Chartered Accountants								
Firm Registration No: 103277W								
	D. S. Kulkarni		V. C. Joshi		Amol Purandare			
(S. M. Ghatpande)	Chairman & Managing Director		(Director)		(Company Secretary)			
Partner								
Membership No: 30462								
Place: Pune			Place: Pune					
Date: 10th July 2014.			Date: 10th July 2014.					

D. S. Kulkarni Developers Ltd.

CIN L45201PN1991PLC063340

for the year ended

31-Mar-14

1	Corporate Information:				
	D. S. Kulkarni Developers Ltd. is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 ("the Act"). The Company is engaged in the business of real estate development in India. The Company is not a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Act, in as much as				
a)	its turnover (excluding other income) did exceed ₹ 50 crores in the immediately preceding accounting year and in the year under review, and				
b)	it did have borrowings (including public deposits) in excess of ₹ 10 crores at any time during the immediately preceding accounting year and in the year under review				
c)	its equity shares are listed on the Mumbai & National Stock Exchanges.				
	although				
d)	it is not the holding or subsidiary company of a company which is not a SMC				
e)	it is not a bank, financial institution or an insurance company				
2	Basis of Preparation of Financial Statements				
	These financial statements comply in all material respects with the relevant provisions of the Act, the Generally Accepted Accounting Principles in India, and the Accounting Standards issued by the Institute of Chartered Accountants of India which are prescribed in the Companies (Accounting Standards) Rules 2006 notified by the Central Government u/s 211(3C) read with Sections 210A(1) and 642(1)(a) of the said Act. As required by AS 1 issued by the Institute of Chartered Accountants of India, the accounting policies followed in the preparation of these financial statements are disclosed below.				
2.1	Summary of significant accounting policies				
2.1.1	Presentation and disclosure of financial statements				
	These financial statements are presented in accordance with the revised Schedule VI notified under the Companies Act 1956.				
2.1.2	Accounting Convention:				
	These financial statements are prepared under the historical cost convention.				
2.1.3	Method of Accounting:				
	As required by Section 209(3)(b) of the Act, these financial statements are prepared in accordance with the accrual method of accounting with revenues recognized and expenses accounted on their accrual including provisions / adjustments for committed obligations and amounts determined as payable or receivable during the period.				
2.1.4	Use of Estimates:				
	The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the end of the reporting periods and the reported amounts of revenues and expenses for the reporting periods. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.				
	Actual results may differ from these estimates.				
	Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised and future years affected.				
2.1.5	Consistency:				
	These financial statements have been prepared on a basis consistent with previous years and accounting policies not specifically referred hereto are consistent with generally accepted accounting principles.				
2.1.6	Contingencies and Events occurring after the Balance Sheet Date:				
	AS 4 issued by the Institute of Chartered Accountants of India is not applicable since there are no such contingencies nor events.				
2.1.7	Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies:				
	The Company's Profit & Loss Account presents profit / loss from ordinary activities. There are no extra-ordinary items or changes in accounting estimates and policies during the year under review which need to be disclosed as per AS 5 issued by the Institute of Chartered Accountants of India.				
2.1.8	Cash Flow Statements:				
	Cash Flows are reported as per the Indirect Method as specified in AS 3 issued by the Institute of Chartered Accountants of India.				
2.1.9	Previous Year Figures:				
	The figures for the previous year have been rearranged to facilitate comparison.				

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2.2 Fixed Assets	
2.2.1	Tangible Fixed Assets: In accordance with AS 10 issued by the Institute of Chartered Accountants of India,
	i) Tangible Fixed Assets are stated at cost of acquisition or construction net of accumulated depreciation and accumulated impairment losses, if any.
	ii) The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable incidental expenses related to acquisition and installation and other pre-operative expenses of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
	iii) Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.
	iv) From accounting periods commencing on or after 7 December 2006, the company adjusts exchange differences arising on translation/settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset.
	v) Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.
2.2.2	Depreciation on Tangible Fixed Assets: In accordance with AS 6 issued by the Institute of Chartered Accountants of India,
	i) Depreciation on Tangible Fixed Assets is provided as per the straight line method at the rates prescribed in Schedule XIV to the Companies Act, 1956, for the period for which the asset is put to use.
	ii) Leasehold land is amortized on a straight line basis over the period of the lease
2.2.3	Intangible Fixed Assets: In accordance with AS 26 issued by the Institute of Chartered Accountants of India,
	i) Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.
	ii) Intangible assets are amortized on a straight line basis over the estimated useful economic life. The company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the effect that useful life of an intangible asset exceeds ten years, the company amortizes the intangible asset over the best estimate of its useful life.
	iii) Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.
	iv) The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.
	v) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized
2.2.4	Borrowing Costs: In accordance with Accounting Standard 16 issued by the Institute of Chartered Accountants of India,

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		i)	Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
		ii)	A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.
		iii)	borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. All other borrowing costs are recognized as an expense in the period in which those are incurred.
2.2.5	Impairment of tangible and intangible assets: In accordance with AS 28 issued by the Institute of Chartered Accountants of India,		
		i)	The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the recoverable amount of the asset. Such recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.
		ii)	The company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.
		iii)	Impairment losses of continuing operations, including write-down of inventories, are recognized in the statement of profit and loss, except for previously revalued tangible fixed assets, where the revaluation was taken to revaluation reserve. In this case, the impairment is also recognized in the revaluation reserve up to the amount of any previous revaluation.
		iv)	After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.
		v)	An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.
2.2.6	Research and development costs: In accordance with AS 26 issued by the Institute of Chartered Accountants of India,		
		i)	Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when the company can demonstrate all the following:
		a)	The technical feasibility of completing the intangible asset so that it will be available for use or sale
		b)	Its intention to complete the asset
		c)	Its ability to use or sell the asset
		d)	How the asset will generate future economic benefits
		e)	The availability of adequate resources to complete the development and to use or sell the asset
		f)	The ability to measure reliably the expenditure attributable to the intangible asset during development.

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		ii) Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized on a straight line basis over the period of expected future benefit from the related project. Amortization is recognized in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.
2.2.7		Leases: In accordance with Accounting Standard 19, issued by the Institute of Chartered Accountants of India,
	A	Where the company is lessee
	i)	Finance leases, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.
	ii)	A leased asset is depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule XIV to the Companies Act, 1956, whichever is lower. However, if there is no reasonable certainty that the company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term or the useful life envisaged in Schedule XIV to the Companies Act, 1956.
	iii)	Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.
	B	Where the company is the lessor
	i)	Leases in which the company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.
	ii)	Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.
2.3		Investments: In accordance with AS 13 issued by the Institute of Chartered Accountants of India,
	i)	Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.
	ii)	On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.
	iii)	Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.
	iv)	On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

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	v)	An investment in land or buildings, which is not intended to be occupied substantially for use by, or in the operations of, the company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.
	vi)	The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the investment property to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
	vii)	Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life estimated by the management, or that prescribed under the Schedule XIV to the Companies Act, 1956, whichever is higher.
	viii)	On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.
2.4 Inventories: In accordance with Accounting Standards 2 & 9 issued by the Institute of Chartered Accountants of India,		
	i)	Construction materials, components, stores and spares are valued at the lower of cost and net realizable value (as certified by the management) after providing for the cost of obsolescence. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above its cost of acquisition. Cost of raw materials, components and stores and spares is determined on <i>FIFO basis</i> .
	ii)	Inventories of work in progress are valued, in accordance with the Percentage of Completion Method. Profit on incomplete projects is not recognized unless 20% expenditure has been incurred in respect of the project. Based on projections and estimates by the Company of the expected revenues and costs to completion, provision for losses to completion and / or write off of costs carried to inventories is made on projects where the expected revenues are lower than the estimated costs to completion. In the opinion of the management, the net realisable value of the work in progress as at the balance sheet date will not be lower than the costs so included therein.
	iii)	Inventories of finished tenements are valued at the carrying value or estimated net realizable value, (as certified by the management) whichever is the less. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.
2.5 Revenue Recognition: In accordance with AS 9 issued by the Institute of Chartered Accountants of India, Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company. The following specific recognition criteria must also be met before revenue is recognized.		
	i)	Income from real estate sales is recognized on the transfer of all significant risks and rewards of ownership to the buyer and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration.
	ii)	However, if, at the time of transfer, substantial acts are yet to be performed, revenue is recognized on proportionate basis as the acts are performed, that is, on the percentage of completion basis. Determination of revenues under the percentage of completion method necessarily involves making estimates by the Company, some of which are of technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project and the foreseeable losses to completion. As the construction projects necessarily extend beyond one year, revision in estimates of costs and revenues during the year under review are reflected in the accounts of the year.
	iii)	Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects value added taxes (VAT) and service tax on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.
	iv)	Revenues from maintenance contracts are recognized pro-rata over the period of the contract as and when services are rendered. The company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the company. Hence, it is excluded from revenue.
	v)	Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.
	vi)	Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

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2.6	<p>Expense Recognition: Project-specific revenue Expenses such as development & construction expenses, interest on borrowings attributable to specific projects etc. are included in the valuation of inventories of work in progress. Indirect costs are treated as period costs and are charged to the Profit & Loss Account in the year incurred. Expenses incurred on repairs & maintenance of completed projects are charged to Profit & Loss Account.</p>
2.7	<p>Foreign currency transactions and balances: In accordance with AS 11 issued by the Institute of Chartered Accountants of India,</p>
i)	<p>Initial recognition: Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.</p>
ii)	<p>Conversion: Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.</p>
iii)	<p>Exchange differences: From accounting periods commencing on or after 7 December 2006, the company accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:</p>
a)	<p>Exchange differences arising on a monetary item that, in substance, forms part of the company's net investment in a non-integral foreign operation is accumulated in the foreign currency translation reserve until the disposal of the net investment. On the disposal of such net investment, the cumulative amount of the exchange differences which have been deferred and which relate to that investment is recognized as income or as expenses in the same period in which the gain or loss on disposal is recognized.</p>
b)	<p>Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset in accordance with the Ministry of Corporate Affairs Notification dated 31st March 2009. For this purpose, the company treats a foreign monetary item as "long-term foreign currency monetary item", if it has a term of 12 months or more at the date of its origination.</p>
c)	<p>Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortized over the remaining life of the concerned monetary item.</p>
d)	<p>All other exchange differences are recognized as income or as expenses in the period in which they arise.</p>
iv)	<p>Translation of integral and non-integral foreign operation: The company classifies all its foreign operations as either "integral foreign operations" or "non-integral foreign operations." The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the company itself. The assets and liabilities of a non-integral foreign operation are translated into the reporting currency at the exchange rate prevailing at the reporting date and their statement of profit and loss are translated at annual average exchange rates. The exchange differences arising on translation are accumulated in the foreign currency translation reserve. On disposal of a non-integral foreign operation, the accumulated foreign currency translation reserve relating to that foreign operation is recognized in the statement of profit and loss. When there is a change in the classification of a foreign operation, the translation procedures applicable to the revised classification are applied from the date of the change in the classification.</p>
2.8	<p>Retirement and other employee benefits: In accordance with Accounting Standard 15 issued by the Institute of Chartered Accountants of India,</p>
i)	<p>Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.</p>
ii)	<p>The company operates one defined benefit plan for its employees, viz., gratuity. The cost of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end using the projected unit credit method. The Company has obtained a policy from the Life Insurance Corporation of India in respect of the gratuity obligation and the annual contribution paid by the Company to LIC is charged to the profit & loss statement. The actuarial gains and losses for the defined benefit plan are not recognized in the period in which they occur in the statement of profit and loss.</p>

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2.9	Tax Expense: In accordance with Accounting Standard 22 issued by the Institute of Chartered Accountants of India,
i)	Tax expense comprises current and deferred tax.
ii)	Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.
iii)	Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using tax rates enacted or substantively enacted as at the balance sheet date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.
iv)	Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.
v)	In the situations where the company is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate. However, the company restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.
vi)	At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.
vii)	The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available
viii)	Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.
ix)	Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available for a particular assessment year as an asset only after the assessment for that year is complete and such credit is finally quantified and only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement" under the head "Current Assets". The company reviews the "MAT credit entitlement" asset at each reporting date and writes down its carrying amount to the extent such credit is set-off u/s 115JAA or to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

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2.10	Consolidated Financial Statements: In accordance with AS 21 and AS 27 issued by the Institute of Chartered Accountants of India, separate consolidated financial statements of the Company and its Subsidiaries have been prepared by combining on a line-to-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses after fully eliminating intra-group balances, intra-group transactions and unrealised profits and losses.
2.11	Earnings Per Share: In accordance with Accounting Standard 20, issued by the Institute of Chartered Accountants of India.
	i) Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.
	ii) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.
2.12	Provisions: In accordance with Accounting Standard 29 issued by the Institute of Chartered Accountants of India,
	i) A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.
	ii) Warranty provisions: Provisions for warranty-related costs are recognized when the product is sold or service provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually.
2.13	Contingent Liabilities and Contingent Assets: In accordance with Accounting Standard 29 issued by the Institute of Chartered Accountants of India,
	i) A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.
	ii) Contingent assets are not recognized.
2.14	Accounting Standards not applicable to the Company during the year under review:
i)	Construction Contracts: AS 7 is not applicable since the Company is not engaged in execution of construction contracts
ii)	Accounting for Government Grants: AS 12 is not applicable since the Company has not received any Government Grants
iii)	Accounting for Amalgamations: AS 14 is not applicable since the Company has not so far entered into any amalgamation.
iv)	Segment reporting: AS 17 is not applicable since the Company operates only in one segment, to wit, real estate development.
v)	Accounting for Investments in Associates in Consolidated Financial statements: AS 23 is not applicable since the Company is not required to consolidate its financial statements.
vi)	Discontinuing Operations: AS 24 is not applicable since the Company has not so far discontinued operations.
vii)	Interim Financial Reporting: AS 25 is not applicable to the financial statements under review.
viii)	Financial Reporting of Interests in Joint Ventures: AS 27 is not applicable since the Company has no joint ventures.

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**Standalone Profit and Loss Statement
for the year ended**

	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
	₹ Lacs				
3 Equity Share Capital					
a Number of shares authorized	500.00	500.00	500.00	500.00	500.00
b Amount of shares authorized	5,000.00	5,000.00	5,000.00	5,000.00	5,000.00
c Number of shares issued, subscribed and fully paid	258.01	258.01	258.01	258.01	258.01
d Number of shares issued and subscribed but not fully paid	-	-	-	-	-
e Par value per share	10.00	10.00	10.00	10.00	10.00
f Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period					
i Shares outstanding at the beginning of the reporting period	258.01	258.01	258.01	258.01	258.01
ii Shares allotted during the reporting period	-	-	-	-	-
iii Shares forfeited during the reporting period	-	-	-	-	-
iv Shares bought back during the reporting period	-	-	-	-	-
v Shares outstanding at the end of the reporting period	258.01	258.01	258.01	258.01	258.01
g Shares in the company held by each shareholder holding more than 5 per cent shares specifying the number of					
1 H D Kulkarni	48.97	48.97	48.97	48.97	48.97
2 D S Kulkarni	54.08	45.11	38.52	27.81	27.81
3 S D Kulkarni	15.20	15.20	15.20	15.20	15.20
4 Ashok Parmar	32.43	31.17	30.61	30.02	30.02
5 Chander Bhatia	20.00	20.00	20.00	20.00	20.00
6 Asha Bhatia	19.50	190.19	19.50	172.81	19.50
Total at the end of the reporting period	2,580.10	2,580.10	2,580.10	2,580.10	2,580.10

D. S. Kulkarni Developers Ltd.

Standalone Profit and Loss Statement for the year ended		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
4 Reserves and Surplus						
a Securities Premium Reserve						
i Balance at the beginning of the reporting period	30,822.71	30,822.71	30,822.71	30,822.71	30,822.71	30,822.71
ii Additions during the reporting period	-	-	-	-	-	-
iii Deduction during the reporting period	-	-	-	-	-	-
iv Balance at the end of the reporting period	- 30,822.71	- 30,822.71	- 30,822.71	- 30,822.71	- 30,822.71	- 30,822.71
b General Reserve						
i Balance at the beginning of the reporting period	953.70	953.70	953.70	953.70	953.70	953.70
ii Additions during the reporting period	-	-	-	-	-	-
iii Deduction during the reporting period	-	-	-	-	-	-
iv Balance at the end of the reporting period	- 953.70	- 953.70	- 953.70	- 953.70	- 953.70	- 953.70
c Surplus i.e. balance in Statement of Profit & Loss disclosing allocations and appropriations such as dividend, bonus shares and transfer to/from reserves etc.						
i Balance at the beginning of the reporting period	14,743.96	13,221.40	11,787.73	10,429.92	8,557.19	
ii Additions during the reporting period	1,304.58	1,842.86	1,733.54	1,667.06	2,178.33	
iii Deduction during the reporting period						
Prior year adjustments	32.04	(18.44)	-	(7.40)	(3.75)	
Transfer to general reserve	-	-	-	-	-	
Proposed equity dividend	(258.01)	(258.01)	(258.01)	(258.01)	(258.01)	
Tax on equity dividend	(43.85)	(43.85)	(41.86)	(43.85)	(43.85)	
iv Balance at the end of the reporting period	- 15,778.71	- 14,743.96	- 13,221.40	- 11,787.73	- 10,429.92	
Total at the end of the reporting period	47,555.13	46,520.37	44,997.82	43,564.14	42,206.33	
5 Long-Term Borrowings						
i Long-term borrowings secured						
a Term loans						
i Project term loan	10,398.91	7,756.90	1,629.64	3,222.25	150.74	
ii Equipment term loans	1,937.12	3,573.05	1,823.14	180.59	303.28	
iii Corporate term loans	3,704.02	393.16	2,532.27	2,684.99	3,520.48	
iv Vehicle Term Loan	18.70	16,058.75	7.85	11,730.96	35.68	6,020.73
					54.27	6,142.09
						13.29
						3,987.79
ii Long-term borrowings unsecured						
a Deposits						
i Deposits from public		8,805.82	10,797.76	7,798.85	4,935.21	6,707.07
Total at the end of the reporting period	24,864.57	22,528.72	13,819.58	11,077.30	10,694.86	

D. S. Kulkarni Developers Ltd.

**Standalone Profit and Loss Statement
for the year ended**

	31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
6 Deferred Tax Liability: The deferred tax liability comprises the effect of the following: DTL resulting from timing difference between book depreciation and tax depreciation	113.85	106.63	83.28	76.95	56.07
Total at the end of the reporting period	113.85	106.63	83.28	76.95	56.07
7 Other long term liabilities					
a Deposits	0.10	0.10	0.60	0.10	0.10
b Deposits from subsidiary	25.50	25.50	25.00	25.00	25.00
Total at the end of the reporting period	25.60	25.60	25.60	25.10	25.10
8 Short-term borrowings					
i Short-term borrowings secured					
a Working capital limits	2,264.12	2,680.88	1,735.70	1,429.10	6,719.89
Total at the end of the reporting period	2,264.12	2,680.88	1,735.70	1,429.10	6,719.89
9 Other current liabilities					
a Advance against Tenements / Plots	37,327.78	25,937.12	15,995.15	18,122.82	12,003.35
b Current maturities of long-term debt					
i) Secured	10,913.46	7,823.03	6,319.75	8,021.07	14,952.01
ii) Public deposits	8,338.67	4,764.06	7,830.70	5,598.60	7,209.27
iii) Unsecured inter-corporate debts	2,186.98	21,439.11	15,376.29	4,677.75	18,828.20
c Interest accrued but not due on borrowings					
i) Secured	195.17	133.50	44.70	33.57	196.29
ii) Public deposits	1,123.93	309.96	559.21	-	-
iii) Unsecured inter-corporate debts	108.99	1,428.09	92.35	535.82	362.95
d Unclaimed dividends	17.79	18.95	18.46	18.08	18.25
e Statutory liabilities	612.23	641.79	315.92	224.70	161.07
f Provision for expenses	11,156.11	10,561.71	10,793.33	17,593.26	10,084.78
g Unclaimed public deposits	155.97	440.90	314.14	165.78	345.29
Total at the end of the reporting period	72,137.08	53,512.59	47,232.05	50,006.89	45,130.32
10 Short-term provisions					
a Provision for Income Tax	6,582.83	5,531.86	4,607.12	3,820.99	3,029.13
b Proposed Dividend	258.01	258.01	258.01	258.01	258.01
c Tax on Dividend	43.85	43.85	41.86	43.85	43.85
Total at the end of the reporting period	6,884.69	5,833.72	4,906.99	4,122.85	3,330.99

D. S. Kulkarni Developers Ltd.

Standalone Profit and Loss Statement for the year ended

11 Tangible Fixed Assets

	Gross carrying amount at beginning of reporting period	Additions during reporting period	Disposals during reporting period	Gross carrying amount at end of reporting period	Accumulated depreciation at beginning of reporting period	Depreciation for reporting period	Depreciation on disposals during reporting period	Accumulated depreciation at end of reporting period	Net carrying amount at beginning of reporting period	Net carrying amount at end of reporting period
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs
Land										
FY 2013-14	2,724.91	-	-	2,724.91	-	-	-	-	2,724.91	2,724.91
FY 2012-13	2,724.91	-	-	2,724.91	-	-	-	-	2,724.91	2,724.91
FY 2011-12	2,724.91	-	-	2,724.91	-	-	-	-	2,724.91	2,724.91
FY 2010-11	2,592.03	132.88	-	2,724.91	-	-	-	-	2,592.03	2,724.91
FY 2009-10	2,592.03	-	-	2,592.03	-	-	-	-	2,592.03	2,592.03
Plant & Machinery										
FY 2013-14	1,106.67	0.57	-	1,107.24	188.44	52.57	-	241.01	918.23	866.23
FY 2012-13	1,102.22	4.45	-	1,106.67	135.95	52.49	-	188.44	966.27	918.23
FY 2011-12	1,023.27	78.95	-	1,102.22	84.90	51.05	-	135.95	938.37	966.27
FY 2010-11	590.33	432.93	-	1,023.27	49.65	35.25	-	84.90	540.68	938.37
FY 2009-10	549.88	40.46	-	590.33	23.12	26.53	-	49.65	526.76	540.68
Office Machinery										
FY 2013-14	404.84	73.96	(2.16)	476.65	319.53	33.78	(2.16)	351.16	85.31	125.49
FY 2012-13	382.41	22.44	-	404.84	287.52	32.01	-	319.53	94.88	85.31
FY 2011-12	354.13	28.36	(0.09)	382.41	253.11	34.41	-	287.52	101.02	94.88
FY 2010-11	318.86	35.27	-	354.13	222.29	30.82	-	253.11	96.57	101.02
FY 2009-10	293.00	25.86	-	318.86	187.05	35.24	-	222.29	105.95	96.57
Furniture & Fixtures										
FY 2013-14	55.63	16.86	-	72.49	19.54	3.98	-	23.51	36.09	48.97
FY 2012-13	53.35	2.28	-	55.63	16.35	3.19	-	19.54	37.00	36.09
FY 2011-12	46.51	6.84	-	53.35	13.08	3.27	-	16.35	33.43	37.00
FY 2010-11	40.55	5.96	-	46.51	10.49	2.60	-	13.08	30.06	33.43
FY 2009-10	40.55	-	-	40.55	8.00	2.49	-	10.49	32.55	30.06
Vehicles										
FY 2013-14	517.90	56.52	(52.34)	522.07	255.39	45.15	(31.78)	268.75	262.50	253.32
FY 2012-13	517.90	-	-	517.90	207.93	47.47	-	255.39	309.97	262.50
FY 2011-12	502.76	35.35	(20.21)	517.90	173.55	45.29	(10.92)	207.93	329.20	309.97
FY 2010-11	412.13	93.27	(2.64)	502.76	135.16	40.45	(2.06)	173.55	276.97	329.20
FY 2009-10	411.46	22.04	(21.37)	412.13	111.29	36.30	(12.43)	135.16	300.17	276.97

Total											
	FY 2013-14	4,809.95	147.91	(54.50)	4,903.36	782.90	135.48	(33.94)	884.44	4,027.05	4,018.92
FY 2012-13	4,780.78	29.17	-	4,809.95	647.75	135.15	-	782.90	4,133.03	4,027.05	
FY 2011-12	4,651.57	149.51	(20.29)	4,780.78	524.64	134.03	(10.92)	647.75	4,126.93	4,133.03	
FY 2010-11	3,954.90	700.31	(2.64)	4,651.57	417.58	109.12	(2.06)	524.64	3,536.31	4,126.93	
FY 2009-10	3,887.91	88.36	(21.37)	3,953.90	329.46	100.55	(12.43)	417.58	3,557.45	3,536.31	
12 Intangible Fixed Assets											
	Gross carrying amount at beginning of reporting period	Additions during reporting period	Disposals during reporting period	Gross carrying amount at end of reporting period	Accumulated depreciation at beginning of reporting period	Depreciation for reporting period	Depreciation on disposals during reporting period	Accumulated depreciation at end of reporting period	Net carrying amount at beginning of reporting period	Net carrying amount at end of reporting period	
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
Computer software											
FY 2013-14	87.24	20.23	-	107.47	69.44	9.92	-	79.36	17.80	28.11	
FY 2012-13	85.99	1.25	-	87.24	61.59	7.85	-	69.44	24.40	17.80	
FY 2011-12	84.20	1.79	-	85.99	53.07	8.52	-	61.59	31.13	24.40	
FY 2010-11	67.76	16.43	-	84.20	46.25	6.81	-	53.07	21.51	31.13	
FY 2009-10	67.28	0.48	-	67.76	39.46	6.79	-	46.25	27.82	21.51	
Total											
FY 2013-14	87.24	20.23	-	107.47	69.44	9.92	-	79.36	17.80	28.11	
FY 2012-13	85.99	1.25	-	87.24	61.59	7.85	-	69.44	24.40	17.80	
FY 2011-12	84.20	1.79	-	85.99	53.07	8.52	-	61.59	31.13	24.40	
FY 2010-11	67.76	16.43	-	84.20	46.25	6.81	-	53.07	21.51	31.13	
FY 2009-10	67.28	0.48	-	67.76	39.46	6.79	-	46.25	27.82	21.51	
Intangible asset under construction											
FY 2013-14	29.94	-	-	29.94	-	-	-	-	29.94	29.94	
FY 2012-13	8.02	21.92	-	29.94	-	-	-	-	8.02	29.94	
FY 2011-12	-	8.02	-	8.02	-	-	-	-	-	8.02	
FY 2010-11	-	-	-	-	-	-	-	-	-	-	
Grand Total 2013-14	4,927.13	168.14	(54.50)	5,040.77	852.34	145.40	(33.94)	963.79	4,074.79	4,076.97	
Grand Total 2012-13	4,874.79	52.33	-	4,927.13	709.34	143.00	-	852.34	4,165.46	4,074.79	
Grand Total 2011-12	4,735.77	159.32	(20.29)	4,874.79	577.71	142.55	(10.92)	709.34	4,158.06	4,165.46	
Grand Total 2010-11	4,022.66	716.75	(2.64)	4,735.77	463.84	115.93	(2.06)	577.71	3,557.82	4,158.06	
Grand Total 2009-10	3,955.19	88.84	(21.37)	4,021.66	368.92	107.35	(12.43)	463.84	3,585.27	3,557.82	

D. S. Kulkarni Developers Ltd.

**Standalone Profit and Loss Statement
for the year ended**

		31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs
13 Non-current investments						
a Investments in Equity Instruments						
i Subsidiaries	2,109.73	2,109.73	2,364.73	2,364.73	964.50	
ii Associates	82.92	95.00	-	-	-	
ii Joint ventures	-	-	-	2.30	5.80	
iv Cooperative banks	11.64	2,204.29	11.64	2,216.37	11.64	2,376.37
b Investments in debentures or bonds						
i Subsidiaries	-	2,696.50	2,696.50	2,696.50		-
ii Joint ventures	-	-	-	-	-	2,696.50
Total at the end of the reporting period	2,204.29	4,912.87	5,072.87	5,070.16		3,673.43
Additional Disclosures						
a Investments carried at other than at cost and the basis for valuation thereof.	Nil	Nil	Nil	Nil	Nil	Nil
b Aggregate amount of quoted investments	-	-	-	-	-	-
c Market value of quoted investments	NA	NA	NA	NA	NA	NA
d Aggregate amount of unquoted investments;	2,204.29	4,912.87	5,072.87	5,070.16		3,673.43
e Aggregate provision for diminution in value of investments	Nil	Nil	Nil	Nil	Nil	Nil
14 Other non-current assets						
a Deposits	131.98	137.80	162.78	152.51		102.79
Total at the end of the reporting period	131.98	137.80	162.78	152.51		102.79
15 Inventories						
a Construction materials	485.33	109.48	78.61	125.03		168.13
b Work-in-progress	1,28,713.18	1,08,724.56	87,541.03	79,285.08		91,919.30
c Finished tenements	2,135.41	1,31,333.92	2,113.30	1,10,947.34	93,179.28	14,971.10
Total at the end of the reporting period	1,31,333.92	1,10,947.34	93,179.28		94,381.20	4,269.72
Mode of valuation: See Note 2.4						

D. S. Kulkarni Developers Ltd.

**Standalone Profit and Loss Statement
for the year ended**

		31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
		₹ Lacs				
16	Trade Receivables					
a	Receivables outstanding for less than six months					
i	Unsecured considered good	33.53	76.06	152.49	152.66	2,526.19
b	Receivables outstanding for a period exceeding six months					
i	Unsecured considered good	297.30	276.50	43.03	37.42	20.63
c	Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member	Nil	Nil	Nil	Nil	Nil
Total at the end of the reporting period		330.83	352.56	195.52	190.08	2,546.82
17	Cash and cash equivalents					
a	Balances with banks					
i	Earmarked balances with banks	765.69	1,214.66	873.22	1,096.30	268.87
ii	Current a/c balances with bank	2,339.35	934.46	500.18	1,617.71	1,657.57
iii	Balances with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments	732.56	82.00	11.66	11.00	-
iv	Bank deposits with less than 12 months maturity	94.71	55.20	-	-	-
v	Interest accrued on FD	89.12	-	-	-	-
vi	Bank deposits with more than 12 months maturity	-	4,021.44	331.69	2,618.01	253.76
b	Cheques, drafts on hand					
c	Cash on hand	6.70	484.94	9.78	11.82	22.94
Total at the end of the reporting period		4,028.14	3,102.95	1,648.60	2,908.04	1,952.67

D. S. Kulkarni Developers Ltd.

Standalone Profit and Loss Statement for the year ended

		31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
		₹ Lacs				
18	Short-term loans, advances and deposits					
a	Advances to related parties					
i	Secured, considered good					
ii	Unsecured, considered good	4,648.61	5,611.95	5,459.35	3,420.20	1,380.89
iii	Doubtful	3,459.17				
	Allowance for bad and doubtful loans and advances	(859.17)	2,600.00		-	-
b	Others					
i	Secured, considered good				-	-
ii	Unsecured, considered good	2,338.47	1,024.06	1,838.52	235.36	192.86
iii	Doubtful					
	Allowance for bad and doubtful loans and advances				-	-
	Loans and advances due by directors or other officers of the company or any of them either severally or jointly with any other person or amounts due by firms or private companies respectively in which any director is a partner or a director or a member	7,248.61	5,611.95	5,459.35	3,420.20	1,380.89
	Total at the end of the reporting period	9,587.09	6,636.01	7,297.87	3,655.56	1,573.75
19	Other current assets					
a	Advance Tax & TDS	6,220.97	5,187.26	4,495.54	3,814.31	2,720.17
b	Miscellaneous expenses not written off					
	Balance b/d	-	-	-	227.23	454.45
	Less: Miscellaneous expenses written off	-	-	-	(227.23)	(227.23)
c	Merger Expenses not w/off					
	Balance b/d	-	-	-	-	-
	Add: Incurred During the Year	-	-	-	-	-
	Less : W/off during the period	-	-	-	-	-
d	Cenvat Credit	65.74	25.94	-	-	-
	Total at the end of the reporting period	6,286.71	5,213.20	4,495.54	3,814.31	2,947.40

D. S. Kulkarni Developers Ltd.

**Standalone Profit and Loss Statement
for the year ended**

	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
	₹ Lacs				
20 Contingent Liabilities not provided for:					
1 Guarantee in respect of secured loans obtained by subsidiary	10,000.00	10,000.00	10,000.00	10,884.00	10,884.00
Balance of secured loans as at end of year	9,374.78	9,930.71	10,223.94	10,124.27	8,510.66
2 Guarantee to Pune Municipal Corporation	689.64	600.00	-	-	-
3 Tax Matters under appeal**	1,357.87	753.46	425.13	446.63	748.83
4 Cases filed against the Company	600.60	638.34	720.15	721.06	796.64
5 Bills discounted by the Company's suppliers	-	-	-	500.00	500.00
Balance as at end of year	-	-	-	497.90	497.96
Total at the end of the reporting period	12,022.88	11,922.51	11,369.22	11,789.86	10,554.09
** Income tax demands comprise demand from the Indian tax authorities for payment of additional tax upon completion of their tax review for the financial years 2004-05, 2005-06, 2006-07, 2007-08, 2008-09, 2009-10, 2010-11 and 2011-12. The tax demands are mainly on account of disallowance of a portion of the tax holiday claimed by the company under the Income tax Act. The matter is pending before the Commissioner of Income tax (Appeals) / Income Tax Appellate Tribunal / High Court of Judicature at Mumbai. The company is contesting the demands and the management, including its tax advisors, believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company's financial position and results of operations. The Company has however deposited Rs 903.53 lacs against these disputed tax demands.					
In the opinion of the Board, all the assets other than fixed assets and non-current investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.					

D. S. Kulkarni Developers Ltd.											
Notes to the Standalone Profit and Loss Statement for the year ended		31-Mar-14		31-Mar-13		31-Mar-12		31-Mar-11		31-Mar-10	
		₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs	
21	Revenue from Operations										
	Revenue from										
a	Company other than a finance company										
i	<i>Sale of products</i>										
	Sales of Tenements	2,031.13		3,518.56		14,624.66		17,958.74		17,965.61	
	Sale of Land & Development Rights	41.08	2,072.20	473.96	3,992.52	3,041.45	17,666.11	311.06	18,269.80	3,055.53	
ii	<i>Sale of services</i>										
	Contract receipts	-		-		-		154.19		-	
	Labour charges	-		-		-		34.65		-	
	Rent	156.77	156.77	150.12	150.12	94.44	94.44	90.66	279.50	136.05	
iii	<i>Other operating revenues</i>										
	Labour Charges	-		-		-		-		109.99	
	Other Sales										
	Misc. Receipts Flatholders	3.10									
	Transfer of Land to Fixed Assets	26.27		-		-		-		-	
	Income from subsidiaries / JV	833.15		1,113.18		948.34		879.90		108.52	
	Sale of RMC	-	862.52	154.63	1,267.80	656.55	1,604.89	599.15	1,479.05	-	
	Total at the end of the reporting period		3,091.49		5,410.44		19,365.44		20,028.35		
										21,375.70	
22	Increase / (Decrease) in inventories of finished tenements and work-in-progress										
a	Finished tenements										
	Closing	2,135.41		2,113.30		5,559.64		14,971.10		4,269.72	
	Less: Opening	(2,113.30)	22.11	(5,559.64)	(3,446.34)	(14,971.10)	(9,411.46)	(4,269.72)	10,701.38	(743.43)	
b	Work-in-Progress										
	Closing	1,28,713.18		1,08,724.56		87,541.03		79,285.08		91,919.30	
	Less: Opening	(1,08,724.56)	19,988.61	(87,541.03)	21,183.53	(79,285.08)	8,255.95	(91,919.30)	(12,634.22)	(1,01,626.39)	
	Total at the end of the reporting period		20,010.72		17,737.19		(1,155.51)		(1,932.84)		
										(6,180.80)	

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss

Statement for the year ended

23 Other income

	31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
a Bank Interest	118.73	139.34	104.42	79.06	13.43
b Other Interest	13.69	98.88	47.24	6.87	13.70
c Interest on IT refund	10.89				
Book Profit on Sale of Mutual					
d Fund Units	-	1.22	-	-	-
e Sundry creditors A/c written back	-	21.17	2.23	40.76	-
f Other Receipts	9.54	25.09	13.62	17.37	10.42
Total at the end of the reporting period	152.86	285.70	167.52	144.06	37.54

24 Land & / or Development expenses

a Land & Development Rights	1,384.34	4,499.55	1,143.36	1,704.98	590.66
b Sub-Contractors' Charges (Includi	4,279.68	4,640.58	4,674.30	4,630.33	3,555.17
c Other Development Expenses	10,322.54	8,099.24	7,291.04	6,463.33	3,769.60
Total at the end of the reporting period	15,986.56	17,239.37	13,108.71	12,798.64	7,915.44

25 Office & administration expenses

a Professional Fees 194J	160.58	122.38	97.67	142.47	116.29
b Postage, Telephone & Telegram	56.09	44.62	44.82	39.89	46.63
c Rent	184.41	166.26	171.97	159.88	147.72
d Rates & Taxes	0.57	32.98	1.60	1.50	14.29
e Repairs & Maintenance	62.96	58.33	34.75	64.98	34.70
f Printing & Stationery	34.76	27.26	28.15	37.50	29.46
g Legal Charges	10.48	9.44	35.02	37.67	23.88
h Conveyance	98.09	92.55	71.25	62.13	40.26
i Electricity Charges	38.38	47.79	40.97	29.80	27.22
j Office Expenses	27.17	19.17	19.84	22.12	15.85
k Subscription	4.35	5.72	5.85	8.09	10.00
l Insurance	3.45	5.03	7.05	3.66	7.03
m Audit Fees					
Internal Audit Fees	1.23	0.51	0.62	3.55	-
Company Audit Fees	6.35	5.50	5.10	3.00	2.48
Tax Audit Fees	1.00	8.58	7.01	6.22	0.50
n Security Charges		0.59	-	-	-
o Other administrative expenses		49.12	26.03	34.63	17.30
Total at the end of the reporting period	739.58	664.56	599.77	634.04	550.99

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss

Statement for the year ended

26 Employee Benefit Expense

	31-Mar-14	31-Mar-13		31-Mar-12		31-Mar-11		31-Mar-10	
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs
a Salaries, Wages, Bonus etc.	757.20		661.23		530.19		473.52		342.41
b Contribution to Provident & Other	46.60	803.79	46.18	707.41	45.87	576.06	41.51	515.03	29.71
c Directors' Remuneration		302.88		269.03		252.41		196.86	182.07
d Staff Welfare		87.21		53.96		62.23		33.89	18.70
e Directors' Sitting Fees		3.55		2.75		2.30		2.00	2.70
f Recruitment Charges		0.43		0.64		5.16		1.13	3.61
Total at the end of the reporting period	1,197.87		1,033.80		898.16		748.91		579.20

27 Selling expenses

a Advertisement		407.96		431.24		445.97		418.80	463.33
b Sales Promotion		70.57		125.04		126.98		111.65	34.04
c Domestic Travel Expenses		68.15		51.40		36.80		26.80	35.78
d Foreign Travel Expenses		76.26		38.64		34.07		40.46	31.78
e Domestic Exhibition Expenses	88.96		71.77		67.93		26.31		51.50
f Foreign Exhibition Expenses	5.06	94.02	3.00	74.77	6.22	74.14	14.44	40.75	4.74
g Brokerage		-		-		-		94.77	1.14
h Donations		60.01		2.51		10.51		9.38	1.36
i Entertainment Expenses		-		0.08		1.15		1.32	1.14
j Miscellaneous Balances w/off		-		-		-		4.60	0.16
k Other Selling Expenses		20.90		17.99		46.91		23.25	75.54
l Corporate Social Responsibility		0.70							
Total at the end of the reporting period	798.57		741.67		776.53		771.77		700.51

28 Finance Costs

a Interest on Deposits & Loans		520.80		453.64		449.91		53.40	1,517.12
b Interest to Financial Institutions		155.35		249.93		111.73		-	-
c Interest to Banks		70.21		132.11		44.20		289.80	285.53
d Other Financial Expenses		190.38		111.61		13.25		35.87	53.54
e Applicable net loss on foreign currency transactions and translation		-		-		-		-	-
Total at the end of the reporting period	936.74		947.30		619.08		379.07		1,856.19

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss Statement for the year ended		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
29	Depreciation and amortization expense	145.40	143.00	142.55	115.93	107.35
a	Depreciation expense	135.48	135.15	134.03	109.12	100.55
b	Amortization expense	9.92	7.85	8.52	6.81	6.79
Total at the end of the reporting period		145.40	143.00	142.55	115.93	107.35
30	Other expenses					
a	(Profit) / Loss on Sale of Assets	9.80	-	4.70	0.05	4.23
Total at the end of the reporting period		9.80	-	4.70	0.05	4.23
31	Miscellaneous Expenditure					
Preliminary Expenses: Composite Issue Expenses						
Balance b/d	-	-	-	-	227.23	454.45
Add : Expenses incurred during the year	-	-	-	-	-	-
Less: Written off during the year	-	-	-	-	(227.23)	(0.00)
Merger Expenses						
Balance b/d	-	-	-	-	-	-
Add : Expenses incurred during the year	-	-	-	-	-	-
Less: Written off during the year	-	-	-	-	-	-
Total at the end of the reporting period		-	-	-	(0.00)	227.23
32	Items of exceptional nature					
Foreign Exchange Difference	(15.99)	179.18	323.03	(50.99)	(292.33)	
Total at the end of the reporting period		(15.99)	179.18	323.03	(50.99)	(292.33)
33	Items of extraordinary nature					
Provision for Doubtful advances & interest-DSKDC	859.17	-	-	-	-	-
Other items of extraordinary nature	-	-	24.97	-	-	-
Total at the end of the reporting period		859.17	-	24.97	-	-

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss

Statement for the year ended

31-Mar-14

31-Mar-13

31-Mar-12

31-Mar-11

31-Mar-10

₹ Lacs

₹ Lacs

₹ Lacs

₹ Lacs

₹ Lacs

34 Earnings Per Share (EPS):

Earnings per share is calculated in accordance with the AS 20

Particulars

Profit after tax (₹)	1,304.58	1,842.86	1,733.54	1,667.06	2,178.33
Weighted Average Number of Equity shares	258	258	258	258	258
Nominal Value of Equity Share (₹)	10.00	10.00	10.00	10.00	10.00
Basic and Diluted Earnings Per Share (₹)	5.06	7.14	6.72	6.46	8.44

35 Prior period items

Short Provision for taxation	-	18.44	-	7.40	3.75
Excess provision for taxation	32.04				

36 Related party disclosures

A Names of related parties and related party relationship

1 Related parties where control exists

Subsidiaries	1 DSK Developers Corporation				
	2 DSK Township Projects Private Ltd (Formerly known as DSK SEZ Projects (Pune) Private Ltd.)				
	3 DSK Southern Projects Pvt. Ltd.				
	4 DSK Global Education and Research P. Ltd.				
Joint Venture	1 DSK Tricone Infrastructure and Constructions Ltd.				
	2 DSK Southern Projects Pvt. Ltd.				
Step-down subsidiaries	1 DSK Woods LLC				
	2 DSK Global Education and Research (Singapore) Pte. Ltd.				

Associates

Jointly controlled entity

Key management personnel

1 Mr. D. S. Kulkarni	Managing Director			
2 Mrs J D Kulkarni	Whole-time Director			
3 Mr. S D Kulkarni	Executive Director			

Relatives of key management personnel

1 Mrs Hemanti D Kulkarni			
2 Mr. Amit Deepak Kulkarni			
3 Mrs. Ashwini Sanjay Deshpande			
4 Mr. Makarand S. Kulkarni			

Enterprises owned or significantly influenced by key management personnel or their relatives

1 Ambiance Ventures Estates & Developers Pvt. Ltd.			
2 Amit & Company			
3 Ascent Promoters & Developers Private Limited			

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss Statement for the year ended	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
	₹ Lacs				
4 Crystal Promoters & Developers Private Limited					
5 Chandradeep Promoters & Developers Private Limited					
6 D.S.Kulkarni & Associates					
7 D.S.Kulkarni & Company					
8 D.S.Kulkarni & Brothers					
9 D.S.Kulkarni & Sons					
10 D.S. Kulkarni Constructions Pvt. Ltd.					
11 DSK Digital Technologies Private Limited					
12 DSK Entertainment LLC					
13 DSK Infotech Private Limited					
14 DSK Milktronics Private Limited					
15 DSK Motors Limited					
16 DSK Mototrucks Private Limited					
17 DSK Motowheels Private Limited					
18 DSK Prabhu Granite LLP					
19 DSK Sales & Services					
20 DSK Shivajians Football Club Pvt. Ltd.					
21 DSK Tricone Infrastructure and Construction Ltd.					
22 DSK Worldman Projects Pvt Ltd (Formerly known as DSK Worldman Computers Pvt. Ltd.)					
23 DSK & Co.					
24 DSK & Sons					
25 Fairyland Promoters & Developers Private Limited					
26 Forever Solar Power Project Pvt. Ltd.					
27 Gharkul					
28 Greengold Farms & Forests Pvt. Ltd					
29 Growrich Agroforestry Private Limited					
30 Hexagon Capital Services Private Limited					
31 Holyland Agroforestry Private Limited					
32 Sapphire Promoters & Developers Private Limited					
33 Shri Saptashrungi Oil Mills Pvt. Ltd.					
34 Telesmell					
35 Talisman Hospitality Services Pvt. Ltd.					
36 Mangesh Agencies					
37 Mangesh Enterprises					
38 Mangesh Sales Corporation					
39 Calcutta Boarding House					
40 Hassonji & Co.					
41 Sanjeevani Developers					
42 Quantam Analitical Data System					

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss
Statement for the year ended

		31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs
	2013-14	2012-13	2011-12	2010-11	2009-10	
2 Related party transactions						
BALANCE SHEET ITEMS:		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs
1 Equity Contribution						
H D Kulkarni	489.73	489.73	489.73	489.73	489.73	489.73
D S Kulkarni	540.83	451.10	385.24	278.14	278.14	
S D Kulkarni	152.00	152.00	152.00	152.00	152.00	152.00
Sub total	1,182.56	1,092.83	1,026.97	919.87	919.87	
2 Advances / Deposits payable						
Ambiance Ventures Estates & Developers Pvt. L	658.99	605.74	596.58	-	-	
D S Kulkarni & Associates	11,100.00	13,020.65	11,403.90	11,738.88	-	
D S Kulkarni & Company	5,637.77	1,882.80	-	4,948.14	-	
D.S.Kulkarni Constructions Pvt Ltd	14.43	14.43	14.43	14.43	-	
DSK Global Education and Research P. Ltd.	-	6.10	168.82	267.12	-	
DSK Township Projects Private Ltd.	145.24	145.24	145.24	145.35	149.16	
Mangesh Agencies	-	-	-	-	71.26	
Sub total	17,556.42	15,674.95	12,328.96	17,113.92	220.42	
3 Deposits payable						
D S Kulkarni & Associates	0.50	0.50	0.50	-	-	
DSK Global Education and Research P. Ltd.	25.00	25.00	25.00	25.00	-	
Sub total	25.50	25.50	25.50	25.00	25.00	
4 Trade payable						
DSK Digital Technologies Private Limited	-	-	0.03	-	-	
DSK Motors Ltd	16.82	9.68	2.62	77.12	66.09	
DSK Motowheels Private Limited	-	20.23	-	-	-	
DSK Tricone Infrastructures & Const. Ltd	80.20	80.20	4.11	70.63	18.26	
Telesmell	0.08	-	0.01	-	-	
Amit & Co.	-	-	-	0.01	0.06	
Mangesh Agencies	-	-	-	0.12	-	
Calcutta Boarding House	-	-	-	-	2.69	
DSK Global Education and Research P. Ltd.	-	-	-	-	452.25	
Hexagon Capital Advisors Pvt. Ltd.	-	-	-	-	0.45	
Growrich Agroforestry Private Limited	17.31	-	-	-	-	
Mr. Shirish D Kulkarni	7.42	-	-	-	75.60	
Mrs. H D Kulkarni	0.64	-	-	-	-	
Sub total	122.48	110.11	6.77	147.88	615.40	

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss Statement for the year ended		31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
		₹ Lacs				
5	<i>Investments at the year end</i>					
	DSK Developers Corporation	509.50	509.50	509.50	509.50	509.50
	DSK Global Education & Research Pvt Ltd	82.92	95.00	255.00	255.00	255.00
	DSK Southern Projects Pvt Ltd	1,400.23	4,096.73	4,096.73	4,096.73	2,700.00
	DSK Township Projects Pvt Ltd	200.00	200.00	200.00	200.00	200.00
	DSK Tricone Infrastructures & Const. Ltd	-			2.30	2.30
	Sub total	2,192.65	4,901.23	5,061.23	5,063.53	3,666.80
6	<i>Advances receivable</i>					
	D S Kulkarni & Associates	90.88	-	75.91	-	-
	DSK Motors Ltd	19.78	62.69	38.04	31.94	-
	DSK Sales & Services	-	-	0.53	0.26	-
	DSK Tricone Infrastructures & Const. Ltd	469.20	466.56	425.65	446.80	-
	DSK Worldman Projects Pvt Ltd	28.83	12.18	0.18	-	-
	Growth Agroforestry Private Limited	-	-	415.16	-	-
	Sanjeevni Developers	-	-	-	-	55.00
	Sub total	608.69	541.43	955.47	479.00	55.00
7	<i>Loans receivable</i>					
	DSK Developers Corporation	3,459.17	3,580.88	2,922.49	2,057.91	1,663.66
	DSK Southern Projects Pvt Ltd	4,525.84	2,031.07	2,536.86	1,654.38	169.48
	Sub total	7,985.01	5,611.95	5,459.35	3,712.29	1,833.14
8	<i>Deposits receivable</i>					
	D S Kulkarni & Company	25.00	25.00	25.00	25.00	-
	Mr Shirish D Kulkarni	14.00	14.00	14.00	-	14.00
	Mrs. H D Kulkarni	1.50	1.50	-	-	-
	D S Kulkarni & Associates	25.00	25.00	25.00	25.00	-
	Sub total	65.50	65.50	64.00	50.00	14.00
9	<i>Trade receivable</i>					
	DSK Global Education & Research Pvt Ltd	157.31	34.53	23.41	-	-
	DSK Motors Ltd	3.32	3.32	2.57	-	-
	D S Kulkarni & Associates	1.87	0.09	74.34	-	-
	Gharkul	-	-	0.44	-	-
	Shri Saptashrungi Oil Mills Pvt. Ltd.	-	1.09	-	-	-
	Mangesh Agencies	-	-	-	191.97	-
	DSK Motors Ltd	-	-	-	-	44.32
	DSK Tricone Infrastructures & Const. Ltd	-	-	-	-	439.05

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss Statement for the year ended

	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
	₹ Lacs				
DSK Sales & Services	1.81	-	-	-	0.26
Sub total	164.31	39.03	100.76	191.97	483.63
10 Purchase of fixed assets					
DSK Motors Ltd	56.52		25.43	14.89	13.96
Amit & Company	-	-	-	0.01	-
DSK Digital Technologies Private Limited	-	-	-	5.96	-
Sub total	56.52	-	25.43	20.86	13.96
11 Additional Investments					
DSK Southern Projects Pvt Ltd	-	-	-	1,396.73	-
Sub total	-	-	-	1,396.73	-
12 Sale of Investments					
Mrs Hemanti D Kulkarni	12.08	160.00	-	-	-
DSK Southern Projects Pvt Ltd	2,696.50	-	-	-	-
sub total	2,708.58	160.00	-	-	-
13 Guarantees given					
DSK Global Education & Research Pvt Ltd	10,000.00	10,000.00	10,000.00	10,884.00	10,884.00
sub total	10,000.00	10,000.00	10,000.00	10,884.00	10,884.00
TOTAL OF BALANCE SHEET ITEMS	42,668.22	38,222.53	35,054.44	40,005.05	18,706.22
PROFIT / LOSS ITEMS					
1 Sale of land					
D S Kulkarni & Company		233.60	-	-	-
DSK Worldman Projects Pvt. Ltd.		240.37	-	-	-
Sub Total	-	473.96	-	-	-
2 Sale Of Material					
D S Kulkarni & Associates	1.78	-	-	-	-
Sub Total	1.78	-	-	-	-

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss

Statement for the year ended

	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs
3 Sale of RMC					
D S Kulkarni & Associates	-	-	199.55	8.15	-
DSK Global Education & Research Pvt Ltd	-	19.13	277.43	136.98	-
DSK Motors Ltd	-	0.12	2.57	-	-
DSK Tricone Infrastructures & Const. Ltd	-	-	2.77	47.77	-
Gharkul	-	-	0.44	-	-
Shri Saptashrungi Oil Mills Pvt. Ltd.	-	1.09	-	173.45	-
Mr. S. D. Kulkarni	-	-	-	12.38	-
Sub Total	-	20.34	482.76	378.73	-
4 Services rendered					
DSK Digital Technologies Pvt Ltd	-	-	0.47	-	-
DSK Motors Ltd	-	-	15.91	-	-
DSK Sales & Services	1.85	-	0.27	-	-
DSK Tricone Infrastructures & Const. Ltd	-	-	6.02	1,956.36	1.28
DSK Worldman Projects Pvt. Ltd.	-	-	0.18	-	-
DSK Global Education & Research Pvt Ltd	-	-	-	38.22	221.32
Sub Total	1.85	-	22.85	1,994.58	222.60
5 Interest Income					
DSK Developers Corporation	230.85	191.83	154.85	120.68	89.49
DSK Southern Projects Pvt Ltd	602.30	921.35	793.50	759.22	-
Growrich Agroforestry Private Limited	-	-	12.13	-	-
DSK Tricone Infrastructures & Const. Ltd	-	-	-	2.06	-
Sub Total	833.15	1,113.18	960.48	881.96	89.49
6 Rent Income					
DSK Global Education & Research Pvt Ltd	100.00	100.00	100.00	100.00	-
D S Kulkarni & Associates	1.35	1.35	1.32	-	-
Sub Total	101.35	101.35	101.32	100.00	-

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss Statement for the year ended		31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
		₹ Lacs				
7	Services availed					
	D S Kulkarni & Company		44.13	-	-	-
	DSK Digital Technologies Pvt Ltd		0.02	0.04	0.10	-
	DSK Motors Ltd	10.02	17.18	6.80	25.69	5.52
	DSK Global Education & Research Ltd	2.27				
	DSK Shivajians Football Club Pvt. Ltd.	40.82				
	DSK Motowheels Private Limited		20.64	-	-	-
	DSK Tricone Infrastructures & Const. Ltd		-	744.94	-	1,171.50
	Telesmell	0.21	0.17	0.04	-	-
	Amit & Company		-	-	0.07	0.88
	Calcutta Boarding House		-	-	1.62	3.37
	DSK Worldman Computers Pvt. Ltd.		-	-	0.02	-
	Hexagon Capital Advisors Pvt. Ltd.		-	-	2.31	2.94
	Mangesh Agencies		-	-	0.04	-
	Mr Shirish D Kulkarni		-	-	-	84.00
	Sub Total	53.32	82.14	751.82	29.85	1,268.21
8	Purchase of materials					
	DSK Tricone Infrastructures & Const. Ltd	-	-	-	8.44	166.44
	Mangesh Agencies	-	-	-	2.26	76.16
	Sub Total	-	-	-	10.70	242.60
9	Remuneration					
	Mr Deepak S Kulkarni	277.23	245.54	224.24	172.10	156.96
	Mr Shirish D Kulkarni	26.44	24.59	23.81	19.56	13.72
	Mrs Jyoti D Kulkarni (Upto 22.01.2012)	-	-	5.18	6.22	5.89
	Mr Kedar Vanjape	-	-	-	-	6.39
	Sub Total	303.67	270.13	253.24	197.88	182.96
10	Sitting fees					
	Mr K K Taparia	0.80	0.50	0.50	0.45	0.65
	Mr Kharosekar R D	0.45	0.25	0.35	0.20	-
	Mr MKP Shetty	1.05	0.95	0.55	0.60	0.65
	Mr V C Joshi	1.25	1.05	0.90	0.75	1.05
	Mr Vijay Dixit	-	-	-	-	0.35
	Sub Total	3.55	2.75	2.30	2.00	2.70

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss

Statement for the year ended

		31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
		₹ Lacs				
11	Interest expense					
Ambiance Ventures Estates & Developers Pvt. L.		82.50	82.50	51.76	-	-
D S Kulkarni & Associates		1,343.88	1,356.19	1,396.12	359.02	-
D S Kulkarni & Company		504.88	171.56	31.02	701.64	-
DSK Motowheels Pvt Ltd		-	23.91	-	-	-
Sub Total		1,931.26	1,634.16	1,478.90	1,060.66	-
12	Rent expense					
D S Kulkarni & Associates		40.45	40.45	39.71	33.09	-
D S Kulkarni & Company		40.45	40.45	39.71	33.09	-
Growrich Agroforestry Private Limited		19.11	97.75	95.96	92.65	-
Mr Shirish D Kulkarni		97.75	7.61	-	-	-
Mrs. H D Kulkarni		8.33	-	-	-	-
Sub Total		206.09	186.27	175.38	158.83	-
TOTAL OF PROFIT / LOSS ITEMS		3,436.01	3,884.27	4,229.05	4,815.19	2,008.56
CASH FLOW ITEMS						
1	Advances received / recovered					
Ambiance Ventures Estates & Developers Pvt. L.		-	-	550.00	-	-
D S Kulkarni & Associates		919.86	460.97	2,084.62	11,467.87	-
D S Kulkarni & Company		15,842.87	14,007.77	10,542.53	26,138.27	-
DSK Global Education and Research P. Ltd.		0.18	-	146.98	-	-
DSK Developers Corporation		8.04	-	175.00	133.95	-
DSK Sales & Services		-	0.53	-	-	0.02
DSK Southern Projects Pvt Ltd		-	1,518.27	79.35	1,449.41	1.94
DSK Tricone Infrastructures & Const. Ltd		-	59.32	297.16	1,271.98	1,877.00
Growrich Agroforestry Private Limited		-	416.08	1.21	-	-
Mangesh Agencies		-	-	384.18	675.33	1,679.78
Shirish D Kulkarni		-	-	87.85	-	798.58
Chandradeep Promotors & Developers Pvt. Ltd.		-	-	-	326.00	112.43
DSK Motowheels Pvt. Ltd.		50.00	-	-	-	107.93
DSK Township Projects Pvt. Ltd.		-	-	-	-	2.67
Holyland Agroforestry Pvt. Ltd.		-	-	-	-	203.00

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss

Statement for the year ended

	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs
J D Kulkarni	-	-	-	-	582.71
Mr. Deepak S Kulkarni	-	-	-	-	1.54
Mrs. Ashwini Deshpande	-	-	-	-	1,081.47
Sai Kedar Vanjape	-	-	-	-	852.53
Sanjeevni Developers	-	-	-	-	50.00
Vastushilp Pro. & Dev. Pvt. Ltd.	-	-	-	-	991.19
Vastuvisharad Pro. & Dev. Pvt. Ltd.	-	-	-	-	495.24
DSK Worldman Projects Ltd.	0.69	-	-	-	-
Shri Saptashrungi Oil Mills Pvt. Ltd.	1.09	-	-	-	-
Sub Total	16,822.74	16,462.94	14,348.88	41,462.81	8,838.03
2 Advances given / repaid					
Amit & Company	-	-	0.01	-	-
D S Kulkarni & Associates	1,329.08	111.44	3,933.84	134.57	-
D S Kulkarni & Company	12,596.41	12,218.04	15,557.42	22,196.68	-
DSK Developers Corporation	132.20	466.56	884.75	450.63	435.74
DSK Global Education and Research P. Ltd.	38.16	71.62	170.27	-	1,081.60
DSK Motors Ltd	27.86	25.28	-	-	31.60
DSK Motowheels Pvt Ltd	20.23	1,108.61	-	-	89.68
DSK Southern Projects Pvt Ltd	2,858.83	91.13	168.33	2,420.50	158.66
DSK Township Projects Pvt Ltd	-	-	0.12	-	27.69
DSK Tricone Infrastructures & Const. Ltd	2.64	16.22	290.15	1,276.86	1,459.24
DSK Worldman Projects Pvt Ltd	17.34	12.00	-	-	-
Growrich Agroforestry Private Limited	-	0.92	404.25	-	-
Mangesh Agencies	-	-	192.21	1,059.27	1,031.00
Chandradeep Promotors & Developers Pvt. Ltd.	-	-	-	326.00	90.13
DSK Durgamaya Developers Pvt. Ltd.	-	-	-	-	5.10
DSK Sales & Services	-	-	-	-	0.28
J D Kulkarni	-	-	-	-	582.71
Mr. Deepak S Kulkarni	-	-	-	-	5.10
Mr. Shirish D Kulkarni	-	-	-	-	812.58
Mrs. Ashwini Deshpande	-	-	-	-	1,079.82
Sai Kedar Vanjape	-	-	-	-	852.53
Vastuvisharad Pro. & Dev. Pvt. Ltd.	-	-	-	-	176.75
Vastushilp Pro. & Dev. Pvt. Ltd.	-	-	-	-	183.51
Sub Total	17,022.74	14,121.82	21,601.36	27,864.51	8,103.72
TOTAL OF CASH FLOW ITEMS	33,845.48	30,584.76	35,950.23	69,327.32	16,941.75
Grand Total	79,949.72	72,691.56	75,233.73	1,14,147.56	37,656.53

D. S. Kulkarni Developers Ltd.

Notes to the Standalone Profit and Loss Statement for the year ended			31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10			
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs			
37 Disclosure required by Clause 32 of the Listing Agreement										
Amount of loans / advances in the nature of loans to subsidiaries / joint ventures:										
Particulars	Outstanding as at	Maximum amount outstanding during the year	Outstanding as at	Maximum amount outstanding during the year	Outstanding as at	Maximum amount outstanding during the year	Outstanding as at	Maximum amount outstanding during the year	Outstanding as at	Maximum amount outstanding during the year
	31-Mar-14	2013-14	31-Mar-13	2012-13	31-Mar-12	2011-12	31-Mar-11	2010-11	31-Mar-10	2009-10
A Subsidiaries	₹ Lacs									
1 DSK Developers Corporation	3,459.17	3,823.84	3,580.88	3,580.88	2,922.49	2,922.49	2057.91	2217.28	1,662.15	1,662.15
2 DSK Woods LLC USA	-	-	-	-	-	-	-	-	1.51	1.51
3 DSK Southern Projects Pvt. Ltd.	4,525.84	4,647.21	2,031.07	2,879.22	2,536.86	2,536.86	1654.38	2288.95	-	-
B Jointly controlled entity										
1 DSK Tricone Infrastructure and Const	-	-	-	-	-	-	376.17	376.17	420.85	420.85
2 DSK Southern Projects Pvt. Ltd.	-	-	-	-	-	-	-	-	169.33	169.33
	7,985.01	8,471.05	5,611.95	6,460.10	5,459.35	5,459.35	4,088.46	4,882.40	2,253.84	2,253.84

D. S. Kulkarni Developers Ltd.

38 Disclosure for assets taken on lease as per AS 19:

The Company has entered into operating lease arrangements for office space at Pune, Mumbai, Chennai and Bangalore. There are no future minimum lease payments under non-cancellable operating leases as all the lease arrangements are cancellable at the option of lessee. Details of such leases are as follows:

Sr.	Landlord	Premises			Rent p.a.				
					FY 2013-14 ₹ Lacs	FY 2012-13 ₹ Lacs	FY 2011-12 ₹ Lacs	FY 2010-11 ₹ Lacs	FY 2009-10 ₹ Lacs
1	D S Kulkarni & Associates	Pune J M Rd. Office			36.00	36.00	36.00	30.00	30.00
2	D S Kulkarni & Company	Pune J M Rd. Office			36.00	36.00	36.00	30.00	30.00
3	Mrs. H D Kulkarni	Pune J M Rd. Office			7.41	7.20	6.18	3.50	-
4	Shirish D Kulkarni	Mumbai Office			87.00	87.00	87.00	84.00	76.16
5	Growrich Agroforestry Private Limited	Gandharva Heights			18.00	-	-	-	-
6	Paramatma Tukaram Shinge	Pune Gultekdi Office			-	0.48	0.84	-	-
7	Hexagaon Capital Advisors Pvt. Ltd.	Jayanagar, Bangalore			-	-	-	2.09	2.67
8	R. Geetha	Besant Nagar, Chennai			-	-	-	0.59	2.34
9	Rahalkar Anjali Ramesh	Narayan Peth, Pune			-	-	2.02	1.92	0.16
					184.41	166.68	168.03	152.10	141.32

General description of the lessee's significant leasing arrangements:

Certain lease arrangements provide a clause for price escalation.

39 Disclosure for assets given on lease as per AS 19:

I The company has given its land on operating lease to its erstwhile subsidiary, DSK Global Education & Research Pvt Ltd for a period of 99 years w.e.f 1st July 2008

Particulars of asset	Gross Block as at 31-03-2014	Net block as at 31-03-2014	Gross Block as at 31-03-2013	Net block as at 31-3-2013	Gross Block as at 31-03-2012	Net block as at 31-3-2012	Gross Block as at 31-03-2011	Net block as at 31-3-2011	Gross Block as at 31-03-2010	Net block as at 31-3-2010
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs
Land (₹ Lacs)	2,592.03	2,592.03	2,592.03	2,592.03	2,592.03	2,592.03	2,592.03	2,592.03	2,592.03	2,592.03
Future minimum lease payments receivable in respect of non-cancellable leases		2013-14 ₹ Lacs		2012-13 ₹ Lacs		2011-12 ₹ Lacs		2010-11 ₹ Lacs		2009-10 ₹ Lacs
Due within one year from the Balance Sheet date	89.00		91.00		91.00		91.00		100.00	
Due in the period between one year and five years	356.00		364.00		364.00		364.00		400.00	
Due after five years	8,388.25		8,645.00		8,736.00		8,827.00		9,225.00	
Total	8,833.25		9,100.00		9,191.00		9,282.00		9,725.00	

II The Company has sub-leased part of its leased Mumbai Office as follows:

Sr.	Sub-lessee	Premises	Rent p.a.				
			2013-14 ₹ Lacs	2012-13 ₹ Lacs	2011-12 ₹ Lacs	2010-11 ₹ Lacs	2009-10 ₹ Lacs
1	D S Kulkarni & Associates	Mumbai Office (Part)	1.20	1.20	1.20	-	-
			1.20	1.20	1.20	-	-

D. S. Kulkarni Developers Ltd.

The Company has not so far entered into any financial lease.

iii The company has given its land & Plant Machinery on operating lease to Mr.Nikhil Kulkarni for a period of 02 years w.e.f 1st Oct 2012

		Gross Block as at 31-03-2014	Net block as at 31-03-2014	Gross Block as at 31-03-2013	Net block as at 31-3-2013	Gross Block as at 31-03-2012	Net block as at 31-3-2012	Gross Block as at 31-03-2011	Net block as at 31-3-2011	Gross Block as at 31-03-2010	Net block as at 31-3-2010
Particulars of asset											
			₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs
i	Land		2.88	2.88	2.88	2.88	2.88	-	-	-	-
ii	Plant & Machinery		392.20	322.88	392.20	343.15	392.20	363.41	-	-	-
	Total		395.09	325.76	395.09	346.03	395.09	366.30	-	-	-
Future minimum lease payments receivable in respect of cancellable leases											
			2013-14 ₹ Lacs		2012-13 ₹ Lacs		2011-12 ₹ Lacs		2010-11 ₹ Lacs		2009-10 ₹ Lacs
	Due within one year from the Balance Sheet date		27.00		54.00		60.00		-		-
	Due in the period between one year to Two Year		-		-		57.42		-		-
	Due in the period between one year to One & half years				27.00		-		-		-
	Total		27.00		81.00		117.42		-		-
Future minimum lease payments receivable in respect of non-cancellable leases											
			2013-14 ₹ Lacs		2012-13 ₹ Lacs		2011-12 ₹ Lacs		2010-11 ₹ Lacs		2009-10 ₹ Lacs
	Due within one year from the Balance Sheet date		3.00		6.00		-		-		-
	Due in the period between one year and five years				3.00		-		-		-
	Due after five years				-		-		-		-
	Total		3.00		9.00		-		-		-
iv	The company has given its land (Fursungi) on operating lease to Nikhil Kulkarni and Company for a period of 1 year w.e.f 1st April 2013										
Sr.	Lessee	Premises	From	To	Rent p.a.						
					₹ Lacs						
1	Nikhil Kulkarni & Company	Fursungi	01-Apr-13	31-Mar-14	6.00						
Particulars of asset											
		Gross Block as at 31-03- 2014	Net block as at 31-3- 2014	Gross Block as at 31-03- 2013	Net block as at 31-3- 2013						
	Land (₹ Lacs)	130.00	130.00	-	-						
v	The company has leased its Vehicle (MH 12 FU 1047) as follows:										
			2013-14 ₹ Lacs		2012-13 ₹ Lacs		2011-12 ₹ Lacs		2010-11 ₹ Lacs		2009-10 ₹ Lacs
Sr.	Lessee	Vehicle No.									
1	Alex Madinier	MF 12 FU 1047	0.57		-		-		-		-

D. S. Kulkarni Developers Ltd.

40	Additional Information	2013-14		2012-13		2011-12		2010-11		2009-10	
		₹ Lacs	₹ Lacs								
A	Value of imports calculated on C.I.F basis by the company during the financial year in respect of –										
a	Construction materials		20.93		-		39.66		55.45		-
B	Expenditure in foreign currency during the financial year on account of										
a	Foreign Travel	17.20		5.73		5.40		12.33		9.68	
b	Exhibitions	2.25		-		0.78		4.64		1.67	
c	Professional and consultation fee	689.75		77.10						-	
d	Interest	-	709.20	-	82.83	0.24	6.42	107.50	124.47	231.38	242.73
C	Earnings in foreign exchange										
a	Advance against tenements	-		-		-		0.51		2.38	
b	Interest from subsidiary	230.85	230.85	191.83	191.83	154.85	154.85	120.68	121.19	89.49	91.87
41	Disclosures of LIC Group Gratuity Scheme under AS 15:	2013-14		2012-13		2011-12		2010-11		2009-10	
A	Policy No	709000831		634720		634720		6,34,720		6,34,720	
B	Membership Data										
a	Number of members	376		363		361		311		275	
b	Average age	35.18		34.27		33.71		34.07		33.32	
c	Average monthly salary	0.26		0.23	-	0.19	-	0.16		0.16	
d	Average past service	4.33		3.99		3.68		3.66		3.54	
C	Valuation method	Projected unit credit method									
D	Actuarial assumptions										
a	Mortality rate	LIC (1994-96) ultimate									
b	Withdrawal rate	1% to 3% depending on age									
c	Discount rate	8% p.a.									
d	Salary escalation	4.00%		5.00%		5.00%		5.00%		5.00%	
E	Results of valuation										
a	PV of past service benefit	122.38		109.31	-	98.01	-	75.54		50	
b	Current service cost	20.37		20.10	-	16.96	-	13.62		9	
c	Total service gratuity	1,045.57		878.70	-	754.65	-	583.38		441	
d	Accrued gratuity	204.77		161.89	-	143.31	-	107.07		83	
e	LCSA	840.80		716.82		611.34		476.32		357.68	
f	LC premium	1.72		1.93	-	1.65	-	1.28		1	
g	Service tax	0.21		0.24		0.20		0.13		0.09	
F	Recommended contribution rate										
a	Full value as on renewal date	47.41		49.65	-	60.48	-	54.35		45	
b	Additional contribution for existing fund	74.97		59.66	-	37.53	-	21.19		5	
c	Current service cost	20.37		20.10		16.96		13.62		9.33	

D. S. Kulkarni Developers Ltd.

G	Total amount payable	97.28	81.96	56.34	36.23	13.15
H	Details of fund balance	-	-	-	-	-
a	Opening balance	49.65	60.48	54.35	45.35	42.74
b	Amount credited towards fund	0.80	1.13	2.78	5.37	3.83
c	Amount paid as claims from fund	(7.05)	(16.33)	(1.70)	(0.70)	(5.05)
d	Interest credited for the year	3.95	4.37	5.05	4.33	3.84
e	Closing balance	47.35	49.65	60.48	54.35	45.35

42 Additional information related to delayed payment by the Company to Micro / Small Enterprises as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Sr No	Particulars	2013-14 ₹ Lacs	2012-13 ₹ Lacs	2011-12 ₹ Lacs	2010-11 ₹ Lacs	2009-10 ₹ Lacs
(i)	The principal amount remaining unpaid to any supplier (as defined	Nil	Nil	Nil	Nil	Nil
(ii)	The interest due on the principal amount remaining unpaid to any	Nil	Nil	Nil	Nil	Nil
(iii)	The amounts of payments made to such supplier beyond the	Nil	Nil	Nil	Nil	Nil
(iv)	The amount of interest paid by the company in terms of S 16 of	Nil	Nil	Nil	Nil	Nil
(v)	The amount of interest due and payable for the period of delay in	Nil	Nil	Nil	Nil	Nil
(vi)	The amount of interest accrued and remaining unpaid at the end of	Nil	Nil	Nil	Nil	Nil
(vii)	The amount of further interest due and payable even in the	Nil	Nil	Nil	Nil	Nil

43 Investments in subsidiaries: In the opinion of the management, no loss is expected to arise in respect

44 Amounts due to Investor Education & Protection Fund: As at the balance sheet date, there are no

As per our audit report of even date.

For & on behalf of the Board of Directors

For Gokhale, Tanksale & Ghatpande

Chartered Accountants

Firm Registration No: 103277W

D. S. Kulkarni

V. C. Joshi

Amol Purandare

Chairman & Managing Director

(Director)

(Company Secretary)

Partner

Membership No: 30462

Place: Pune

Place: Pune

Date: 10th July 2014.

Date: 10th July 2014.

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt ₹ Lacs	Current maturity of the debts ₹ Lacs	Interest accrued but not due on borrowings ₹ Lacs	Interest accrued and due on borrowings ₹ Lacs	Total Amount ₹ Lacs	Ref
1 Long term borrowings							
a Secured							
Term loans							
1) From banks							
i Project term loans							
1	ICICI Bank Ltd	-	-	-	-	-	1
	FY 2013-14	633.12	3,335.00	34.63	-	4,002.76	
	FY 2012-13	3,943.90	831.00	49.92	-	4,824.82	
	FY 2011-12	-	3,297.37	18.97	-	3,316.34	
	FY 2010-11	3,222.25	1,489.10	26.09	-	4,737.43	
	FY 2009-10	-	-	-	-	-	
2	Bank Of Maharashtra					-	2
	FY 2013-14	3,765.79	4,875.00	109.97	-	8,750.76	
	FY 2012-13	3,813.00	3,300.00	78.04	-	7,191.04	
	FY 2011-12	1,629.64	-	19.75	-	1,649.38	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	345.00	3.80	-	348.60	
3	IDBI					-	3
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	568.31	-	-	568.31	
	FY 2009-10	-	-	-	-	-	
4	Bank of Baroda					-	4
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	524.67	7.71	-	532.37	
	FY 2009-10	150.74	175.50	1.12	-	327.36	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
5	Indian Overseas Bank						5
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	2,049.70	23.25	-	2,072.95	
6	Syndicate Bank						6
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	3,129.43	29.72	-	3,159.15	
7	CBI - DSK SEZ TLOPS-5(3062370728)						7
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	7,000.03	81.34	-	7,081.37	
8	ICICI HFC						8
	FY 2013-14	6,000.00	-	45.68		6,045.68	
	FY 2012-13					-	
	FY 2011-12					-	
	FY 2010-11					-	
	FY 2009-10					-	
	Total FY 2013-14	10,398.91	8,210.00	190.28	-	18,799.19	
	Total FY 2012-13	7,756.90	4,131.00	127.96	-	12,015.86	
	Total FY 2011-12	1,629.64	3,297.37	38.71	-	4,965.72	
	Total FY 2010-11	3,222.25	2,582.08	33.79	-	5,838.12	
	Total FY 2009-10	150.74	12,699.65	139.03	-	12,989.42	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
2) From Financial Institutions							
ii Equipment Term Loans							
1 Srei Equipment Finance Pvt. Ltd.							9
FY 2013-14		1,887.88	1,636.81	-	-	3,524.69	
FY 2012-13		3,513.58	2,258.23	-	-	5,771.81	
FY 2011-12		1,704.57	1,125.66	-	-	2,830.23	
FY 2010-11		-	133.82	-	-	133.82	
FY 2009-10		133.82	106.31	3.61	-	243.74	
2 Reliance Capital Ltd							10
FY 2013-14		49.24	270.04	-	-	319.28	
FY 2012-13		59.48	199.10	-	-	258.57	
FY 2011-12		118.57	230.10	-	-	348.67	
FY 2010-11		16.11	173.04	-	-	189.16	
FY 2009-10		169.46	193.67	-	-	363.14	
		-	-	-	-	-	
3 Reliance Consumer Finance Pvt. Ltd.							11
FY 2013-14		-	-	-	-	-	
FY 2012-13		-	-	-	-	-	
FY 2011-12		-	164.47	-	-	164.47	
FY 2010-11		164.47	338.92	-	-	503.40	
FY 2009-10		-	-	-	-	-	
Total FY 2013-14		1,937.12	1,906.86	-	-	3,843.97	
Total FY 2012-13		3,573.05	2,457.33	-	-	6,030.38	
Total FY 2011-12		1,823.14	1,520.24	-	-	3,343.38	
Total FY 2010-11		180.59	645.78	-	-	826.37	
Total FY 2009-10		303.28	299.99	3.61	-	606.87	
iii Corporate Term Loans							
1 Dewan Housing Finance Corporation Ltd.							12
FY 2013-14		-	-	-	-	-	
FY 2012-13		-	-	-	-	-	
FY 2011-12		934.88	346.80	0.08	-	1,281.76	
FY 2010-11		1,281.68	414.90	-	-	1,696.58	
FY 2009-10		663.91	261.09	0.41	-	925.41	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
						₹ Lacs	
2	Dewan Housing Finance Corporation Ltd.	-	-	-	-	-	13
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	1,153.48	249.83	-	-	1,403.31	
	FY 2010-11	1,403.31	196.69	-	-	1,600.00	
	FY 2009-10	-	-	-	-	-	
3	Sangli Urban Cooperative Bank Ltd.	-	-	-	-	-	14
	FY 2013-14	332.11	61.83	4.90	-	398.84	
	FY 2012-13	393.16	52.77	5.54	-	451.47	
	FY 2011-12	443.92	48.02	5.90	-	497.84	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
4	Indiabulls Financial Services Ltd.	-	-	-	-	-	15
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	2,856.56	-	-	2,856.56	
	FY 2009-10	2,856.56	441.52	49.47	-	3,347.55	
5	Kotak Mahindra Bank Ltd. Loan A/c No.10	-	-	-	-	-	16
	FY 2013-14	1,926.95	410.05	(0.01)	-	2,336.99	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
8	Tata Capital Hsg.Fin.Ltd.- 9233425					-	17
	FY 2013-14	1,444.97	55.03	-	-	1,500.00	
	FY 2012-13					-	
	FY 2011-12					-	
	FY 2010-11					-	
	FY 2009-10					-	
		-	-	-	-	-	
	Total FY 2013-14	3,704.02	526.92	4.89	-	4,235.83	
	Total FY 2012-13	393.16	52.77	5.54	-	451.47	
	Total FY 2011-12	2,532.27	644.65	5.98	-	3,182.91	
	Total FY 2010-11	2,684.99	3,468.15	-	-	6,153.14	
	Total FY 2009-10	3,520.48	702.60	49.88	-	4,272.96	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
						₹ Lacs	
iv Vehicle Term Loans							
1	Kotak Mahindra Prime. Ltd.	-	-	-	-	-	18
FY 2013-14		-	-	-	-	-	
FY 2012-13		-	1.83	-	-	1.83	
FY 2011-12		1.83	10.50	-	-	12.33	
FY 2010-11		12.33	12.16	(0.06)	-	24.43	
FY 2009-10		12.71	6.76	-	-	19.47	
		-	-	-	-	-	
2	Tata Capital Ltd.	-	-	-	-	-	19
FY 2013-14		-	7.84	-	-	7.84	
FY 2012-13		7.85	26.00	-	-	33.85	
FY 2011-12		33.85	31.99	-	-	65.84	
FY 2010-11		41.93	22.32	(0.15)	-	64.10	
FY 2009-10		-	-	-	-	-	
		-	-	-	-	-	
3	ICICI Bank Ltd.	-	-	-	-	-	20
FY 2013-14		-	-	-	-	-	
FY 2012-13		-	-	-	-	-	
FY 2011-12		-	-	-	-	-	
FY 2010-11		-	0.58	-	-	0.58	
FY 2009-10		0.58	16.30	-	-	16.88	
		-	-	-	-	-	
4	Reliance Capital Ltd.	-	-	-	-	-	21
FY 2013-14		-	-	-	-	-	
FY 2012-13		-	-	-	-	-	
FY 2011-12		-	-	-	-	-	
FY 2010-11		-	-	-	-	-	
FY 2009-10		-	36.71	-	-	36.71	
		-	-	-	-	-	
5	Toyota Financial Services						
FY 2013-14		18.70	11.84	-	-	30.54	22
FY 2012-13		-	-	-	-	-	
FY 2011-12		-	-	-	-	-	
FY 2010-11		-	-	-	-	-	
FY 2009-10		-	-	-	-	-	
		-	-	-	-	-	
	Total FY 2013-14	18.70	19.68	-	-	38.39	
	Total FY 2012-13	7.85	27.83	-	-	35.68	
	Total FY 2011-12	35.68	42.49	-	-	78.17	
	Total FY 2010-11	54.27	35.06	(0.22)	-	89.11	
	Total FY 2009-10	13.29	59.77	-	-	73.06	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
			₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
v	Term Loans secured by pledge of promoters' shares						
1	RR Chokhani Stock Brokers Pvt. Ltd.						23
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	200.00	-	-	200.00	
	FY 2010-11	-	100.00	-	-	100.00	
	FY 2009-10	-	-	-	-	-	
2	SKS Fincap Pvt. Ltd.	-	-	-	-		24
	FY 2013-14	-	200.00	-	-	200.00	
	FY 2012-13	-	200.00	-	-	200.00	
	FY 2011-12	-	200.00	-	-	200.00	
	FY 2010-11	-	200.00	-	-	200.00	
	FY 2009-10	-	-	-	-	-	
3	Everest Flavours Pvt. Ltd.	-	-	-	-		25
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	200.00	-	-	200.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
4	Pinkhem Investments Co. Pvt. Ltd.	-	-	-	-		26
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	200.00	-	-	200.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
5	Napean Finvest Pvt. Ltd.	-	-	-	-		27
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	500.00	-	-	500.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
6	Streamline Shipping Co.Pvt. Ltd.	-	-	-	-	-	28
	FY 2013-14	-	50.00	-	-	50.00	
	FY 2012-13	-	50.00	-	-	50.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
7	Hemlines Textiles Exports Pvt. Ltd.	-	-	-	-	-	29
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	100.00	-	-	100.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
8	Gateway Leasing Pvt. Ltd.	-	-	-	-	-	30
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	104.11	-	-	104.11	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
	FY 2008-09	-	-	-	-	-	
9	Wazir Financial Services Pvt. Ltd.	-	-	-	-	-	31
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	100.00	-	-	100.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
10	Almighty Trade & Investment Pvt. Ltd.	-	-	-	-	-	32
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	50.00	-	-	50.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
	FY 2008-09	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
11	Dhruv Financial Services Pvt. Ltd.	-	-	-	-	-	33
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	25.00	-	-	25.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
12	Sethi Developers Ltd	-	-	-	-	-	34
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	25.00	-	-	25.00	
	FY 2011-12	-	15.00	-	-	15.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
13	Blau I Merchandising Pvt. Ltd.	-	-	-	-	-	35
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	100.00	-	-	100.00	
	FY 2009-10	-	-	-	-	-	
14	Indigo Flavours Pvt. Ltd.	-	-	-	-	-	36
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	200.00	-	-	200.00	
	FY 2009-10	-	-	-	-	-	
15	Sicom Ltd.	-	-	-	-	-	37
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	290.00	-	-	290.00	
	FY 2009-10	-	290.00	-	-	290.00	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
16	Sprite Investments Pvt. Ltd.	-	-	-	-	-	38
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	200.00	-	-	200.00	
	FY 2009-10	-	100.00	3.77	-	103.77	
17	Western India Garments Pvt. Ltd.	-	-	-	-	-	39
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	200.00	-	-	200.00	
	FY 2009-10	-	200.00	-	-	200.00	
18	Dhanlamxi Cotex Limited	-	-	-	-	-	40
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	100.00	-	-	100.00	
19	Pam Pharmaceutical & Allied Machinery Co.Pvt.Ltd.	-	-	-	-	-	41
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	100.00	-	-	100.00	
20	Penguin Exim (P) Limited .	-	-	-	-	-	42
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	300.00	-	-	300.00	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
						₹ Lacs	
21	Zenith Infotech Ltd.		-	-	-	-	43
	FY 2013-14		-	-	-	-	
	FY 2012-13		-	-	-	-	
	FY 2011-12		-	-	-	-	
	FY 2010-11		-	-	-	-	
	FY 2009-10		-	100.00	-	100.00	
	Total FY 2013-14		-	250.00	-	250.00	
	Total FY 2012-13		-	1,154.11	-	1,154.11	
	Total FY 2011-12		-	815.00	-	815.00	
	Total FY 2010-11		-	1,290.00	-	1,290.00	
	Total FY 2009-10		-	1,190.00	3.77	1,193.77	
	Total Long Term Secured Loans						
	FY 2013-14		16,058.75	10,913.46	195.17	-	27,167.38
	FY 2012-13		11,730.96	7,823.03	133.50	-	19,687.49
	FY 2011-12		6,020.73	6,319.75	44.70	-	12,385.17
	FY 2010-11		6,142.09	8,021.07	33.57	-	14,196.74
	FY 2009-10		3,987.79	14,952.01	196.29	-	19,136.09
	References:						
1	The primary security for ICICI Bank project loan is registered mortgage of specified present and future immovable properties. The collateral security is registered mortgage of specified present immovable properties and a charge on the receivables of specified projects. In addition, the project loan is secured by the personal guarantee of Mr. D.S.Kulkarni & Mr. Shirish D. Kulkarni.						
2	The primary security for the Bank of Maharashtra project loan is equitable mortgage of specified present and future immovable properties and hypothecation of project receivables. In addition, the project loan is secured by the personal guarantee of Mr. D.S.Kulkarni & Mrs. H.D.Kulkarni						
3	The primary security for IDBI a project loan are secured by registered mortgage of specific immovable properties and are also secured by a hypothecation charge on the Company's movables at the respective sites.						
4	The primary security for Bank of Baroda project loan are secured by registered mortgage of specific immovable properties and are also secured by a hypothecation charge on the Company's movables at the respective sites.						
5	The primary security for Indian Overseas Bank project loan are secured by registered mortgage of specific immovable properties and are also secured by a hypothecation charge on the Company's movables at the respective sites.						

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
6	The primary security for Syndicate Bank project loan are secured by registered mortgage of specific immovable properties and are also secured by a hypothecation charge on the Company's movables at the respective sites						
7	The primary security for Central Bank of India project loan are secured by registered mortgage of specific immovable properties and are also secured by a hypothecation charge on the Company's movables at the respective sites						
8	The primary security for the ICICI HFC Ltd. project loan is registered mortgage of specified present and future immovable properties and hypothecation of project receivables. In addition, the project loan is secured by the personal guarantee of Mr. D.S.Kulkarni, Mr. S. D. Kulkarni & Mrs. H.D.Kulkarni						
9	The primary security for the several equipment term loans from Srei Equipment Finance Pvt. Ltd. is hypothecation of various construction equipments. The collateral security is registered mortgage of various immovable properties. In addition, these loans are secured by the personal guarantee of Mr. D.S.Kulkarni & Mr. S. D. Kulkarni.						
10	The primary security for the several equipment term loans from Reliance Capital Ltd. is hypothecation of various construction equipments. In addition, these loans are secured by the personal guarantee of Mr. D.S.Kulkarni						
11	The primary security for the several equipment term loans from Reliance Consumer Finance Pvt. Ltd. is hypothecation of various construction equipments. In addition, these loans are secured by the personal guarantee of Mr. D.S.Kulkarni.						
12	There is no primary security for the corporate loan from Dewan Housing Finance Corporation Ltd . The collateral security is registered mortgage of various immovable properties. In addition, this loan is secured by the personal guarantee of Mrs. Hemanti D. Kulkarni.						
13	There is no primary security for the corporate loan from Dewan Housing Finance Corporation Ltd . The collateral security is registered mortgage of various immovable properties. In addition, this loan is secured by the personal guarantee of Mr. D.S.Kulkarni & Mr. Shirish D. Kulkarni.						
14	There is no primary security for the corporate loan from Sangli Urban Cooperative Bank Ltd. The collateral security is registered mortgage of specified present immovable properties. In addition, this loan is secured by the corporate guarantee of Growrich Agro Forestry Pvt. Ltd. & Chandradeep Promoters & Developers Pvt. Ltd.						
15	There is no primary security for the corporate loan from Indiabulls Financial Services Ltd.. The collateral security is registered mortgage of specified present immovable properties.						
16	The primary security for the corporate loan from Kotak Mahindra Bank Ltd. is a charge on receivables of specified projects. The collateral security is registered mortgage of specified present immovable properties. In addition, this loan is secured by the personal guarantee of Mr. D.S.Kulkarni, Mr. S. D. Kulkarni & Mrs. H.D.Kulkarni						
17	The primary security for the corporate loan from Tata Capital Housing Finance Ltd. is registered mortgage of specified immovable assets and a charge on receivables of specified projects. In addition, the co-applicants for this loan are M/s D S Kulkarni & Co.. DSK Worldman Projects Ltd., Mr. D.S.Kulkarni, Ms V J Mudgal & Mrs. H.D.Kulkarni						
18	The vehicle term loan from Kotak Mahindra Prime Ltd. is secured by hypothecation of specific vehicles.						
19	The vehicle term loan from Tata Capital Ltd. is secured by hypothecation of specific vehicles.						
20	The vehicle term loan from ICICI Bank Ltd is secured by hypothecation of specific vehicles.						
21	The vehicle term loan from Reliance Capital Ltd is secured by hypothecation of specific vehicles.						
22	The vehicle term loan from Toyota Financial Service is secured by hypothecation of specific vehicles.						

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
23	The loan from RR Chokhani Stock Brokers Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
24	The loan from SKS Fincap Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
25	The loan from Everest Flavours Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
26	The loan from Pinkhem Investments Co. Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
27	The loan from Napean Finvest Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
28	The loan from Streamline Shipping Co.Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
29	The loan from Hemlines Textiles Exports Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
30	The loan from Gateway Leasing Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
31	The loan from Wazir Financial Services Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
32	The loan from Almighty Trade & Investment Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
33	The loan from Dhruv Financial Services Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
34	The loan from Sethi Developers Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
35	The loan from Blau I Merchandising Pvt. Ltd is secured by pledge of Equity shares of the Company held by the Company's promoters.						
36	The loan from Indigo Flavours Pvt. Ltd is secured by pledge of Equity shares of the Company held by the Company's promoters.						
37	The loan from Sicom Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
38	The loan from Sprite Investments Pvt. Ltd is secured by pledge of Equity shares of the Company held by the Company's promoters.						
39	The loan from Western India Garments Pvt. Ltd is secured by pledge of Equity shares of the Company held by the Company's promoters.						
40	The loan from Dhanlamxi Cotex Limited is secured by pledge of Equity shares of the Company held by the Company's promoters.						
41	The loan from Pam Pharmaceutical & Allied Machinery Co.Pvt.Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
42	The loan from Penguin Exim (P) Limited is secured by pledge of Equity shares of the Company held by the Company's promoters.						
43	The loan from Zenith Infotech Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
b Unsecured							
I	Deposits						
	Public						
	FY 2013-14	8,805.82	8,338.67	1,123.93	-	18,268.42	
	FY 2012-13	10,797.76	4,764.06	309.96	-	15,871.78	
	FY 2011-12	7,798.85	7,830.70	559.21	-	16,188.76	
	FY 2010-11	4,935.21	5,598.60	-	-	10,533.81	
	FY 2009-10	6,707.07	7,209.27	-	-	13,916.34	

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Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
ii	Inter corporate deposits						
1	Aakarshan Housing Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	42.00	-	-	42.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
2	Ambiance Ventures Estate & Dev Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	550.00	108.99	-	658.99	
	FY 2012-13	-	550.00	55.74	-	605.74	
	FY 2011-12	-	550.00	46.58	-	596.58	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
3	Chemo Pharma Laboratories Ltd	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	35.00	-	-	35.00	
	FY 2011-12	-	84.00	-	-	84.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
4	Kaveri Impex Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	100.00	-	-	100.00	
	FY 2012-13	-	75.00	-	-	75.00	
	FY 2011-12	-	8.00	-	-	8.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
5	Maroo Steel Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	6.00	-	-	6.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
6	Moonrak Finvest Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	7.00	-	-	7.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
			₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
7	Niskam Trading Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	6.00	-	-	6.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
8	Seksaria Industries Pvt. Ltd.	-	-	-	-	-	
	FY 2013-14	-	279.00	-	-	279.00	
	FY 2012-13	-	278.40	-	-	278.40	
	FY 2011-12	-	213.50	-	-	213.50	
	FY 2010-11	-	128.00	-	-	128.00	
	FY 2009-10	-	60.00	-	-	60.00	
9	Seksaria Trading Co. Pvt. Ltd.	-	-	-	-	-	
	FY 2013-14	-	8.00	-	-	8.00	
	FY 2012-13	-	5.00	-	-	5.00	
	FY 2011-12	-	3.00	-	-	3.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
10	Shri Krishna Rice & Oil Mills Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	14.00	-	-	14.00	
	FY 2012-13	-	12.00	-	-	12.00	
	FY 2011-12	-	16.00	-	-	16.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
11	DSK Motowheels Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	1,000.00	84.70	-	1,084.70	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
12	Tarshila Trading Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	7.00	-	-	7.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
						₹ Lacs	
13	Vastushilp Promoters & Developers Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	1,000.00	36.62	-	1,036.62	
	FY 2011-12	-	1,000.00	84.70	-	1,084.70	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
14	Vastusiddhi Promoters & Developers Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	1,000.00	84.70	-	1,084.70	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
15	Vastuvisharad Promoters & Developers Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	735.25	62.27	-	797.52	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
16	Sundesha Properties Pvt.Ltd.	-	-	-	-	-	
	FY 2013-14	-	6.00	-	-	6.00	
	FY 2012-13	-	168.25	-	-	168.25	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
17	Sita Enterprises Ltd.	-	-	-	-	-	
	FY 2013-14	-	2.00	-	-	2.00	
	FY 2012-13	-	24.00	-	-	24.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
18	Rajgarhia Leasing & Financial Services Pvt.Ltd.	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	168.00	-	-	168.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
				₹ Lacs	₹ Lacs		
19	Pallav Marketing Pvt Ltd.	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	1.00	-	-	1.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
20	N. Vensimal Securities Ltd.	-	-	-	-	-	
	FY 2013-14	-	7.50	-	-	7.50	
	FY 2012-13	-	12.00	-	-	12.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
21	N. Vensimal Finlease Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	4.50	-	-	4.50	
	FY 2012-13	-	4.50	-	-	4.50	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
22	Iresco Electricals Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	81.40	-	-	81.40	
	FY 2012-13	-	64.50	-	-	64.50	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
23	Goyal Housing & Finance Ltd.	-	-	-	-	-	
	FY 2013-14	-	23.70	-	-	23.70	
	FY 2012-13	-	5.00	-	-	5.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
24	Gini Tex Pvt. Ltd.	-	-	-	-	-	
	FY 2013-14	-	79.00	-	-	79.00	
	FY 2012-13	-	70.00	-	-	70.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	

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Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
25	Gini Silk Milks Ltd.	-	-	-	-	-	
	FY 2013-14	-	129.00	-	-	129.00	
	FY 2012-13	-	43.00	-	-	43.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
26	Coatings & Coatings Pvt. Ltd.	-	-	-	-	-	
	FY 2013-14	-	33.60	-	-	33.60	
	FY 2012-13	-	112.50	-	-	112.50	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
27	Bazari Exim Pvt Ltd.	-	-	-	-	-	
	FY 2013-14	-	7.00	-	-	7.00	
	FY 2012-13	-	33.00	-	-	33.00	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
28	Asiatic Gases Limited	-	-	-	-	-	
	FY 2013-14	-	148.12	-	-	148.12	
	FY 2012-13	-	128.05	-	-	128.05	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
29	Bombay Mercantile & Leasing Co Ltd.	-	-	-	-	-	
	FY 2013-14	-	75.50	-	-	75.50	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
30	Basant Stocktrade Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	2.00	-	-	2.00	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
						₹ Lacs	
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
31	Malaychem Industries	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
32	Networth Portfolio and Finance Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	16.00	-	-	16.00	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
33	T. M. Printers Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	7.00	-	-	7.00	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
34	Yashika Holdings Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	6.00	-	-	6.00	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
35	N.K. Investment Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	48.96	-	-	48.96	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
36	Sita Equity Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	12.20	-	-	12.20	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	

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Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
						₹ Lacs	
37	Sita Offers & Bourse Expertise Ltd	-	49.50	-	-	49.50	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
38	Sunako Chemo Ind. Pvt. Ltd	-	-	-	-	-	
	FY 2013-14	-	60.00	-	-	60.00	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
39	Sunako Trading & Investments Pvt.Ltd.	-	-	-	-	-	
	FY 2013-14	-	50.00	-	-	50.00	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
40	Filmcity Finance Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	40.00	-	-	40.00	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
41	Sunshield Finvest Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	6.00	-	-	6.00	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
42	Alok Properties Pvt. Ltd.	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	1.00	-	-	1.00	
	FY 2009-10	-	-	-	-	-	

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Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
						₹ Lacs	
43	Sunako Chemo Industries Pvt. Ltd.	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	70.00	-	-	70.00	
	FY 2009-10	-	-	-	-	-	
44	Sunako Trading & Investment Pvt. Ltd.	-	-	-	-	-	
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	30.00	-	-	30.00	
	FY 2009-10	-	100.00	-	-	100.00	
45	Showman Pvt Ltd			6.00		6.00	
	FY 2013-14			6.00		6.00	
	FY 2012-13					-	
	FY 2011-12					-	
	FY 2010-11					-	
	FY 2009-10					-	
46	Tecil Chemicals and Hydro Power Ltd			119.00		119.00	
	FY 2013-14			119.00		119.00	
	FY 2012-13					-	
	FY 2011-12					-	
	FY 2010-11					-	
	FY 2009-10					-	
47	Vibrant Global Capital Ltd			125.00		125.00	
	FY 2013-14			125.00		125.00	
	FY 2012-13					-	
	FY 2011-12					-	
	FY 2010-11					-	
	FY 2009-10					-	
48	Vibrant Global Trading Pvt Ltd			91.00		91.00	
	FY 2013-14			91.00		91.00	
	FY 2012-13					-	
	FY 2011-12					-	
	FY 2010-11					-	
	FY 2009-10					-	

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Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
	Total						
	FY 2013-14	-	2,186.98	108.99	-	2,295.97	
	FY 2012-13	-	2,789.20	92.35	-	2,881.55	
	FY 2011-12	-	4,677.75	362.95	-	5,040.70	
	FY 2010-11	-	229.00	-	-	229.00	
	FY 2009-10	-	160.00	-	-	160.00	
	Total Long Term Unsecured Liabilities						
	FY 2013-14	8,805.82	10,525.65	1,232.92	-	20,564.39	
	FY 2012-13	10,797.76	7,553.26	402.32	-	18,753.34	
	FY 2011-12	7,798.85	12,508.45	922.17	-	21,229.47	
	FY 2010-11	4,935.21	5,827.60	-	-	10,762.81	
	FY 2009-10	6,707.07	7,369.27	-	-	14,076.34	
2	Short term borrowings						
a	<i>Secured</i>						
1)	Loans repayable on demand						
i	From banks						
1	Bank of Maharashtra Cash Credit A/C 20097902734						44
	FY 2013-14	-	1,245.75	26.89	-	1,272.64	
	FY 2012-13	-	1,124.21	19.86	-	1,144.07	
	FY 2011-12	-	519.66	-	-	519.66	
	FY 2010-11	-	(266.33)	-	-	(266.33)	
	FY 2009-10	-	106.21	0.54	-	106.75	
2	The Kalyan Janata Sahakari Bank Ltd. A/C OBD12	-	-	-	-		45
	FY 2013-14	-	358.05	4.77	-	362.82	
	FY 2012-13	-	459.21	5.78	-	464.99	
	FY 2011-12	-	500.00	6.22	-	506.22	
	FY 2010-11	-	497.90	-	-	497.90	
	FY 2009-10	-	497.96	-	-	497.96	

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Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
						₹ Lacs	
3	Central Bank of India Demand Loan A/C DLDEP271						46
	FY 2013-14		-	-	-	-	
	FY 2012-13		-	425.00	3.62	- 428.62	
	FY 2011-12		-	-	-	-	
	FY 2010-11		-	-	-	-	
	FY 2009-10		-	212.40	1.27	- 213.67	
4	Bank of Maharashtra-FDOD		-	-	-	-	47
	FY 2013-14		-	275.00	2.29	- 277.29	
	FY 2012-13		-	271.80	2.43	- 274.23	
	FY 2011-12		-	-	-	-	
	FY 2010-11		-	-	-	-	
	FY 2009-10		-	-	-	-	
5	Central Bank of India FDOD A/C 3068360816		-	-	-	-	48
	FY 2013-14		-	-	-	-	
	FY 2012-13		-	-	-	-	
	FY 2011-12		-	371.70	12.40	- 384.10	
	FY 2010-11		-	371.70	2.21	- 373.91	
	FY 2009-10		-	-	-	-	
6	Syndicate Bank		-	-	-	-	49
	FY 2013-14		-	342.00	9.37	- 351.37	
	FY 2012-13		-	360.00	8.96	- 368.96	
	FY 2011-12		-	316.53	9.19	- 325.72	
	FY 2010-11		-	345.72	5.99	- 351.71	
	FY 2009-10		-	-	-	-	
7	BOM FCDL A/C 60053755770		-	-	-	-	
	FY 2013-14		-	-	-	-	
	FY 2012-13		-	-	-	-	
	FY 2011-12		-	-	-	-	
	FY 2010-11		-	260.17	-	- 260.17	
	FY 2009-10		-	-	-	-	

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Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
				₹ Lacs	₹ Lacs		
8	IDBI Bank Ltd. A/C 126655100000754		-	-	-	-	50
	FY 2013-14		-	-	-	-	
	FY 2012-13		-	-	-	-	
	FY 2011-12		-	-	-	-	
	FY 2010-11		-	(1.93)	-	-	(1.93)
	FY 2009-10		-	1,362.79	15.18	-	1,377.97
9	Central Bank of India Demand Loan		-	-	-	-	
	FY 2013-14		-	-	-	-	
	FY 2012-13		-	-	-	-	
	FY 2011-12		-	-	-	-	
	FY 2010-11		-	212.40	1.27	-	213.67
	FY 2009-10		-	-	-	-	
10	BOM - FCTL - A/c. No. 60041225340		-	-	-	-	
	FY 2013-14		-	-	-	-	
	FY 2012-13		-	-	-	-	
	FY 2011-12		-	-	-	-	
	FY 2010-11		-	-	-	-	
	FY 2009-10		-	248.73	-	-	248.73
11	IOB - FCTL Loan - A/c. No. 8/09 (Roll Over - 2)			-	-	-	51
	FY 2013-14		-	-	-	-	
	FY 2012-13		-	-	-	-	
	FY 2011-12		-	-	-	-	
	FY 2010-11		-	-	-	-	
	FY 2009-10		-	1,929.06	10.18	-	1,939.24
12	IOB - FCTL Loan - A/c. No. 9/09 (Roll Over - 2)			-	-	-	
	FY 2013-14		-	-	-	-	
	FY 2012-13		-	-	-	-	
	FY 2011-12		-	-	-	-	
	FY 2010-11		-	-	-	-	
	FY 2009-10		-	2,327.76	7.81	-	2,335.57

D. S. Kulkarni Developers Ltd.

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
Total Short Term Secured Loans							
	FY 2013-14	-	2,220.80	43.32	-	2,264.12	
	FY 2012-13	-	2,640.22	40.66	-	2,680.88	
	FY 2011-12	-	1,707.89	27.80	-	1,735.70	
	FY 2010-11	-	1,419.63	9.47	-	1,429.10	
	FY 2009-10	-	6,684.91	34.98	-	6,719.89	
44	The primary security for the Bank of Maharashtra cash credit limit is hypothecation of stock and debtors of encumbrance free projects. The collateral security is by way of equitable mortgage of specified present immovable properties. In addition, this cash credit limit is secured by the personal guarantee of Mr. D.S.Kulkarni & Mrs. H. D. Kulkarni.						
45	There is no primary security for the cash credit limit from Kalyan Janata Sahakari Bank Ltd. The collateral security is registered mortgage of certain immovable properties. In addition, this cash credit limit is secured by the personal guarantee of 1) Mr. D.S.Kulkarni & 2) Mrs. H.D.Kulkarni & Corporate Guaranteee of M/s Saptashrungi Oil Mills Pvt. Ltd.						
46	The demand loan from Central Bank of India is secured by pledge of term deposit receipts.						
47	The overdraft from Bank of Maharashtra is secured by pledge of term deposit receipts.						
48	The overdraft from Central Bank of India is secured by pledge of term deposit receipts.						
49	The overdraft from Syndicate Bank is secured by pledge of term deposit receipts.						
50	The overdraft from IDBI is secured by pledge of term deposit receipts.						
51	The overdraft from Indian Overseas Bank is secured by pledge of term deposit receipts.						

D. S. Kulkarni Developers Ltd.

Statement of Investments		31-Mar-14	31-Mar-14	31-Mar-13	31-Mar-13	31-Mar-12	31-Mar-12	31-Mar-11	31-Mar-11	31-Mar-10	31-Mar-10
Sr	Body corporate	Face Value per share	No of Shares	Carrying Value	No of Shares	Carrying Value	No of Shares	Carrying Value	No of Shares	Carrying Value	No of Shares
				₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs	
Non-current investments											
1	Investment property							-			
2	Investments in Government or trust securities							-			
3	Investments in Mutual Funds							-			
Unquoted											
1	Investments in Equity Instruments							-			
i	Subsidiaries			-		-		-		-	
a	DSK Developers Corporation USA	NA	10.00	509.50	10.00	509.50	10.00	509.50	10.00	509.50	10.00
b	DSK Global Education and Research Pvt. Ltd	10	-	-	-	-	25.50	255.00	25.50	255.00	25.50
	DSK Township Projects Private Ltd (Formerly known as DSK SEZ Projects										
c	(Pune) Private Ltd.)	10	20.00	200.00	20.00	200.00	20.00	200.00	20.00	200.00	20.00
d	DSK Southern Projects Pvt. Ltd.	10	0.50	1,000.17	0.50	1,000.17	0.50	1,000.17	0.50	1,000.17	-
		-		-		-		-		-	
1A	Investments in Class A Equity Instruments			-		-		-		-	
i	Subsidiaries			-		-		-		-	
	DSK Southern Projects Pvt. Ltd.	10	0.10	399.07	0.10	399.07	0.10	399.07	0.10	399.07	0.25
		-		-		-		-		-	
1B	Investments in Class B Equity Instruments			-		-		-		-	
i	Subsidiaries			-		-		-		-	
	DSK Southern Projects Pvt. Ltd.	10	0.10	1.00	0.10	1.00	0.10	1.00	0.10	1.00	0.10
		-		-		-		-		-	
Total				2,109.73	-	2,109.73	-	2,364.73	-	2,364.73	-
											968.00
ii	Joint ventures							-		-	
	DSK Tricon Infrastructure Construction Ltd	10	-	-	-	-	-	0.23	2.30	0.23	2.30
	Total			-	-	-	-	-	2.30	-	2.30
2	Investments in debentures or bonds			-		-		-		-	
i	Subsidiaries			-		-		-		-	
	DSK Southern Projects Pvt. Ltd.	100	-	-	26.97	2,696.50	26.97	2,696.50	26.97	2,696.50	26.97
		-		-	2,696.50	-	2,696.50	-	2,696.50	-	2,696.50

D. S. Kulkarni Developers Ltd.

Statement of Investments		31-Mar-14	31-Mar-14	31-Mar-13	31-Mar-13	31-Mar-12	31-Mar-12	31-Mar-11	31-Mar-11	31-Mar-10	31-Mar-10	
Sr	Body corporate	Face Value per share	No of Shares	Carrying Value								
				₹ Lacs								
3	Other non-current investments: Shares in Cooperative banks		-	-	-	-	-	-	-	-	-	-
i	Shree Sadguru Jangli Maharaj Sahakari Bank Ltd.	50	0.01	0.50	0.01	0.50	0.01	0.50	0.01	0.50	0.01	0.50
ii	Janata Sahakari Bank Ltd.	100	0.00	0.01	0.00	0.01	0.00	0.01	0.00	0.01	0.00	0.01
iii	Mahalaxmi Co-op. Bank Ltd.	50	0.00	0.01	0.00	0.01	0.00	0.01	0.00	0.01	0.00	0.01
iv	Greater Bombay Co-op. Bank Ltd.	25	0.04	1.02	0.04	1.02	0.04	1.02	0.04	1.02	0.04	1.02
v	Kalyan Janata Sahakari Bank Ltd.	25	0.20	5.00	0.20	5.00	0.20	5.00	0.20	4.99	0.20	4.99
vi	Pune Sahakari Bank Ltd.	100	0.00	0.10	0.00	0.10	0.00	0.10	0.00	0.10	0.00	0.10
vii	Sangli Urban Co-Op Bank Ltd	10	0.50	5.00	0.50	5.00	0.50	5.00	-	-	-	-
				-		-		-		-		-
	Total			11.64	-	11.64	-	11.64	-	6.63	-	6.63
4	Equity Investments in Other Companies		-	-	-	-	-	-	-	-	-	-
i	DSK Global Education and Research. Pvt. Ltd	10	8.29	82.92	9.50	95.00	-	-	-	-	-	-
				-	-	-		-		-		-
	Total			82.92	-	95.00	-	-		-		-

Gokhale, Tanksale & Ghatpande

Chartered Accountants

102, R. K. Classic, New D. P. Rd., Opp. Ashish Garden, Kothrud, Pune 411029

Tel: 91-020-25388390; 25389154; 25399914; Fax: 91-020-25389302

E-mail: suneel@tgca.com

Managing Partner:

S. M. Ghatpande, M. Com.; Dip. Lit (Fr.) LL. B.; A.C.I.S. (U.K.), F.C.A.

D S Kulkarni Developers Ltd

Capitalization Statement

Annexure VII
(Rs in Lacs)

Particulars	Standalone			Consolidated		
	Pre- Issue	Issue	Post- Issue	Pre- Issue	Issue	Post- Issue
	31-Mar-14			31-Mar-14		
Long Term Debt	24,864.57	20,000.00	44,864.57	25,898.17	20,000.00	45,898.17
Short Term Debt (incl. Current maturities of long term debt)	25,131.32		25,131.32	26,418.18		26,418.18
Total Debt	49,995.89		69,995.89	52,316.35		72,316.35
Shareholders' Funds						
Equity Share Capital	2,580.10		2,580.10	2,580.10		2,580.10
Reserves & Surplus	47,555.12		47,555.12	43,179.25		43,179.25
Less:- Revaluation Reserves	-		-	-		-
Net Reserves (excluding Revaluation Reserves)	47,555.12		47,555.12	43,179.25		43,179.25
Total Shareholders' Funds	50,135.22		50,135.22	45,759.35		45,759.35
Long Term Debt/ Equity	0.50		0.89	0.57		1.00
Total Debt / Equity[#]	1.00		1.40	1.14		1.58

For Gokhale, Tanksale & Ghatpande

Chartered Accountants

Firm Registration No: 103277W

(S. M. Ghatpande)

Partner

Membership No: 30462

Place: Pune

Date: 10th July 2014.

Gokhale, Tanksale & Ghatpande

Chartered Accountants

Head Office:

102, R. K. Classic, New D. P. Rd., Opp. Ashish Garden, Kothrud, Pune 411029

Tel: 91-020-25388390; 25389154; 25399914; Fax: 91-020-25389302

E-mail: suneel@gtgca.com

Managing Partner: **S. M. Ghatpande, M. Com.; Dip. Lit (Fr.) LL. B.; A.C.I.S. (U.K.), F.C.A.**

To,

Annexure VIII

The Board of Directors

SBI Capital Markets Limited

D. S. Kulkarni Developers Ltd.

202, Maker Tower 'E', Cuffe Parade,
Mumbai - 400 005, Maharashtra, India

Dear Sir / Madam

Sub: Proposed Public Offering of Secured Redeemable Non-Convertible Debentures (the "Issue") by D. S. Kulkarni Developers Limited (the "Company")

We hereby certify the ratios on a standalone basis:

Ratio		FY 14	FY 13	FY 12	FY 11	FY 10
1 Earnings Per Share- Basic (Rs.)						
Profit after tax	Rs. Lacs	1,304.58	1,842.86	1,733.54	1,667.06	2,178.33
No. of equity shares	Lacs	258.01	258.01	258.01	258.01	258.01
EPS Basic		5.06	7.14	6.72	6.46	8.44
2 Earnings Per Share- Diluted (Rs.)						
Profit after tax	Rs. Lacs	1,304.58	1,842.86	1,733.54	1,667.06	2,178.33
No. of equity shares	Lacs	258.01	258.01	258.01	258.01	258.01
EPS Diluted		5.06	7.14	6.72	6.46	8.44
3 Return on Net Worth (%)						
Profit after tax	Rs. Lacs	1,304.58	1,842.86	1,733.54	1,667.06	2,178.33
Net Worth	Rs. Lacs	50,135.22	49,100.46	47,577.92	45,917.01	44,331.98
Return on Net Worth (%)		2.60%	3.75%	3.64%	3.63%	4.91%
4 Net Asset Value per Share (Rs.)						
Net Assets	Rs. Lacs	50,135.22	49,100.46	47,577.92	45,917.01	44,331.98
No. of equity shares	Lacs	258.01	258.01	258.01	258.01	258.01
Net Asset Value per Share (Rs.)		194.32	190.30	184.40	177.97	171.82

D. S. Kulkarni Developers Ltd.

Annexure IV

Corporate Information & Statement of Accounting Policies

The accompanying notes are an integral part of these financial statements

As per our audit report of even date.

For Gokhale, Tanksale & Ghatpande

Firm Registration No: 103277W

Chartered Accountants

For & on behalf of the Board of Directors

Table 1. Summary of the main characteristics of the four groups.

S. M.

Partner

Membership

Place: Pune

Date: 10th July 2014

— 1 —

D. S. Kulkarni
Chairman & Managing Director

V. C. Joshi
(Director)

**Amol Purandare
(Company Secretary)**

Place: Pune

Date: 10th July 2014

D. S. Kulkarni Developers Ltd.

Annexure V

Consolidated Profit and Loss Statement for the year ended		Note No.	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
			₹ Lacs				
I	Revenue from operations	21	2,901.68	7,498.70	20,741.26	25,614.26	24,088.35
II	Increase / (Decrease) in inventories of	22	20,437.32	16,387.97	(598.00)	(3,816.06)	(7,239.31)
III	Other income	23	153.01	338.33	187.59	168.33	58.48
IV	Total		23,492.01	24,224.99	20,330.85	21,966.53	16,907.52
V	Expenses:						
	Land & / or Development expenses	24	16,723.45	18,232.40	13,415.03	14,455.26	8,971.10
	Office & administration expenses	25	761.23	698.06	1,552.39	1,258.89	931.49
	Educational expense	26	-	-	238.56	209.17	82.24
	Employee benefits expense	27	1,197.87	1,033.80	2,261.72	1,847.66	1,563.30
	Selling expenses	28	798.57	939.81	1,386.00	1,466.86	1,190.89
	Finance expenses	29	1,006.53	952.45	1,340.83	1,104.04	2,043.39
	Depreciation and amortization expense	30	145.46	143.06	598.05	519.79	397.48
	Other Expenses	31	9.80	-	10.71	227.23	227.23
	Total		20,642.90	21,999.58	20,803.29	21,088.89	15,407.12
VI	Profit before exceptional and extra-ordinary items and tax		2,849.11	2,225.41	(472.44)	877.64	1,500.40
VII	Exceptional Items	32	(15.99)	179.18	323.03	(50.99)	(1,279.82)
VIII	Profit before extra-ordinary items and		2,833.12	2,404.60	(149.41)	826.65	220.58
IX	Extra-ordinary items		-	-	(24.97)	-	-
X	Profit before tax		2,833.12	2,404.60	(174.38)	826.65	220.58
XI	Tax expense						
1	Current tax		(1,253.60)	(977.70)	(788.10)	(874.32)	(850.20)
2	Deferred tax		(7.09)	(23.10)	(6.09)	(22.70)	(13.85)
3	Fringe benefit tax		-	(1,260.69)	-	(794.19)	-
						(897.02)	(864.05)
XII	Profit (Loss) for the period from continuing operations		1,572.43	1,403.79	(968.57)	(70.37)	(643.47)
XIII	Add: Minority share of loss				1,012.73	824.42	722.74
XIV	Profit after minority interest		1,572.43	1,403.79	44.16	754.05	79.27
XV	Profit (Loss) from discontinuing operations (after tax)						
XVI	Profit (Loss) for the period		1,572.43	1,403.79	44.16	754.05	79.27
XVII	Earnings per equity share	33	6.09	5.44	0.17	2.92	0.31
Corporate Information & Statement of Accounting Policies		1-2					

The accompanying notes are an integral part of these financial statements.

As per our audit report of even date.

For Gokhale, Tanksale & Ghatpande,

Firm Registration No: 103277W

Chartered Accountants

For & on behalf of the Board of Directors

S. M. Ghatpande

Partner

Membership No. 30462

Place: Pune

Date: 10th July 2014

D. S. Kulkarni

Chairman & Managing Director

V. C. Joshi

(Director)

Amol Purandare

(Company Secretary)

Place: Pune

Date: 10th July 2014

D. S. Kulkarni Developers Ltd. Consolidated Cash Flow Statement for the year ended		31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	Annexure VI
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
A) Cash Flow From Operating Activities							
Net Profit before Tax & Extraordinary Items		2,833.12	2,404.60	(149.41)	826.65	220.58	
Adjustments for							
Minority share of loss	-	-	1,012.73	824.42	722.74		
Extraordinary items	-	-	(24.97)	-	-		
Depreciation	145.46	143.06	598.05	519.79	397.48		
Miscellaneous Expenses Written off	-	-	-	227.23	227.23		
Pre-operative Expenses Written Off				-	-		
Loss/(Profit) on Sale of Assets	9.80		4.62	(0.02)	4.14		
Prior Years' Adjustments	28.69	(19.04)	364.54	-	(8.82)		
Interest Expenditure	1,006.53	952.45	1,340.83	1,104.04	2,043.39		
Foreign Exchange Gain / (Loss)				-	-		
Interest & Dividend Received	(132.42)	1,058.05	(239.85)	836.61	(168.33)	2,507.13	(58.48)
Operating Profit before Working Capital Changes		3,891.17		3,241.21		2,994.73	
Adjustments for						3,333.77	3,548.26
(Increase) Decrease in Inventories	(20,813.17)		(16,410.29)	745.55	1,278.37		7,220.05
Increase (Decrease) in Short Term Borrowings	(416.76)		(3,478.92)	(14,610.70)	14,074.28		(1,050.63)
Increase (Decrease) in Other Current Liabilities	19,239.24		8,356.39	10,247.00	(11,652.14)		(5,745.30)
Increase (Decrease) in short-term provisions	(203.72)						
Increase (Decrease) in Trade Payables	(61.09)		(823.64)	(707.16)	539.48		1,875.36
(Increase) Decrease in Receivables	216.35		498.28	820.85	103.28		(2,385.49)
(Increase) Decrease in Other Current assets	(39.80)		(25.94)	-	-		
(Increase) Decrease in short term Loans & Advances	(1,516.26)	(3,595.21)	1,253.82	(10,630.30)	(1,732.71)	(5,237.16)	(363.77)
Cash generated from Operations		295.96		(7,389.10)		(2,242.43)	
Income Tax Paid							
(1,033.71)				(737.51)		(730.12)	-
Net Cash from Operating Activities (A)		(737.75)		(8,126.61)		(2,972.55)	
B) Cash Flow from Investing Activities							
Purchase of Fixed Assets	(168.14)		(52.33)		(4,183.66)		(4,022.00)
Disposal of Fixed Assets			20,296.61				(3,009.72)
Sale of Fixed Assets	10.76				5.33	0.82	
Interest & Dividend Received	132.42		239.85		151.66	168.33	
Dividend Received					-		
Decrease (Increase) in Investments	12.08		(95.00)		(5.00)	1,348.25	
Net Cash used in Investing Activities(B)		(12.88)		20,389.14		(4,031.67)	
C) Cash Flow from Financing Activities							
Decrease (Increase) in long term loans and advances	-		39.49		(39.49)	-	-
Decrease (Increase) in Other Non- Current Asset	65.80		(24.27)		(15.17)	(50.85)	86.59
Foreign currency translation reserve	(70.02)		(260.90)		(713.20)	137.62	89.18
Share in DSKGER loss	-		3,046.24		(105.82)	(1,393.23)	
Goodwill							
Minority interest	-		2,681.78		(1,020.04)	(819.72)	(727.44)
Interest Paid	(1,006.53)		(952.45)		(1,340.83)	(1,104.04)	(2,043.39)
Dividend Paid	(258.01)		(258.01)		(258.01)	(258.01)	(258.01)

D. S. Kulkarni Developers Ltd. Consolidated Cash Flow Statement for the year ended						Annexure VI
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
Dividend Tax Paid	(43.85)	(41.86)	(43.85)	(43.85)	(43.85)	(43.85)
Public issue expenses paid				-	-	
Merger expense paid				-	-	
Increase (Decrease) in Secured Loans	2,968.15	(15,057.46)	8,958.15	922.04	3,072.39	
prior year adjustments				-		
Increase (Decrease) in Other long term liabilities	-	25.00	0.60	(0.10)	(31.37)	
Increase (Decrease) in Unsecured Loans						
Net Cash used in Financing Activities(C)	1,655.54	(10,802.44)	5,422.34	(2,610.14)	144.09	
Net increase/decrease in cash and cash equivalents (A+B+C)	904.92	1,460.09	(1,581.88)	1,058.96	1,962.80	
Cash & Cash Equivalent as at beginning of the year	3,130.44	1,670.35	3,252.23	2,193.27	230.48	
Cash & Cash Equivalent as at end of the year	4,035.36	3,130.44	1,670.35	3,252.23	2,193.27	
 Note to the Cash Flow Statement : Cash and Cash Equivalents include Cash and Bank Balances The accompanying notes are an integral part of these financial statements.						
As per our audit report of even date.						
For Gokhale, Tanksale & Ghatpande, Firm Registration No: 103277W Chartered Accountants		For & on behalf of the Board of Directors				
S. M. Ghatpande Partner Membership No. 30462 Place: Pune Date: 10th July 2014		D. S. Kulkarni Chairman & Managing Director	V. C. Joshi (Director)	Amol Purandare (Company Secretary)		
		Place: Pune Date: 10th July 2014				

D.S. Kulkarni Developers Limited

Consolidated Financial Statements for the year ended

1 Corporate Information:

These Consolidated Financial Statements relate to D.S. Kulkarni Developers Limited, a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 ("the Company") and its Subsidiaries. The Company and its Subsidiaries constitute "the Group". The subsidiary's name, country of incorporation, activity and degree of holding company's control are as follows:

Name of Subsidiary	Country of Incorporation	Activity	Holding %
Direct Subsidiaries			
(i) DSK Developers Corporation	USA	Real estate development	100%
(ii) DSK Township Projects (Pune) Private Ltd.	India	Real estate development	100%
(iii) DSK Southern Projects Pvt. Ltd.	India	Real estate development	100%
(iv) DSK Global Education & Research P Ltd. (until FY 2011-12)	India	Education	51%
Step down subsidiaries			
(i) DSK Woods LLC	USA	Real estate development	100%
(ii) DSK Global Education and Research (Singapore) Pte. Ltd.	Singapore	Real estate development	100%

2 Basis of Consolidation:

a) The Consolidated Financial Statements have been prepared on the following basis:

- (i) The financial statements of the Company and its Subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses after fully eliminating intra-group balances, intra-group transactions and unrealised profits and losses as per Accounting Standard 21 "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India. (ICAI)
- (ii) The operations of all the foreign subsidiaries are not considered as an integral part of the operations of the parent. Hence in the case of foreign subsidiaries, revenue items are consolidated at the average exchange rate prevailing during the year and all assets and liabilities have been converted at the rates prevailing at the end of the year. Any exchange difference is recognized in the Foreign Currency Translation Reserve.
- (iii) The financial statements of the Subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company i.e. **31st March**
- (iv) The goodwill on consolidation included as a debit balance in Note 4 to the Consolidated Balance Sheet represents the excess of the cost to the Company of its investment in Subsidiaries over the Company's portion of equity in the said Subsidiaries. There is no capital reserve on consolidation representing the excess of the Company's portion of equity in the Subsidiaries over the cost to the Company of its investment in the said Subsidiaries.

b) Significant Accounting Policies:

The significant accounting policies adopted in presentation of the Consolidated Financial Statements are in line with the generally accepted accounting principles in India. These policies are similar to those followed in presentation of the Financial Statements of the Reporting Company except the following:

- i) **Segment reporting:** In accordance with Accounting Standard 17 issued by the Institute of Chartered Accountants of India,
- a) **Identification of segments:** The Group's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate. The Group has identified two (Previous Year: three) primary reporting segments on the basis of business activity and two secondary reporting segments on geographical basis. The particulars pursuant to AS 17 are stated in the Notes to the Consolidated Financial Statements.
- b) **Inter-segment transfers:** The company generally accounts for intersegment sales and transfers at cost plus appropriate margins.
- c) **Allocation of common costs:** Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.
- d) **Unallocated items:** Unallocated items include general corporate income and expense items which are not allocated to any business segment.
- e) **Segment accounting policies:** The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.
- ii) **Related Party Transactions:** The particulars pursuant to AS 18 are stated in the Notes to the Consolidated Financial Statements.

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities as at		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
3 Equity Share Capital						
a Number of shares authorized		500	500.00	500.00	500.00	500.00
b Amount of shares authorized		5000	5,000.00	5,000.00	5,000.00	5,000.00
c Number of shares issued, subscribed and fully paid		258.01	258.01	258.01	258.01	258.01
d Number of shares issued and subscribed but not fully paid		-	-	-	-	-
e Par value per share		10.00	10.00	10.00	10.00	10.00
f Reconciliation of the number of shares						
i Shares outstanding at the beginning of the reporting period		258.01	258.01	258.01	258.01	258.01
ii Shares allotted during the reporting period		-	-	-	-	-
iii Shares forfeited during the reporting period		-	-	-	-	-
iv Shares bought back during the reporting period		-	-	-	-	-
v Shares outstanding at the end of the reporting period		258.01	258.01	258.01	258.01	258.01
Total at the end of the reporting period		2,580.10	2,580.10	2,580.10	2,580.10	2,580.10
4 Reserves and Surplus						
a Securities Premium Reserve						
i Balance at the beginning of the reporting period		30,822.71	30,822.71	30,822.71	30,822.71	30,822.71
ii Additions during the reporting period						
iii Deduction during the reporting period						
iv Balance at the end of the reporting period		30,822.71	30,822.71	30,822.71	30,822.71	30,822.71
b General Reserve						
i Balance at the beginning of the reporting period		953.70	953.70	953.70	953.70	953.70
ii Additions during the reporting period						
iii Deduction during the reporting period						
iv Balance at the end of the reporting period		953.70	953.70	953.70	953.70	953.70
c Foreign Currency Translation Reserve						
i Balance at the beginning of the reporting period		(630.62)	(369.72)	343.48	205.86	116.68
ii Additions during the reporting period		(70.02)	(260.90)	(713.20)	137.62	89.18
iii Deduction during the reporting period			-			
iv Balance at the end of the reporting period		(700.64)	-	(630.62)	(369.72)	343.48
						205.86

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities as at		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
d	Goodwill on consolidation					
i	Balance at the beginning of the reporting period	(1,499.06)	(1,499.06)	(1,393.23)		
ii	Additions during the reporting period		-	(105.82)	(1,393.23)	
iii	Deduction during the reporting period		-			
iv	Balance at the end of the reporting period	(1,499.06)	(1,499.06)	(1,499.06)	(1,393.23)	
e	Surplus i.e. balance in Statement of Profit & Loss disclosing allocations and appropriations such as dividend, bonus shares and transfer to/from reserves etc.		-			
i	Balance at the beginning of the reporting period	12,303.28	8,174.15	8,065.31	7,625.88	7,857.29
ii	Additions during the reporting period	1,572.43	1,403.79	44.16	754.05	79.27
iii	Deduction during the reporting period	-	-	-	-	
Prior year adjustments	28.69	(19.04)	364.54	(12.75)		(8.82)
Share in DSKGER loss		3,046.24	-			
Proposed equity dividend	(258.01)	(258.01)	(258.01)	(258.01)		(258.01)
Tax on equity dividend	(43.85)	(43.85)	(41.86)	(43.85)		(43.85)
Transfer to general reserve						
iv	Balance at the end of the reporting period	13,602.53	12,303.28	8,174.15	8,065.31	7,625.88
Total at the end of the reporting period		43,179.25	41,950.01	38,081.78	38,791.98	39,608.15
5	Long-Term Borrowings					
i	Long-term borrowings secured					
a	Term loans					
i	Project term loan	10,398.91	7,756.90	11,329.64	11,863.58	8,660.80
ii	Equipment term loans	1,937.12	3,573.05	1,823.14	180.59	303.28
iii	Corporate term loans	3,704.02	393.16	2,532.27	2,684.99	3,520.48
iv	Vehicle Term Loan	18.70	16,058.76	56.94	15,741.99	54.27
b	Other Term loans					
ii	Long-term borrowings unsecured					
a	Deposits from public	8,805.82	10,797.76	7,798.85	4,935.21	6,718.36
b	Other deposits	15.02	13.60	12.79	14.38	-
c	Advances from related parties.	1,018.57	387.70	14,433.85	9,296.31	8,891.09
Total at the end of the reporting period		25,898.17	22,930.02	37,987.48	29,029.33	28,107.30
6	Deferred Tax Liability:					
The deferred tax liability comprises the effect of the following:						
DTL resulting from timing difference between		112.52	105.43	82.33	85.62	62.92
Total at the end of the reporting period		112.52	105.43	82.33	85.62	62.92

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities as at		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
7 Other long term liabilities						
a Deposits		25.60	25.60	0.60	-	0.10
Total at the end of the reporting period		25.60	25.60	0.60	-	0.10
8 Short-term borrowings						
i Short-term borrowings secured						
a Loans repayable on demand				(8.86)		
a from banks.						
b Working capital limits		2,264.12	2,680.88	1,735.70	1,432.68	6,696.21
ii Short-term borrowings unsecured						
a Other loans and advances		-	-	4,432.96	19,337.81	19,337.81
Total at the end of the reporting period		2,264.12	2,680.88	6,159.80	20,770.50	6,696.21
9 Other current liabilities						
a Advance against Tenements / Plots		37,182.54	25,791.89	11,264.05		11,888.64
b Current maturities of						
i Long term secured loans	12,166.11	8,467.16	8,157.88	10,466.37	16,637.09	
ii Deposits from public	8,338.67	4,764.06	7,830.70	5,598.60	7,209.27	
iii Inter corporate deposits	2,203.31	22,708.09	2,789.20	16,020.42	4,677.75	20,666.33
c Interest accrued but not due on borrowings						
i Secured	213.06	137.94	280.95	277.64		196.29
ii Public deposits	1,123.93	309.96	559.58			-
iii Unsecured inter-corporate debts	108.98	1,445.97	92.76	540.67	362.95	1,203.48
d Unclaimed dividends		17.79	18.95	18.46		18.08
e Statutory liabilities		635.80	686.43	128.54		225.02
f Provision for expenses		11,156.74	10,561.82	12,112.28		18,201.94
g Unclaimed public deposits		155.97	443.50	314.14		165.78
Total at the end of the reporting period		73,302.91	54,063.67	45,707.28	35,460.28	47,112.43
10 Short-term provisions						
a Provision for Income Tax		6,626.92	5,577.05	4,657.01	3,928.63	3,074.72
b Proposed Dividend		258.01	258.01	258.01	258.01	258.01
c Tax on Dividend		43.85	43.85	41.86	43.85	43.85
Total at the end of the reporting period		6,928.78	5,878.91	4,956.87	4,230.49	3,376.58

D. S. Kulkarni Developers Ltd.											
Notes to the Consolidated Statement of Assets & Liabilities											
11	Tangible Fixed Assets										
	Gross carrying amount at beginning of reporting period	Additions during reporting period	Disposals during reporting period	Gross carrying amount at end of reporting period	Accumulated depreciation beginning reporting period	Depreciation at reporting period	for disposals during reporting period	Depreciation on accumulated depreciation at end of reporting period	Net carrying amount at beginning of reporting period	Net carrying amount at end of reporting period	
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs
Land											
FY 2013-14	2,724.91	-	-	2,724.91	-	-	-	-	2,724.91	2,724.91	
FY 2012-13	2,744.59	-	(19.68)	2,724.91	-	-	-	-	2,744.59	2,724.91	
FY 2011-12	2,744.59	-	-	2,744.59	-	-	-	-	2,744.59	2,744.59	
FY 2010-11	2,611.71	132.88	-	2,744.59					2,611.71	2,744.59	
FY 2009-10	2,611.71	-		2,611.71					2,611.71	2,611.71	
Buildings											
FY 2013-14	-		-	-	-	-	-	-	-	-	
FY 2012-13	11,844.76	-	(11,844.76)	-	285.70	-	(285.70)	-	11,559.05	-	
FY 2011-12	9,007.86	2,836.90	-	11,844.76	137.34	148.37	-	285.70	8,870.52	11,559.05	
FY 2010-11	1,925.53	7,082.32		9,007.86	48.23	89.11		137.34	1,877.31	8,870.52	
FY 2009-10	1,350.00			1,350.00	26.22	22.01		48.23	1,323.78	1,301.77	
Plant & Machinery											
FY 2013-14	1,106.67	0.57	-	1,107.24	188.44	52.57	-	241.01	918.23	866.23	
FY 2012-13	1,102.22	4.45	-	1,106.67	135.95	52.49	-	188.44	966.27	918.23	
FY 2011-12	1,126.19	78.95	(102.92)	1,102.22	95.00	51.05	(10.10)	135.95	1,031.19	966.27	
FY 2010-11	692.24	433.94	-	1,126.19	54.87	40.13	-	95.00	637.37	1,031.19	
FY 2009-10	655.69	42.27	(5.72)	692.24	23.81	31.33	(0.27)	54.87	631.88	637.37	
Office Machinery											
FY 2013-14	405.24	73.96	(2.16)	477.04	319.79	33.84	(2.16)	351.48	85.44	125.66	
FY 2012-13	1,440.61	22.44	(1,057.82)	405.24	589.25	32.07	(301.53)	319.79	851.36	85.44	
FY 2011-12	1,123.00	329.21	(11.60)	1,440.61	460.60	131.72	(3.06)	589.25	662.40	851.36	
FY 2010-11	860.07	263.34	(0.40)	1,123.00	323.95	136.76	(0.11)	460.60	536.12	662.40	
FY 2009-10	618.46	242.38	(0.78)	860.07	213.01	111.01	(0.07)	323.95	405.45	536.12	
Furniture & Fixtures											
FY 2013-14	55.63	16.86	-	72.49	19.54	3.98	-	23.52	36.09	48.97	
FY 2012-13	333.31	2.28	(279.96)	55.63	51.79	3.19	(35.44)	19.54	281.52	36.09	
FY 2011-12	274.84	61.22	(2.74)	333.31	33.05	19.04	(0.30)	51.79	241.79	281.52	
FY 2010-11	172.10	102.74	-	274.84	19.14	13.91	-	33.05	152.96	241.79	
FY 2009-10	101.31	72.80	-	174.11	11.14	10.02	-	21.16	90.17	152.96	
Vehicles											
FY 2013-14	517.90	56.52	(52.34)	522.07	255.39	45.15	(31.78)	268.76	262.50	253.32	
FY 2012-13	576.68	-	(58.78)	517.90	215.39	47.47	(7.46)	255.39	361.29	262.50	
FY 2011-12	528.59	78.58	(30.49)	576.68	178.36	48.74	(11.71)	215.39	350.24	361.29	
FY 2010-11	424.86	106.37	(2.64)	528.59	137.86	42.55	(2.06)	178.36	287.00	350.24	
FY 2009-10	423.40	22.83	(21.37)	424.86	112.82	37.47	(12.43)	137.86	310.58	287.00	
Library Books											
FY 2013-14	-		-	-	0.00	-	(0.00)	0.00	(0.00)	(0.00)	
FY 2012-13	9.24	-	(9.24)	-	3.69	-	(3.69)	0.00	5.55	(0.00)	
FY 2011-12	7.45	1.79	-	9.24	2.14	1.56	-	3.69	5.31	5.55	
FY 2010-11	5.28	2.17	-	7.45	0.94	1.20	-	2.14	4.34	5.31	
FY 2009-10	1.86	3.42	-	5.28	0.19	0.75	-	0.94	1.87	4.34	

Total Tangible Assets										
FY 2013-14	4,810.34	147.92	(54.50)	4,903.76	783.17	135.54	(33.94)	884.77	4,027.17	4,018.99
FY 2012-13	18,051.41	29.17	(13,270.24)	4,810.34	1,281.78	135.21	(633.83)	783.16	16,769.63	4,027.18
FY 2011-12	14,812.52	3,386.64	(147.76)	18,051.41	906.47	400.48	(25.17)	1,281.79	13,906.05	16,769.63
FY 2010-11	6,691.79	8,123.77	(3.04)	14,812.52	584.99	323.65	(2.17)	906.48	6,106.80	13,906.05
FY 2009-10	5,762.43	383.71	(27.86)	6,118.27	387.19	212.59	(12.77)	587.02	5,375.24	5,531.26
12 Intangible Fixed Assets										
	Gross carrying amount at beginning of reporting period	Additions during reporting period	Disposals during reporting period	Gross carrying amount at end of reporting period	Accumulated amortisation beginning of reporting period	Amortisation for reporting period	Amortisation on disposals during reporting period	Accumulated amortisation at end of reporting period	Net carrying amount at beginning of reporting period	Net carrying amount at end of reporting period
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs
Computer software										
FY 2013-14	87.24	20.23	-	107.47	69.44	9.92	-	79.36	17.80	28.11
FY 2012-13	322.31	1.25	(236.32)	87.24	151.96	7.85	(90.37)	69.44	170.35	17.80
FY 2011-12	290.31	32.00	-	322.31	112.10	39.86	-	151.96	178.21	170.35
FY 2010-11	247.91	42.40	-	290.31	73.53	38.56	-	112.10	174.38	178.21
FY 2009-10	143.47	104.44	-	247.91	45.63	27.90	-	73.53	97.83	174.38
Curriculum & Courseware										
FY 2013-14	0.00	-	-	0.00	0.00	-	-	0.00	0.00	0.00
FY 2012-13	376.52	-	(376.52)	0.00	186.51	-	(186.51)	0.00	190.01	0.00
FY 2011-12	376.52	-	-	376.52	132.70	53.80	-	186.51	243.81	190.01
FY 2010-11	376.52	-	-	376.52	78.90	53.80	-	132.70	297.62	243.81
FY 2009-10	351.34	25.18	-	376.52	25.10	53.80	-	78.90	326.24	297.62
License Fees										
FY 2013-14	(0.00)	-	-	(0.00)	(0.00)	-	-	(0.00)	0.00	0.00
FY 2012-13	722.08	-	(722.08)	(0.00)	333.74	-	(333.74)	(0.00)	388.34	0.00
FY 2011-12	722.08	-	-	722.08	230.55	103.19	-	333.74	491.53	388.34
FY 2010-11	722.08	-	-	722.08	127.37	103.19	-	230.55	594.71	491.53
FY 2009-10	338.53	383.55	-	722.08	24.18	103.19	-	127.37	314.35	594.71
Website development expenses										
FY 2013-14	-	-	-	-	-	-	-	-	-	-
FY 2012-13	5.06	-	(5.06)	-	1.31	-	(1.31)	-	3.74	-
FY 2011-12	5.06	-	-	5.06	0.59	0.72	-	1.31	4.46	3.74
FY 2010-11	-	5.06	-	5.06	-	0.59	-	0.59	-	4.46
FY 2009-10	-	-	-	-	-	-	-	-	-	-
Total Intangible Assets										
FY 2013-14	87.24	20.23	-	107.47	69.44	9.92	-	79.36	17.80	28.11
FY 2012-13	1,425.97	1.25	(1,339.97)	87.24	673.52	7.85	(611.93)	69.44	752.45	17.80
FY 2011-12	1,393.96	32.00	-	1,425.97	475.94	197.57	-	673.52	918.02	752.45
FY 2010-11	1,346.50	47.46	-	1,393.96	279.80	196.15	-	475.94	1,066.71	918.02
FY 2009-10	833.34	513.17	-	1,346.50	94.91	184.89	-	279.80	738.43	1,066.71

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities as at

13 Non-current investments

	31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
a Investments in Equity Instruments					
i Associates	82.92	-			
ii Cooperative banks	11.64	-			
b Investments in debentures or bonds					1,348.25
i Joint ventures		-			
c Other non-current investments in cooperative banks		11.64	11.64	6.63	6.63
d Other Non Current Investment in Unlisted Companies		95.00	-		

Total at the end of the reporting period

94.56 106.64 11.64 6.63 1,354.88

Additional Disclosures

a Investments carried at other than at cost and	Nil	Nil	Nil	Nil	Nil
b Aggregate amount of quoted investments	Nil	Nil	Nil	Nil	Nil
c Market value of quoted investments	Nil	Nil	Nil	Nil	Nil
d Aggregate amount of unquoted investments;	94.56	106.64	11.64	6.63	1,354.88
e Aggregate provision for diminution in value of investments	Nil	Nil	Nil	Nil	Nil

14 Other non-current assets

a Deposits	131.98	197.78	173.51	158.34	107.49
Total at the end of the reporting period	131.98	197.78	173.51	158.34	107.49

15 Inventories

a Construction materials	485.33	109.48	78.61	134.45	202.29
b Work-in-progress	1,34,697.52	1,14,282.31	94,448.00	85,724.35	97,635.30
c Finished tenements	2,135.41	2,113.30	5,559.64	14,971.10	4,269.72
d Stock-in-trade (in respect of goods acquired for trading)	-	-	-	-	-
e Stationary Stock on Hand	-	-	8.55	10.44	11.41
Total at the end of the reporting period	1,37,318.26	1,16,505.09	1,00,094.79	1,00,840.34	1,02,116.72

Mode of valuation: See Note 2.4

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities as at		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
16 Trade Receivables						
a Receivables outstanding for less than six months	i Unsecured considered good	775.54	1,012.69	1,767.85	2,553.21	2,645.11
b Receivables outstanding for a period exceeding six months	i Unsecured considered good	297.30	276.50	19.62	55.11	66.50
Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member		Nil	Nil	Nil	Nil	Nil
Total at the end of the reporting period		1,072.84	1,289.19	1,787.47	2,608.32	2,711.61
17 Cash and cash equivalents						
a Balances with banks	i Earmarked balances with banks	768.83	1,214.66	873.22	1,096.30	268.87
	ii Current a/c balances with bank	2,342.80	960.32	518.01	1,959.31	1,895.39
	iii Balances with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments	732.56	82.00	11.66	11.00	
	iv Bank deposits with less than 12 months maturity	94.71	55.20	-	-	
	Repatriation restrictions in respect of cash and bank balances		-	-	-	
	v Bank deposits with more than 12 months maturity		331.69	253.76	171.21	3.29
	vi Interest accrued on FD	89.12	-	-	-	
b Cash on hand		7.34	486.57	13.71	14.41	25.72
c Others						
Total at the end of the reporting period		4,035.35	3,130.44	1,670.35	3,252.23	2,193.27
18 Short-term loans, advances and deposits						
a Advances to related parties	i Unsecured, considered good	122.78	-	263.00	389.12	80.85
b Others	i Unsecured, considered good	2,666.43	1,272.95	2,263.77	404.95	349.44
Loans and advances due by directors or other officers of the company or any of them either severally or jointly with any other person or amounts due by firms or private companies respectively in which any director is a partner or a director or a member		122.78	5,611.95	5,459.35	3,420.20	1,380.89
Total at the end of the reporting period		2,789.21	1,272.95	2,526.77	794.07	430.29

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities as at		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
19 Other current assets						
Advance Tax & TDS		6,263.24	5,229.53	4,549.68	3,889.36	2,782.95
Miscellaneous expenses not written off			-	-	227.23	
Balance b/d			-	-	(227.23)	454.45
Less: Misellaneous expenses written off			-	-		(227.23)
Cenvat Credit		65.74	25.94	-	-	-
Total at the end of the reporting period		6,328.98	5,255.47	4,549.68	3,889.36	3,010.17
20 Contingent Liabilities not provided for:						
1 Guarantee is respect of secured loans obtained by subsidiary		10,000.00	10,000.00	10,000.00	10,884.00	10,884.00
Balance of secured loans as at end of year		9,374.78	9,930.71	10,223.94	10,124.27	8,510.06
2 Guarantee to Pune Municipal Corporation		689.64	600.00	-	-	
3 Tax Matters under appeal**		1,357.87	753.46	425.13	446.63	748.83
4 Cases filed against the Company		600.60	638.34	720.15	721.06	796.64
5 Bills discounted by the Company's suppliers		-	-	-	500.00	500.00
Balance as at end of year		-	-	-	497.90	497.96
Total at the end of the reporting period		12,022.88	11,922.51	11,369.22	11,789.86	10,553.49

** Income tax demands comprise demand from the Indian tax authorities for payment of additional tax upon completion of their tax review for the financial years 2004-05, 2005-06, 2006-07, 2007-08, 2008-09, 2009-10, 2010-11 and 2011-12. The tax demands are mainly on account of disallowance of a portion of the tax holiday claimed by the company under the Income tax Act. The matter is pending before the Commissioner of Income tax (Appeals) / Income Tax Appellate Tribunal / High Court of Judicature at Mumbai. The company is contesting the demands and the management, including its tax advisors, believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company's financial position and results of operations. The Company has however deposited Rs 903.53 lacs against these disputed tax demands.

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Profit and Loss

Statement for the year ended

		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
21	Revenue from Operations					
	Revenue from					
a	Company other than a finance company					
A	Sale of products					
i	Sales of Tenements	2,636.21	6,690.85	14,815.88	22,025.27	17,965.61
ii	Sale of Land & Development Rights	41.08	2,677.29	473.96	7,164.82	3,041.45
						17,857.33
B	Sale of services					
i	Contract receipts		-	-	982.84	608.05
ii	Labour charges		-	180.39	34.65	109.99
iii	Designing Charges		-	-	14.71	41.88
iv	Rent	156.77	156.77	150.12	3.78	184.17
C	Educational Fees		-		2,043.21	-
D	Other operating revenues					
i	Income from subsidiaries		29.14	-	37.62	19.02
ii	Sale of RMC		-	154.63	183.76	656.55
iii	Misc Receipts (Flatholders)	3.10		656.55	573.12	610.74
iv	Other-sales	64.52	67.62			1,469.25
	Total at the end of the reporting period		2,901.68	7,498.70	20,741.26	25,614.26
						24,088.35
22	Increase / (Decrease) in inventories of finished tenements and work-in-progress					
a	Finished tenements					
Closing		2,135.41	2,113.30	5,559.64	14,971.10	4,269.72
Less: Opening		(2,113.30)	22.11	(5,559.64)	(3,446.34)	(14,971.10)
b	Work-in-Progress			-	(9,411.46)	(4,269.72)
Closing		1,34,673.88	1,14,258.67	94,424.36	86,205.57	97,534.46
Less: Opening		(1,14,258.67)	20,415.21	(94,424.36)	19,834.31	(85,610.90)
	Total at the end of the reporting period		20,437.32	16,387.97	(598.00)	(3,816.06)
						(7,239.31)
23	Other Income					
a	Bank Interest		118.73	140.97	104.42	79.79
b	Other Interest		13.69	98.88	47.24	7.37
c	Foreign Exchange Difference		-	-	-	-
d	Commission Received		-	-	-	-
e	Book Profit on Sale of Mutual Fund		1.22	16.43	-	-
f	Sundry creditors A/c written back		27.90	19.50	40.76	40.41
g	Other Receipts		9.70	69.35	-	18.22
h	Interest on IT refund		10.89	-	-	-
	Total at the end of the reporting period		163.01	338.33	187.59	168.33
						58.48

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Profit and Loss

Statement for the year ended		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
24	Land & / or Development expenses					
a	Land & Development Rights	1,384.34	5,492.58	1,187.63	1,704.98	997.93
b	Sub-Contractors' Charges (Including Material)	4,279.68	4,640.58	4,935.78	5,276.91	4,072.45
c	Other Development Expenses	11,059.44	8,099.24	7,291.62	7,473.37	3,900.72
Total at the end of the reporting period		16,723.45	18,232.40	13,415.03	14,455.26	8,971.10
25	Office & administration expenses					
a	Professional Fees 194J	164.01	125.62	377.14	175.41	138.02
b	Postage, Telephone & Telegram	56.42	44.89	64.26	55.75	60.68
c	Rent	196.70	166.26	225.86	192.34	147.72
d	Rates & Taxes	0.59	39.76	148.34	-	27.11
e	Repairs & Maintenance	62.96	58.33	63.87	114.35	43.86
f	Printing & Stationery	34.77	27.26	35.02	77.99	59.98
g	Legal Charges	10.48	31.43	81.78	45.94	23.94
h	Conveyance	98.09	92.55	291.39	72.24	50.48
i	Electricity Charges	38.38	47.79	19.84	222.20	71.16
j	Office Expenses	27.17	19.17	6.66	22.12	16.54
k	Subscription	4.35	5.72	10.91	14.70	43.02
l	Insurance	3.45	5.03		50.38	9.93
m	Audit Fees					
	Internal Audit Fees	1.23	0.51	5.72	4.94	
	Company Audit Fees	6.79	5.95	6.30	9.41	8.36
	Tax Audit Fees	1.22	9.24	1.22	7.69	0.97
n	Canteen Expenses					
o	Security Charges	0.59	-	8.19		
p	Other administrative expenses	50.53	26.57	73.98		
q	Inspection Charges	0.24				
r	Land scaping charges	3.24				
s	Profession tax	0.03				
t	Registration fees	0.01				
Total at the end of the reporting period		761.23	698.06	1,552.39	1,258.89	931.49
26	Educational expenses					
a	Royalty	-	-	163.11	130.40	65.25
b	Students' expenses	-	-	75.45	78.32	10.05
c	Hostel expenses	-	-	-	238.56	0.45
d	Miscellaneous expenses,					
Total at the end of the reporting period		-	-	238.56	209.17	82.24

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Profit and Loss

Statement for the year ended	31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
27 Employee Benefits Expense					
a Salaries, Wages, Bonus etc.	757.20	661.23	1,844.98	1,527.30	1,283.13
b Contribution to Provident & Other Funds	46.60	46.18	56.56	50.68	35.40
c Directors' Remuneration	302.88	269.03	281.61	225.46	215.67
d Staff Welfare	87.21	53.96	70.53	37.68	22.20
e Directors' Sitting Fees	3.55	2.75	2.88	2.58	3.30
f Recruitment Charges	0.43	0.64	5.16	3.95	3.61
Total at the end of the reporting period	1,197.87	1,033.80	2,261.72	1,847.66	1,563.30
28 Selling expenses					
a Advertisement	407.96	431.24	699.07	777.26	774.32
b Sales Promotion	70.57	125.04	164.27	168.63	49.65
c Domestic Travel Expenses	68.15	51.40	155.79	74.24	82.36
d Foreign Travel Expenses	76.26	38.64	44.48	125.08	63.83
e Domestic Exhibition Expenses		71.77	86.07	97.53	99.89
f Foreign Exhibition Expenses	94.02	3.00	74.14	14.44	4.74
g Brokerage		198.14	0.99	94.77	1.14
h Donations	60.01	2.51	10.51	11.88	1.36
i Entertainment Expenses		-	14.73	18.82	32.47
j Miscellaneous Balances w/off		-	1.48	26.52	0.41
k Other Selling Expenses	20.90	18.07	134.46	57.71	80.71
l Corporate Social Responsibility	0.70				
Total at the end of the reporting period	798.57	-	939.81	1,386.00	1,466.86
29 Finance Costs					
a Interest on Deposits & Loans	586.01	453.64	455.04	526.20	1,695.73
b Interest to Financial Institutions	155.35	249.93	111.73	290.52	-
c Interest to Banks	70.79	132.94	700.36		280.35
d Bank charges and commission			-		-
e Interest on Vehicle Loans			-	6.21	15.22
f Processing Fees			-		-
g Other Financial Expenses	194.38	115.93	73.70	249.61	-
h Interest on TDS				31.50	-
i Brokerage for Fixed Deposit					52.09
Total at the end of the reporting period	1,006.53	-	952.45	1,340.83	2,043.39
30 Depreciation and amortization expense					
a Depreciation expense	135.54	135.21	400.48	323.65	212.59
b Amortization expense	9.92	7.85	197.57	196.15	184.89
Total at the end of the reporting period	145.46	-	143.06	598.05	397.48

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Profit and Loss

Statement for the year ended	31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
31 Other expenses					
Sundry Expenses		-	10.71		
Miscellaneous expenses written off				227.23	227.23
(Profit) / Loss on Sale of Assets	9.80				
Total at the end of the reporting period	9.80	-	10.71	227.23	227.23
32 Items of exceptional nature					
Foreign Exchange Difference	(15.99)	179.18	323.03	(50.99)	(301.03)
Inventory Write-down Loss					(978.79)
Total at the end of the reporting period	(15.99)	-	179.18	323.03	(50.99)
33 Earnings Per Share (EPS):					
Earnings per share is calculated in accordance with the AS 20					
Particulars					
Profit after tax (')	1,572.43	-	1,403.79	44.16	754.05
Weighted Average Number of Equity shares	258.01	258.01	258.01	258.01	258.01
Nominal Value of Equity Share (')	10.00	10.00	10.00	10.00	10.00
Basic and Diluted Earnings Per Share (')	6.09	5.44	0.17	2.92	0.31
34 Related party disclosures					
A Names of related parties and related party relationship					
1 Related parties where control exists					
Subsidiaries	1 DSK Developers Corporation				
	2 DSK Township Projects Private Ltd (Formerly known as DSK SEZ Projects (Pune) Private Ltd.)				
	3 DSK Southern Projects Pvt. Ltd.				
	4 DSK Global Education and Research P. Ltd.				
Joint Venture	1 DSK Tricone Infrastructure and Constructions Ltd.				
	2 DSK Southern Projects Pvt. Ltd.				
Step-down subsidiaries	1 DSK Woods LLC				
	2 DSK Global Education and Research (Singapore) Pte. Ltd.				
Key management personnel	Mr. D. S. Kulkarni				
	Mrs J D Kulkarni				
	Mr. S D Kulkarni				
	Mrs. Tanvi S Kulkarni				
Relatives of key management personnel	Mrs Hemanti D Kulkarni				
	Mr.Amit Deepak Kulkarni				
	Mrs.Ashwini Sanjay Deshpande				
	Mr.Makarand S. Kulkarni				
Enterprises owned or significantly influenced by key management personnel or their relatives	1 Ambiance Ventures Estates & Developers Pvt. Ltd.				
	2 Amit & Company				
	3 Ascent Promoters & Developers Private Limited				
	4 Crystal Promoters & Developers Private Limited				
	5 Chandradeep Promoters & Developers Private Limited				

D. S. Kulkarni Developers Ltd.					
Notes to the Consolidated Profit and Loss					
Statement for the year ended		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs
6	D.S.Kulkarni & Associates				
7	D.S.Kulkarni & Company				
8	D.S.Kulkarni & Brothers				
9	D.S.Kulkarni & Sons				
10	D. S. Kulkarni Constructions Pvt. Ltd.				
11	DSK Digital Technologies Private Limited				
12	DSK Infotech Private Limited				
13	DSK Milktronics Private Limited				
14	DSK Motors Limited				
15	DSK Mototrucks Private Limited				
16	DSK Motowheels Private Limited				
17	DSK Prabhu Granite LLP				
18	DSK Sales & Services				
19	DSK Tricone Infrastructure and Construction Ltd.				
20	DSK Worldman Projects Pvt Ltd (Formerly known as DSK Worldman Computers Pvt. Ltd.)				
21	DSk Entertainment LLC, USA				
22	Fairyland Promoters & Developers Private Limited				
23	Gharkul				
24	Greengold Farms & Forests Pvt. Ltd				
25	Growrich Agroforestry Private Limited				
26	Hexagon Capital Services Private Limited				
27	Holyland Agroforestry Private Limited				
28	Mangesh Agencies				
29	Mangesh Enterprises				
30	Mangesh Sales Corporation				
31	Sapphire Promoters & Developers Private Limited				
32	Shri Saptashrungi Oil Mills Pvt. Ltd.				
33	Telesmell				
34	Talisman Hospitality Services Pvt. Ltd.				
35	Forever Solar Power Project Pvt. Ltd.				
36	DSK & Co.				
37	DSK & Sons				
38	DSK Shivajians Football Club Pvt. Ltd.				
39	Calcutta Boarding House				
40	Hassonji & Co.				
41	Sanjeevani Developers				
42	Quantam Analitical Data System				

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Profit and Loss

Statement for the year ended		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
2 Related party transactions						
1 Equity Contribution						
H D Kulkarni		489.73	489.73	489.73	489.73	489.73
D S Kulkarni		540.83	451.10	385.24	278.14	278.14
S D Kulkarni		152.00	152.00	152.00	152.00	152.00
Sub total		1,182.56	1,092.83	1,026.97	919.87	919.87
2 Advances / Deposits payable						
Ambiance Ventures Estates & Developers Pvt. Ltd.		658.99	605.74	596.58	-	
D S Kulkarni & Associates		11,100.00	13,020.65	11,404.40	11,738.88	
D S Kulkarni & Company		5,637.77	1,882.80	993.10	5,941.07	135.12
D.S.Kulkarni Constructions Pvt Ltd		14.43	14.43	14.43	14.43	
DSK Global Education and Research P. Ltd.			6.10	-	-	
DSK Township Projects Private Ltd.		-	145.24	-	-	
Hemanti D Kulkarni			387.70	14,433.85	8,908.61	
Mangesh Agencies					0.12	71.26
DSK Motowheels Private Limited					2.74	
Mrs Hemanti Deepak Kulkarni		462.65				7,135.49
DSK Entertainment,LLC		571.80				
Sub total		18,445.63	16,062.65	27,442.36	26,605.85	7,341.87
3 Deposits payable						
D S Kulkarni & Associates		0.50	0.50	0.50	-	
DSK Global Education and Research P. Ltd.		25.00	25.00	25.00	-	
Sub total		25.50	25.50	25.50	-	-
4 Trade payable						
DSK Digital Technologies Private Limited		-		0.03	-	0.07
DSK Motors Ltd		16.82	9.68	2.91	80.37	66.36
DSK Motowheels Private Limited		-	20.23	-	-	4.22
DSK Tricone Infrastructures & Const. Ltd		80.20	80.20	4.11	-	
Telesmell		0.08	-	0.01	-	
Amit & company					0.01	0.06
Calcutta Boarding House						2.69
DSK Infotech Pvt. Ltd.						0.20
DSK Worldman Projects Ltd.						0.36
Growrich Agroforestry Private Limited		17.31			2.98	4.75
Hexagon Capital Advisors Pvt Ltd.						0.45
Mr Shirish D Kulkarni		7.42				75.60
Mrs. H D Kulkarni		0.64				
Sub total		122.48	110.11	7.06	83.36	154.77

D. S. Kulkarni Developers Ltd.							
Notes to the Consolidated Profit and Loss Statement for the year ended		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs	
5	Investments at the year end						
	DSK Global Education & Research Pvt Ltd	82.92	95.00	-	-	-	
	DSK Southern Projects Pvt Ltd	-	-	-	-	-	1,348.25
	Sub total	82.92	95.00	-	-	-	1,348.25
6	Advances receivable						
	D S Kulkarni & Associates	90.88	-	75.91	25.00		
	DSK Motors Ltd	19.78	62.69	38.04	63.97		
	DSK Sales & Services	-	-	0.53	-		
	DSK Tricone Infrastructures & Const. Ltd	469.20	466.56	425.65	0.26		
	DSK Worldman Projects Pvt Ltd	28.83	12.18	0.18	-		
	Growrich Agroforestry Private Limited	-	-	415.16	-		
	Tanvi S Kulkarni	-	-	0.20			
	Chandradeep promoters & developers Pvt Ltd	-	-	-	28.15		
	Mangesh Agencies	-	-	-	191.97		
	Hassonji & co	-	-	-	0.77		
	D.S.Kulkarni & Co	-	-	-		18.24	
	Sanjeevni Developers	-	-	-		55.00	
	Sub total	608.69	541.43	955.67	310.12	73.24	
7	Deposits receivable						
	D S Kulkarni & Company	25.00	25.00	25.00	25.00		
	Mr Shirish D Kulkarni	14.00	14.00	14.00	-		
	Mrs. H D Kulkarni	1.50	1.50	-	-		
	D S Kulkarni & Associates	25.00	25.00	25.00	-		
	Sub total	65.50	65.50	64.00	25.00		
8	Trade receivable						
	DSK Global Education & Research Pvt Ltd	157.31	34.53	-	-		
	DSK Motors Ltd	3.32	3.32	2.57	-		
	D S Kulkarni & Associates	1.87	0.09	74.34	-		
	Gharkul	-	-	0.44	-		
	Shri Saptashrungi Oil Mills Pvt. Ltd.		1.09	-	-		
	D S Kulkarni & Associates					1.42	
	DSK Motors Ltd					95.53	
	DSK Sales & Services	1.81				0.26	
	Mr Shirish D Kulkarni		-	-		75.60	
	Quantam Analytical Data System		-	-		8.80	
	Sub total	164.31	39.03	77.35			181.61

D. S. Kulkarni Developers Ltd.						
Notes to the Consolidated Profit and Loss Statement for the year ended		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
9	Purchase of fixed assets					
	DSK Motors Ltd	56.52	-	25.43	28.05	13.96
	Amit & company		-	-	0.01	
	DSk Digital Technologies Pvt Ltd		-	-	5.96	
	Sub total	56.52	-	25.43	34.02	13.96
10	Sale of investments					
	Mrs Hemanti D Kulkarni	12.08	160.00	-	-	
	sub total	12.08	160.00	-	-	-
11	Additional investments					
	Mrs Hemanti Deepak Kulkarni			-	-	244.50
	sub total	-	-	-	-	244.50
12	Guarantees given					
	DSK Global Education & Research Pvt Ltd	10,000.00	10,000.00	-	-	
	sub total	10,000.00	10,000.00	-	-	-
TOTAL OF BALANCE SHEET ITEMS		30,766.19	28,192.05	29,624.34	27,978.22	10,278.06
PROFIT / LOSS ITEMS						
1	Sale of land					
	D S Kulkarni & Company	-	233.60	-	-	
	DSK Worldman Projects Pvt. Ltd.	-	240.37	-	0.14	
	sub total	-	473.96	-	0.14	
2	Sale of RMC					
	D S Kulkarni & Associates	1.78	-	199.55	8.15	1.42
	DSK Global Education & Research Pvt Ltd	-	19.13	-	-	
	DSK Motors Ltd	-	0.12	2.57	-	
	DSK Tricone Infrastructures & Const. Ltd	-	-	2.77	-	
	Gharkul	-	-	0.44	-	
	Shri Saptashrungi Oil Mills Pvt. Ltd.	-	1.09	-	173.45	
	Mr.S.D.Kulkarni				12.38	
	sub total	1.78	20.34	205.33	193.98	1.42
3	Services rendered					
	DSK Digital Technologies Pvt Ltd	-	-	0.47	-	
	DSK Motors Ltd	-	-	15.91	5.96	63.86
	DSK Sales & Services	1.85	-	0.27	-	
	DSK Tricone Infrastructures & Const. Ltd	-	-	6.02	-	
	DSK Worldman Projects Pvt. Ltd.	-	-	0.18	-	
	DSK infotech Pvt Ltd	-	-	-	0.57	0.85
	Mr Shirish D Kulkarni	-	-	-	-	84.00
	sub total	1.85	-	22.85	6.53	148.70

D. S. Kulkarni Developers Ltd.						
Notes to the Consolidated Profit and Loss						
Statement for the year ended		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
4	Interest Income					
	Growthich Agroforestry Private Limited	-	-	12.13	-	
	D.S.Kulkarni & Co	-	-	-		18.24
	sub total	-	-	12.13	-	18.24
5	Rent Income					
	DSK Global Education & Research Pvt Ltd	100.00	100.00	-		
	D S Kulkarni & Associates	1.35	1.35	1.32		
	DSK Infotech Pvt Ltd	-	-	1.74		
	DSK Motowheels Private Limited					4.70
	Growthich Agro Forestry Pvt Ltd					5.30
	sub total	101.35	101.35	3.06	-	10.00
6	Services availed					
	D S Kulkarni & Company		44.13	-	3.99	
	DSK Digital Technologies Pvt Ltd		0.02	0.04	1.88	
	DSK Motors Ltd	10.02	17.18	8.25	28.34	8.81
	DSK Motowheels Private Limited		20.64	-	3.05	
	DSK Tricone Infrastructures & Const. Ltd		-	744.94	-	
	Telesmell	0.21	0.17	0.04	-	
	Amit & company				0.07	0.88
	Calcutta Boarding House				1.62	3.37
	DSK Infotech Pvt Ltd				9.55	
	DSK worldman computers Pvt Ltd				0.02	
	Growthich Agroforestry Private Limited				3.43	
	Hexagon Capital Advisors Pvt Ltd				2.31	
	Mangesh Agencies				0.04	
	Hassonji & co				25.76	
	Hexagon Capital Advisors Pvt Ltd.					2.94
	DSK Global Education & Research Pvt Ltd	2.27				
	DSK Shivajians Football Club Pvt. Ltd.	40.82				
	sub total	53.32	82.14	753.27	80.06	16.00
7	Purchase of materials					
	Mangesh Agencies	-	-	-	2.26	76.16
	DSK Digital Technologies Pvt Ltd	-	-	-	1.36	0.07
	Hassonji & co	-	-	-	3.48	
	Mrs.Hemanti D. Kulkarni	-	-	-	0.69	
	sub total	-	-	-	7.79	76.23

D. S. Kulkarni Developers Ltd.					
Notes to the Consolidated Profit and Loss					
Statement for the year ended		31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs
8	Remuneration				
	Mr Deepak S Kulkarni	277.23	245.54	224.24	172.10
	Mr Shirish D Kulkarni	26.44	24.59	23.81	19.56
	Mrs Jyoti D Kulkarni (Upto 22.01.2012)		-	5.18	6.22
	Tanvi S Kulkarni		-	3.60	-
	Umesh N Tashildar		-	25.60	28.60
	Mr Kedar Vanjape		-	-	
	Mr Ashok Kolaskar		-	-	
	sub total	303.67	270.13	282.44	226.48
9	Sitting fees				
	Mr K K Taparia	0.80	0.50	0.58	0.45
	Mr Kharosekar R D	0.45	0.25	0.35	0.20
	Mr MKP Shetty	1.05	0.95	0.71	0.60
	Mr V C Joshi	1.25	1.05	1.14	0.75
	Dr. Vijaykumar Jagtap		-	0.10	0.58
	Mr Vijay Dixit		-		0.35
	sub total	3.55	2.75	2.88	2.58
10	Interest expense				
	Ambiance Ventures Estates & Developers Pvt. Ltd.	82.50	82.50	51.76	-
	D S Kulkarni & Associates	1,343.88	1,356.19	1,396.12	359.01
	D S Kulkarni & Company	504.88	171.56	31.02	701.64
	DSK Motowheels Pvt Ltd		23.91	-	
	DSK Entertainment,LLC	18.40			
	Mrs. H D Kulkarni	46.81			
	sub total	1,996.47	1,634.16	1,478.90	1,060.65
11	Rent expense				
	D S Kulkarni & Associates	40.45	40.45	39.71	33.09
	D S Kulkarni & Company	40.45	40.45	39.71	33.09
	Mr Shirish D Kulkarni	97.75	97.75	95.96	92.65
	Mrs. H D Kulkarni	8.33	7.61	-	-
	Growth Agroforestry Private Limited	19.11	-		
	sub total	206.09	186.27	175.38	158.83
TOTAL OF PROFIT / LOSS ITEMS		2,668.07	2,771.09	2,936.24	1,737.04
					490.45

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Profit and Loss

Statement for the year ended

31-Mar-14
₹ Lacs31-Mar-13
₹ Lacs31-Mar-12
₹ Lacs31-Mar-11
₹ Lacs31-Mar-10
₹ Lacs

CASH FLOW ITEMS

1 Advances received / recovered

Ambiance Ventures Estates & Developers Pvt. Ltd.

D S Kulkarni & Associates

919.86

460.97

550.00

2,084.62

11,467.87

D S Kulkarni & Company

15,842.87

14,007.77

10,542.70

26,993.18

1,028.72

DSK Global Education and Research P. Ltd.

0.18

-

-

DSK Sales & Services

0.53

-

0.02

DSK Tricone Infrastructures & Const. Ltd

59.32

297.16

Growrich Agroforestry Private Limited

0.69

416.08

1.21

Mangesh Agencies

-

384.18

733.83

1,679.78

Shirish D Kulkarni

-

87.85

798.58

Hemanti D Kulkarni

28.60

-

5,507.54

2,984.72

5,767.98

Mangesh Enterprises

-

60.00

Tanvi S Kulkarni

-

0.19

Chandradeep Promoters & developers

-

-

388.50

112.43

DSK Motors Ltd

50.00

-

-

22.35

DSK Motowheels Private Limited

-

-

107.93

DSK Worldman Computers Pvt Ltd

0.69

-

-

58.46

Holyland Agroforestry Private Limited

-

-

203.00

Mrs J D Kulkarni

-

-

582.71

Mr Deepak S Kulkarni

-

-

1.54

Mrs Ashwini Deshpande

-

-

1,081.47

Mrs Sai Kedar Vanjape

-

-

852.53

Sanjeevni Developers

-

-

50.00

Vastuvisharad Pro. & Dev. Pvt. Ltd.

-

-

495.24

Vastushilp Promoters & Developers Pvt Ltd

-

-

991.19

Shri Saptashrungi Oil Mills Pvt. Ltd.

1.09

-

-

DSK Entertainment,LLC

559.59

sub total

17,403.58

14,944.67

19,515.45

42,568.10

13,833.92

2 Advances given / repaid

Amit & Company

-

0.01

D S Kulkarni & Associates

1,329.08

111.44

3,933.84

134.57

D S Kulkarni & Company

12,596.41

12,235.91

15,557.42

22,197.59

162.60

DSK Global Education and Research P. Ltd.

38.16

71.62

-

DSK Motors Ltd

27.86

25.28

-

31.60

DSK Motowheels Pvt Ltd

20.23

1,108.61

-

89.68

DSK Tricone Infrastructures & Const. Ltd

-

16.22

290.15

DSK Worldman Projects Pvt Ltd

2.64

12.00

-

Growrich Agroforestry Private Limited

17.34

0.92

404.25

-

-

-

-

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Profit and Loss

Statement for the year ended	31-Mar-14 ₹ Lacs	31-Mar-13 ₹ Lacs	31-Mar-12 ₹ Lacs	31-Mar-11 ₹ Lacs	31-Mar-10 ₹ Lacs
Mangesh Agencies	-	-	192.21	1,117.77	
Hemanti D Kulkarni	-	-	370.00		404.75
Tanvi S Kulkarni	-	-	0.39		
Chandradeep Promoters & developers Pvt Ltd	-	-	-	416.65	90.13
DSK Digital Technologies P. Ltd.	-	-	-		2.10
DSK Durgamaya Developers Private Limited	-	-	-		5.10
DSK Infotech Pvt. Ltd.	-	-	-		
DSK Sales & Services	-	-	-		0.28
DSK Worldman Computers Pvt Ltd	-	-	-		60.59
Mrs J D Kulkarni	-	-	-		582.71
Mangesh Agencies	-	-	-		1,031.00
Mr Shirish D Kulkarni	-	-	-		812.58
Mrs Ashwini Deshpande	-	-	-		1,079.82
Mrs Sai Kedar Vanjape	-	-	-		852.53
Vastuvisharad Pro. & Dev. Pvt. Ltd.	-	-	-		176.75
Vastushilp Promoters & Developers Pvt Ltd	-				183.51
sub total	14,031.72	13,582.00	20,748.28	23,866.58	5,565.73
TOTAL OF CASH FLOW ITEMS	31,435.29	28,526.67	40,263.73	66,434.68	19,399.65
Grand Total	64,869.55	59,489.82	72,824.30	96,149.94	30,168.16

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Profit and Loss

Statement for the year ended

35 Disclosure for assets taken on lease as per AS 19:

The Company has entered into operating lease arrangements for office space at Pune, Mumbai, Chennai and Bangalore. There are no future minimum lease payments under non-cancellable operating leases as all the lease arrangements are cancellable at the option of lessee. Details of such leases are as follows:

Sr.	Landlord	Premises	Rent p.a.				
			FY 2013-14 ₹ Lacs	FY 2012-13 ₹ Lacs	FY 2011-12 ₹ Lacs	FY 2010-11 ₹ Lacs	FY 2009-10 ₹ Lacs
1	D S Kulkarni & Associates	Pune J M Rd. Office	36.00	36.00	36.00	30.00	30.00
2	D S Kulkarni & Company	Pune J M Rd. Office	36.00	36.00	36.00	30.00	30.00
3	Mrs. H D Kulkarni	Pune J M Rd. Office	7.41	7.20	6.18	3.50	-
4	Shirish D Kulkarni	Mumbai Office	87.00	87.00	87.00	84.00	76.16
5	Paramatma Tukaram Shinge	Pune Gultekdi Office	0.48	0.84	-	-	-
6	Rahalkar Anjali Ramesh	Narayan Peth, Pune	-	-	2.02	1.92	0.16
7	Hexagaon capital Advisors Pvt Ltd	Jayanagar, Bangalore	-	-	-	2.09	2.67
8	R. Geeta	Besant nagar, Cheenai	-	-	-	0.59	2.34
9	Growrich Agroforestry Private Limited	Gandharva Heights	18.00	-	-	-	-
Total			184.41	186.68	168.03	152.10	141.32

General description of the lessee's significant leasing arrangements:

Certain lease arrangements provide a clause for price escalation.

36 Disclosure for assets given on lease as per AS 19:

The company has given its land on operating lease to its erstwhile subsidiary, DSK Global Education & Research Pvt Ltd for a period of 99 years w.e.f 1st July 2008

		Gross Block as at 31-03-2014	Net block as at 31-03-2014	Gross Block as at 31-03-2013	Net block as at 31-03-2013	Gross Block as at 31-03-2012	Net block as at 31-03-2012	Gross Block as at 31-03-2011	Net block as at 31-03-2011	Gross Block as at 31-03-2010	Net block as at 31-03-2010
	Particulars of asset										
	Land (₹ Lacs)	2,592.03	2,592.03	2,592.03	2,592.03	2,592.03	2,592.03	2,592.03	2,592.03	2,592.03	2,592.03
	Future minimum lease payments receivable in respect of non-cancellable leases										
		2013-14		2012-13		2011-12		2010-11		2009-10	
		₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs	
	Due within one year from the Balance Sheet date	89.00		91		91		91		100	
	Due in the period between one year and five years	356.00		364		364		364		400	
	Due after five years	8,388.25		8,645		8,736		8,827		9,225	
	Total	8,833.25		9,100.00		9,191.00		9,282.00		9,725.00	

The Company has sub-leased part of its leased Mumbai Office as follows:

Sr.	Sub-lessee	Premises	Rent p.a.				
			2013-14 ₹ Lacs	2012-13 ₹ Lacs	2011-12 ₹ Lacs	2010-11 ₹ Lacs	2009-10 ₹ Lacs
1	D S Kulkarni & Associates	Mumbai Office (Part)	1.20	1.20	1.20	-	-
			1.20	1.20	1.20	-	-

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Profit and Loss

Statement for the year ended

The Company has not so far entered into any financial lease.

The company has given its land & Plant Machinery on operating lease to Mr.Nikhil Kulkarni for a period of 02 years w.e.f 1st Oct 2012

	Gross Block as at 31-03-2014	Net block as at 31-03-2014	Gross Block as at 31-03-2013	Net block as at 31-03-2013	Gross Block as at 31-03-2012	Net block as at 31-03-2012	Gross Block as at 31-03-2011	Net block as at 31-03-2011	Gross Block as at 31-03-2010	Net block as at 31-03-2010
Particulars of assets										
	₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs	
Land	2.88	2.88	2.88	2.88	2.88	2.88				
Plant & Machinery	392.20	322.88	392.20	343.15	392.20	363.41				
Total	395.09	325.76	395.08	346.03	395.08	366.29				
Future minimum lease payments receivable in respect of cancellable leases										
	₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs	
Due within one year from the Balance Sheet date	27.00		54.00		60.00		-		-	
Due in the period between one year to Two Year					57.42		-		-	
Due in the period between one year to One & half years			27.00		-		-		-	
	27.00		81.00		117.42		-		-	
Future minimum lease payments receivable in respect of non-cancellable leases										
	2013-14		2012-13		2011-12		2010-11		2009-10	
	₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs	
Due within one year from the Balance Sheet date	3.00		6.00							
Due in the period between one year and five years	-		3.00							
Due after five years	-									
Total	3.00		9.00		-		-		-	
The company has given its land (Fursungi) on operating lease to Nikhil Kulkarni and Company for a period of 1 year w.e.f 1st April 2013										
Sr	Lessee	Premises	From	To	Rent p.a.					
					₹ Lacs					
1	Nikhil Kulkarni & Company	Fursungi	01-Apr-13	31-Mar-14	6.00					
	Particulars of asset		Gross Block as at 31-03-2014	Net block as at 31-03-2014	Gross Block as at 31-03-2013	Net block as at 31-03-2013				
	Land (₹ Lacs)		130.00	130.00	-	-				

D. S. Kulkarni Developers Ltd.**Notes to the Consolidated Profit and Loss****Statement for the year ended**

The company has leased its Vehicle (MH 12 FU 1047) as follows:

Sr.	Lessee	Vehicle No	Rent p.a.			
			2013-14 ₹ Lacs	2012-13 ₹ Lacs	2011-12 ₹ Lacs	2010-11 ₹ Lacs
	Alex Madinier	MF 12 FU 1047	0.57			
37 Segment results: See Annexure						
As per our audit report of even date.						
For Gokhale, Tanksale & Ghatpande, Firm Registration No: 103277W Chartered Accountants						
S. M. Ghatpande Partner Membership No. 30462 Place: Pune Date: 10th July 2014						
		D. S. Kulkarni Chairman & Managing Director	V. C. Joshi (Director)		Amol Purandare (Company Secretary)	
			Place: Pune		Date: 10th July 2014	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
1	Long term borrowings						
a	Secured						
1)	Term loans						
	From banks						
i	Project term loans						
1	ICICI Bank Ltd						
	FY 2013-14	633.12	3,335.00	34.63		4,002.76	1
	FY 2012-13	3,943.90	831.00	49.92	-	4,824.82	
	FY 2011-12	-	3,297.37	18.97	-	3,316.34	
	FY 2010-11	3,222.25	1,489.10	26.09		4,737.43	
	FY 2009-10	-	-	-	-	-	
2	Bank Of Maharashtra						
	FY 2013-14	3,765.79	4,875.00	109.97	-	8,750.76	2
	FY 2012-13	3,813.00	3,300.00	78.04	-	7,191.04	
	FY 2011-12	1,629.64	-	19.75	-	1,649.38	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	345.00	3.60	-	348.60	
3	Central Bank of India						
	FY 2013-14	-	-	-	-	-	3
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	9,700.00	300.00	223.94	-	10,223.94	
	FY 2010-11	8,641.34	1,248.00	235.13	-	10,124.47	
	FY 2009-10	8,510.06	-	-	-	8,510.06	
4	Ist Constitution Bank						
	FY 2013-14	-	1,252.65	17.89	-	1,270.54	4
	FY 2012-13	-	644.12	4.44	-	648.56	
	FY 2011-12	-	1,525.24	10.51	-	1,535.74	
	FY 2010-11	-	1,197.29	8.93	-	1,206.22	
	FY 2009-10	-	1,683.72	-	-	1,683.72	
5	Bank of Baroda						
	FY 2013-14	-	-	-	-	-	5
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	524.67	7.71	-	532.37	
	FY 2009-10	150.74	175.50	1.12	-	327.36	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
6	IDBI					-	6
	FY 2013-14					-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	568.31	-	-	568.31	
	FY 2009-10	-	-	-	-	-	
7	Indian Overseas Bank					-	7
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	2,049.70	23.25	-	2,072.95	
8	Syndicate Bank					-	8
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	3,129.43	29.72	-	3,159.15	
9	CBI - DSK SEZ TLOPS-5(3062370728)					-	9
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	7,000.03	81.34	-	7,081.37	
10	ICICI HFC LOAN A/c No.-CHPUN00000818735					-	10
	FY 2013-14	6,000.00	-	45.68	-	6,045.68	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
	Total FY 2013-14	10,398.91	9,462.65	208.17	-	20,069.74	
	Total FY 2012-13	7,756.90	4,775.12	132.40	-	12,664.42	
	Total FY 2011-12	11,329.64	5,122.61	273.16	-	16,725.40	
	Total FY 2010-11	11,863.58	5,027.37	277.86	-	17,168.81	
	Total FY 2009-10	8,660.80	14,383.38	139.03	-	23,183.20	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref				
			₹ Lacs	₹ Lacs						
ii Financial Institutions										
i Equipment Term Loans										
1 Srei Equipment Finance Pvt. Ltd.										
FY 2013-14	1,887.88	1,636.81	-	-	3,524.69	11				
FY 2012-13	3,513.58	2,258.23	-	-	5,771.81					
FY 2011-12	1,704.57	1,125.66	-	-	2,830.23					
FY 2010-11	-	133.82	-	-	133.82					
FY 2009-10	133.82	106.31	3.61	-	243.74					
2 Reliance Capital Ltd										
FY 2013-14	49.24	270.04	-	-	319.28	12				
FY 2012-13	59.48	199.10	-	-	258.57					
FY 2011-12	118.57	230.10	-	-	348.67					
FY 2010-11	16.11	173.04	-	-	189.16					
FY 2009-10	169.46	193.67	-	-	363.14					
3 Reliance Consumer Finance Pvt. Ltd.										
FY 2013-14	-	-	-	-	-	13				
FY 2012-13	-	-	-	-	-					
FY 2011-12	-	164.47	-	-	164.47					
FY 2010-11	164.47	338.92	-	-	503.40					
FY 2009-10	-	-	-	-	-					
Total FY 2013-14	1,937.12	1,906.86	-	-	3,843.98					
Total FY 2012-13	3,573.05	2,457.33	-	-	6,030.38					
Total FY 2011-12	1,823.14	1,520.24	-	-	3,343.38					
Total FY 2010-11	180.59	645.78	-	-	826.37					
Total FY 2009-10	303.28	299.99	3.61	-	606.87					
iii Corporate Term Loans										
1 Dewan Housing Finance Corporation Ltd.										
FY 2013-14	-	-	-	-	-	14				
FY 2012-13	-	-	-	-	-					
FY 2011-12	934.88	346.80	0.08	-	1,281.76					
FY 2010-11	1,281.68	414.90	-	-	1,696.58					
FY 2009-10	663.91	261.09	0.41	-	925.41					

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
				₹ Lacs	₹ Lacs		
2	Dewan Housing Finance Corporation Ltd.						
FY 2013-14		-	-	-	-	-	15
FY 2012-13		-	-	-	-	-	
FY 2011-12		1,153.48	249.83	-	-	1,403.31	
FY 2010-11		1,403.31	196.69	-	-	1,600.00	
FY 2009-10		-	-	-	-	-	
3	Sangli Urban Cooperative Bank Ltd.						
FY 2013-14		332.11	61.83	4.90	-	398.84	16
FY 2012-13		393.16	52.77	5.54	-	451.47	
FY 2011-12		443.92	48.02	5.90	-	497.84	
FY 2010-11		-	-	-	-	-	
FY 2009-10		-	-	-	-	-	
4	Indiabulls financial Services Ltd						
FY 2013-14		-	-	-	-	-	17
FY 2012-13		-	-	-	-	-	
FY 2011-12		-	-	-	-	-	
FY 2010-11		-	2,856.56	-	-	2,856.56	
FY 2009-10		2,856.56	441.52	49.47	-	3,347.55	
5	Kotak Mahindra Bank Ltd. Loan A/c No.100000183						
FY 2013-14		1,926.95	410.05	(0.01)	-	2,336.99	18
FY 2012-13		-	-	-	-	-	
FY 2011-12		-	-	-	-	-	
FY 2010-11		-	-	-	-	-	
FY 2009-10		-	-	-	-	-	
6	Tata Capital Hsg.Fin.Ltd. - 9233425						
FY 2013-14		1,444.97	55.03			1,500.00	19
FY 2012-13		-	-	-	-	-	
FY 2011-12		-	-	-	-	-	
FY 2010-11		-	-	-	-	-	
FY 2009-10		-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
	Total FY 2013-14	3,704.02	526.92	4.89	-	4,235.83	
	Total FY 2012-13	393.16	52.77	5.54	-	451.47	
	Total FY 2011-12	2,532.27	644.65	5.98	-	3,182.91	
	Total FY 2010-11	2,684.99	3,468.15	-	-	6,153.14	
	Total FY 2009-10	3,520.48	702.60	49.88	-	4,272.96	
iv	Vehicle Term Loans						
1	Kotak Mahindra Prime. Ltd.						
	FY 2013-14	-	-	-	-	-	20
	FY 2012-13	-	1.83	-	-	1.83	
	FY 2011-12	23.09	23.40	1.81	-	48.29	
	FY 2010-11	12.33	12.16	(0.06)	-	24.43	
	FY 2009-10	12.71	6.76	-	-	19.47	
2	Tata Capital Ltd.						
	FY 2013-14	-	7.85	-	-	7.85	21
	FY 2012-13	7.85	26.00	-	-	33.85	
	FY 2011-12	33.85	31.99	-	-	65.84	
	FY 2010-11	41.93	22.32	(0.15)	-	64.10	
	FY 2009-10	-	-	-	-	-	
3	ICICI Bank						
	FY 2013-14	-	-	-	-	-	22
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	0.58	-	-	0.58	
	FY 2009-10	0.58	17.66	-	-	18.24	
4	Reliance Capital Ltd.						
	FY 2013-14	-	-	-	-	-	23
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	36.71	-	-	36.71	
5	Toyota Financial Services						
	FY 2013-14	18.70	11.84	-	-	30.54	24
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
	Total FY 2013-14	18.70	19.68	-	-	38.39	
	Total FY 2012-13	7.85	27.83	-	-	35.68	
	Total FY 2011-12	56.94	55.38	1.81	-	114.13	
	Total FY 2010-11	54.27	35.06	(0.22)	-	89.11	
	Total FY 2009-10	-	13.29	61.13	-	74.42	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
v Term Loans secured by pledge of promoters' shares						
RR Chokhani Stock Brokers Pvt. Ltd.						
FY 2013-14	-	-	-	-	-	25
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	200.00	-	-	200.00	
FY 2010-11	-	100.00	-	-	100.00	
FY 2009-10	-	-	-	-	-	
SKS Fincap Pvt. Ltd.						
FY 2013-14	-	200.00	-	-	200.00	26
FY 2012-13	-	200.00	-	-	200.00	
FY 2011-12	-	200.00	-	-	200.00	
FY 2010-11	-	200.00	-	-	200.00	
FY 2009-10	-	-	-	-	-	
Everest Flavours Pvt. Ltd.						
FY 2013-14	-	-	-	-	-	27
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	200.00	-	-	200.00	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
Pinkhem Investments Co. Pvt. Ltd.						
FY 2013-14	-	-	-	-	-	28
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	200.00	-	-	200.00	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
Napean Finvest Pvt. Ltd.						
FY 2013-14	-	-	-	-	-	29
FY 2012-13	-	500.00	-	-	500.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
			₹ Lacs	₹ Lacs		
Streamline Shipping Co.Pvt. Ltd.						
FY 2013-14	-	50.00	-	-	50.00	30
FY 2012-13	-	50.00	-	-	50.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
Hemilines Textiles Exports Pvt. Ltd.						
FY 2013-14	-	-	-	-	-	31
FY 2012-13	-	100.00	-	-	100.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
Gateway Leasing Pvt. Ltd.						
FY 2013-14	-	-	-	-	-	32
FY 2012-13	-	104.11	-	-	104.11	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
Wazir Financial Services Pvt. Ltd.						
FY 2013-14	-	-	-	-	-	33
FY 2012-13	-	100.00	-	-	100.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
Almighty Trade & Investment Pvt. Ltd.						
FY 2013-14	-	-	-	-	-	34
FY 2012-13	-	50.00	-	-	50.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
Dhruv Financial Services Pvt. Ltd.						
FY 2013-14	-	-	-	-	-	35
FY 2012-13	-	25.00	-	-	25.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
Sethi Developers Ltd						
FY 2013-14	-	-	-	-	-	36
FY 2012-13	-	25.00	-	-	25.00	
FY 2011-12	-	15.00	-	-	15.00	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
Blau-I Merchandising Pvt Ltd						
FY 2013-14	-	-	-	-	-	37
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	100.00	-	-	100.00	
FY 2009-10	-	-	-	-	-	
Indigo Flavours Pvt Ltd						
FY 2013-14	-	-	-	-	-	38
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	200.00	-	-	200.00	
FY 2009-10	-	-	-	-	-	
Sicom Ltd						
FY 2013-14	-	-	-	-	-	39
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	290.00	-	-	290.00	
FY 2009-10	-	290.00	-	-	290.00	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on due on	Interest accrued and due on	Total Amount	Ref
			borrowings	borrowings		
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
Sprite Investment Pvt Ltd						
FY 2013-14	-	-	-	-	-	40
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	200.00	-	-	200.00	
FY 2009-10	-	100.00	3.77	-	103.77	
Western India Garments Pvt Ltd						
FY 2013-14	-	-	-	-	-	41
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	200.00	-	-	200.00	
FY 2009-10	-	200.00	-	-	200.00	
Dhanlamxi Cotex Limited						
FY 2013-14	-	-	-	-	-	42
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	100.00	-	-	100.00	
Pam Pharmaceutical & Allied Machinery Co.Pvt.Ltd.						
FY 2013-14	-	-	-	-	-	43
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	100.00	-	-	100.00	
Penguin Exim (P) Limited .						
FY 2013-14	-	-	-	-	-	44
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	300.00	-	-	300.00	
Zenith Infotech Ltd.						
FY 2013-14	-	-	-	-	-	45
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	100.00	-	-	100.00	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
Total FY 2013-14	-	250.00	-	-	250.00	
Total FY 2012-13	-	1,154.11	-	-	1,154.11	
Total FY 2011-12	-	815.00	-	-	815.00	
Total FY 2010-11	-	1,290.00	-	-	1,290.00	
Total FY 2009-10	-	1,190.00	3.77	-	1,193.77	
Total Long Term Secured Loans FY 2013-14	16,058.76	12,166.11	213.06	-	28,437.93	
Total Long Term Secured Loans FY 2012-13	11,730.96	8,467.16	137.94	-	20,336.05	
Total Long Term Secured Loans FY 2011-12	15,741.99	8,157.88	280.95	-	24,180.82	
Total Long Term Secured Loans FY 2010-11	14,783.43	10,466.37	277.64	-	25,527.43	
Total Long Term Secured Loans FY 2009-10	12,497.85	16,637.09	196.29	-	29,331.23	
References:						
1	The primary security for ICICI Bank project loan is registered mortgage of specified present and future immovable properties. The collateral security is registered mortgage of specified present immovable properties and a charge on the receivables of specified projects. In addition, the project loan is secured by the personal guarantee of Mr. D.S.Kulkarni & Mr. Shirish D. Kulkarni.					
2	The primary security for the Bank of Maharashtra project loan is equitable mortgage of specified present and future immovable properties and hypothecation of project receivables. In addition, the project loan is secured by the personal guarantee of Mr. D.S.Kulkarni & Mrs. H.D.Kulkarni					
3	The term loan from CBI is primarily & collaterally secured by mortgage of specified immovable properties, hypothecation of specified movables, corporate guarantee of D S Kulkarni Developers Ltd. And personal guarantee of Mr. D S Kulkarni & Mrs. H. D. Kulkarni.					
4	The loan from 1st Constitution Bank New Jersey Branch is secured by a first mortgage lien on property known as Block 5.03 Lots 16 & 61, Schalks Crossing Road, Plainsboro Township, Middlesex County, New Jersey. Additional security provided by the Company includes fixtures, equipment, inventory, account, receivable and general intangibles; assignments of contracts, leases and rents. Mrs. H.D. Kulkarni and Mr. D.S. Kulkarni are the joint and severally liable guarantors for the repayment and performance of the terms and conditions of the said construction loan agreement.					
5	The primary security for Bank of Baroda project loan are secured by registered mortgage of specific immovable properties and are also secured by a hypothecation charge on the Company's movables at the respective sites.					
6	The primary security for IDBI a project loan are secured by registered mortgage of specific immovable properties and are also secured by a hypothecation charge on the Company's movables at the respective sites.					
7	The primary security for Indian Overseas Bank project loan are secured by registered mortgage of specific immovable properties and are also secured by a hypothecation charge on the Company's movables at the respective sites					

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
8	The primary security for Syndicate Bank project loan are secured by registered mortgage of specific immovable properties and are also secured by a hypothecation charge on the Company's movables at the respective sites						
9	The primary security for Central Bank of India project loan are secured by registered mortgage of specific immovable properties and are also secured by a hypothecation charge on the Company's movables at the respective sites						
10	The primary security for the ICICI HFC Ltd. project loan is registered mortgage of specified present and future immovable properties and hypothecation of project receivables. In addition, the project loan is secured by the personal guarantee of Mr. D.S.Kulkarni, Mr. S. D. Kulkarni & Mrs. H.D.Kulkarni						
11	The primary security for the several equipment term loans from Srei Equipment Finance Pvt. Ltd. is hypothecation of various construction equipments. The collateral security is registered mortgage of various immovable properties. In addition, these loans are secured by the personal guarantee of Mr. D.S.Kulkarni & Mr. S. D. Kulkarni.						
12	The primary security for the several equipment term loans from Reliance Capital Ltd. is hypothecation of various construction equipments. In addition, these loans are secured by the personal guarantee of Mr. D.S.Kulkarni						
13	The primary security for the several equipment term loans from Reliance Consumer Finance Pvt. Ltd. is hypothecation of various construction equipments. In addition, these loans are secured by the personal guarantee of Mr. D.S.Kulkarni						
14	There is no primary security for the corporate loan from Dewan Housing Finance Corporation Ltd . The collateral security is registered mortgage of various immovable properties. In addition, this loan is secured by the personal guarantee of Mrs. Hemanti D. Kulkarni.						
15	There is no primary security for the corporate loan from Dewan Housing Finance Corporation Ltd . The collateral security is registered mortgage of various immovable properties. In addition, this loan is secured by the personal guarantee of Mr. D.S.Kulkarni & Mr. Shirish D. Kulkarni.						
16	There is no primary security for the corporate loan from Sangli Urban Cooperative Bank Ltd. The collateral security is registered mortgage of specified present immovable properties. In addition, this loan is secured by the corporate guarantee of Growrich Agro Forestry Pvt. Ltd. & Chandradeep Promoters & Developers Pvt. Ltd.						
17	There is no primary security for the corporate loan from Indiabulls Financial Services Ltd.. The collateral security is registered mortgage of specified present immovable properties.						
18	There is no primary security for the corporate loan from Kotak Mahindra Bank Ltd. The collateral security is registered mortgage of specified present immovable properties.						
19	The primary security for the corporate loan from Tata Capital Housing Finance Ltd. is registered mortgage of specified immovable assets and a charge on receivables of specified projects. In addition, the co-applicants for this loan are M/s D S Kulkarni & Co., DSK Worldman Projects Ltd., Mr. D.S.Kulkarni, Ms V J Mudgal & Mrs. H.D.Kulkarni						
20	The vehicle term loan from Kotak Mahindra Prime Ltd. is secured by hypothecation of specific vehicles.						
21	The vehicle term loan from Tata Capital Ltd. is secured by hypothecation of specific vehicles.						
22	The vehicle term loan from ICICI Bank Ltd is secured by hypothecation of specific vehicles.						
23	The vehicle term loan from Reliance Capital Ltd is secured by hypothecation of specific vehicles.						
24	The vehicle term loan from Toyota Financial Service is secured by hypothecation of specific vehicles.						

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
			₹ Lacs	₹ Lacs	₹ Lacs	
25 The loan from RR Chokhani Stock Brokers Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
26 The loan from SKS Fincap Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
27 The loan from Everest Flavours Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
28 The loan from Pinkhem Investments Co. Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
29 The loan from Napean Finvest Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
30 The loan from Streamline Shipping Co.Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
31 The loan from Hemlines Textiles Exports Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
32 The loan from Gateway Leasing Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
33 The loan from Wazir Financial Services Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
34 The loan from Almighty Trade & Investment Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
35 The loan from Dhruv Financial Services Pvt. Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
36 The loan from Sethi Developers Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
37 The loan from Blau I Merchandising Pvt. Ltd is secured by pledge of Equity shares of the Company held by the Company's promoters.						
38 The loan from Indigo Flavours Pvt. Ltd is secured by pledge of Equity shares of the Company held by the Company's promoters.						
39 The loan from Sicom Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						
40 The loan from Sprite Investments Pvt. Ltd is secured by pledge of Equity shares of the Company held by the Company's promoters.						
41 The loan from Western India Garments Pvt. Ltd is secured by pledge of Equity shares of the Company held by the Company's promoters.						
42 The loan from Dhanlamxi Cotex Limited is secured by pledge of Equity shares of the Company held by the Company's promoters.						
43 The loan from Pam Pharmaceutical & Allied Machinery Co.Pvt.Ltd. is secured by pledge of Equity shares of the Company held by the Company's						
44 The loan from Penguin Exim (P) Limited is secured by pledge of Equity shares of the Company held by the Company's promoters.						
45 The loan from Zenith Infotech Ltd. is secured by pledge of Equity shares of the Company held by the Company's promoters.						

b Unsecured

- 1 Deferred payment liabilities.

i Deposits

Public

FY 2013-14	8,805.82	8,338.67	1,123.93	-	18,268.42
FY 2012-13	10,797.76	4,764.06	309.96	-	15,871.78
FY 2011-12	7,798.85	7,830.70	559.58	-	16,189.13
FY 2010-11	4,935.21	5,598.60	-	-	10,533.81
FY 2009-10	6,718.36	7,209.27	-	-	13,927.63

ii Others

FY 2013-14	15.02	-	-	-	15.02
FY 2012-13	13.60	-	0.41	-	14.01
FY 2011-12	12.79	-	0.36	-	13.15
FY 2010-11	14.38	-	-	-	14.38
FY 2009-10	-	-	-	-	-

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on due on borrowings	Interest accrued and not due on due on borrowings	Total Amount	Ref
			₹ Lacs	₹ Lacs		
iii Inter corporate deposits						
1 Aakarshan Housing Pvt Ltd						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	42.00	-	-	42.00	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
2 Ambiance Ventures Estate & Dev Pvt Ltd						
FY 2013-14	-	550.00	108.99	-	658.99	
FY 2012-13	-	550.00	55.74	-	605.74	
FY 2011-12	-	550.00	46.58	-	596.58	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
3 Chemo Pharma Laboratories Ltd						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	35.00	-	-	35.00	
FY 2011-12	-	84.00	-	-	84.00	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
4 Kaveri Impex Pvt Ltd						
FY 2013-14	-	100.00	-	-	100.00	
FY 2012-13	-	75.00	-	-	75.00	
FY 2011-12	-	8.00	-	-	8.00	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
5 Maroo Steel Pvt Ltd						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	6.00	-	-	6.00	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
				₹ Lacs	₹ Lacs		
6	Moonroik Finvest Pvt Ltd						
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	7.00	-	-	7.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
7	Niskam Trading Pvt Ltd						
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	6.00	-	-	6.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
8	Seksaria Industries Pvt. Ltd.						
	FY 2013-14	-	279.00	-	-	279.00	
	FY 2012-13	-	278.40	-	-	278.40	
	FY 2011-12	-	213.50	-	-	213.50	
	FY 2010-11	-	128.00	-	-	128.00	
	FY 2009-10	-	60.00	-	-	60.00	
9	Seksaria Trading Co. Pvt. Ltd.						
	FY 2013-14	-	8.00	-	-	8.00	
	FY 2012-13	-	5.00	-	-	5.00	
	FY 2011-12	-	3.00	-	-	3.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
10	Shri Krishna Rice & Oil Mills Pvt Ltd						
	FY 2013-14	-	14.00	-	-	14.00	
	FY 2012-13	-	12.00	-	-	12.00	
	FY 2011-12	-	16.00	-	-	16.00	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on due on borrowings	Interest accrued and on borrowings	Total Amount	Ref
			₹ Lacs	₹ Lacs	₹ Lacs	
11 DSK Motowheels Pvt Ltd						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	1,000.00	84.70	-	1,084.70	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
12 Tarshila Trading Pvt Ltd						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	7.00	-	-	7.00	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
13 Vastushilp Promoters & Developers Pvt Ltd						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	1,000.00	36.62	-	1,036.62	
FY 2011-12	-	1,000.00	84.70	-	1,084.70	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
14 Vastusiddhi Promoters & Developers Pvt Ltd						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	1,000.00	84.70	-	1,084.70	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
15 Vastuvisharad Promoters & Developers Pvt Ltd						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	735.25	62.27	-	797.52	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
			₹ Lacs	₹ Lacs		
16 Sundesha Properties Pvt.Ltd.						
FY 2013-14	-	6.00	-	-	6.00	
FY 2012-13	-	168.25	-	-	168.25	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
17 Sita Enterprises Ltd.						
FY 2013-14	-	2.00	-	-	2.00	
FY 2012-13	-	24.00	-	-	24.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
18 Rajgarhia Leasing & Financial Services Pvt.Ltd.						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	168.00	-	-	168.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
19 Pallav Marketing Pvt Ltd.						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	1.00	-	-	1.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
20 N. Vensimal Securities Ltd.						
FY 2013-14	-	7.50	-	-	7.50	
FY 2012-13	-	12.00	-	-	12.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
			₹ Lacs	₹ Lacs		
21 N. Vensimal Finlease Pvt Ltd						
FY 2013-14	-	4.50	-	-	4.50	
FY 2012-13	-	4.50	-	-	4.50	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
22 Iresco Electricals Pvt Ltd						
FY 2013-14	-	81.40	-	-	81.40	
FY 2012-13	-	64.50	-	-	64.50	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
23 Goyal Housing & Finance Ltd.						
FY 2013-14	-	23.70	-	-	23.70	
FY 2012-13	-	5.00	-	-	5.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
24 Gini Tex Pvt. Ltd.						
FY 2013-14	-	79.00	-	-	79.00	
FY 2012-13	-	70.00	-	-	70.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
25 Gini Silk Mills Ltd.						
FY 2013-14	-	129.00	-	-	129.00	
FY 2012-13	-	43.00	-	-	43.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
					₹ Lacs	
26 Coatings & Coatings Pvt. Ltd.						
FY 2013-14	-	33.60	-	-	33.60	
FY 2012-13	-	112.50	-	-	112.50	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
27 Bazari Exim Pvt Ltd.						
FY 2013-14	-	7.00	-	-	7.00	
FY 2012-13	-	33.00	-	-	33.00	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
28 Asiatic Gases Limited						
FY 2013-14	-	148.12	-	-	148.12	
FY 2012-13	-	128.05	-	-	128.05	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
29 Sunako Trading & Investments Pvt Ltd						
FY 2013-14	-	50.00	-	-	50.00	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	30.00	-	-	30.00	
FY 2009-10	-	100.00	-	-	100.00	
30 Sunako Chemo Industries Pvt Ltd						
FY 2013-14	-	60.00	-	-	60.00	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	70.00	-	-	70.00	
FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
			₹ Lacs	₹ Lacs		
31 Alok Properties Pvt Ltd						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	1.00	-	-	1.00	
FY 2009-10	-	-	-	-	-	
32 Bombay Mercantile & Leasing Co Ltd.	-	-	-	-		
FY 2013-14	-	75.50	-	-	75.50	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
33 Basant Stocktrade Pvt Ltd	-	-	-	-		
FY 2013-14	-	2.00	-	-	2.00	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
34 Networth Portfolio and Finance Pvt Ltd	-	-	-	-		
FY 2013-14	-	16.00	-	-	16.00	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
35 T. M. Printers Pvt Ltd						
FY 2013-14	-	7.00	-	-	7.00	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
			₹ Lacs	₹ Lacs		
36 Yashika Holdings Pvt Ltd						
FY 2013-14	-	6.00	-	-	6.00	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
37 N.K. Investment Pvt Ltd	-	-	-	-		
FY 2013-14	-	48.96	-	-	48.96	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
38 Sita Equity Pvt Ltd	-	-	-	-		
FY 2013-14	-	12.20	-	-	12.20	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
39 Sita Offers & Bourse Expertise Ltd						
FY 2013-14	-	49.50	-	-	49.50	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
40 Filmcity Finance Pvt Ltd						
FY 2013-14	-	40.00	-	-	40.00	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
							₹ Lacs
41	Sunshield Finvest Pvt Ltd	-	-	-	-	-	
	FY 2013-14	-	6.00	-	-	6.00	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	-	-	-	-	
42	Showman Pvt Ltd			6.00		6.00	
	FY 2013-14			6.00		6.00	
	FY 2012-13					-	
	FY 2011-12					-	
	FY 2010-11					-	
	FY 2009-10					-	
43	Tecil Chemicals and Hydro Power Ltd			119.00		119.00	
	FY 2013-14			119.00		119.00	
	FY 2012-13					-	
	FY 2011-12					-	
	FY 2010-11					-	
	FY 2009-10					-	
44	Vibrant Global Capital Ltd			125.00		125.00	
	FY 2013-14			125.00		125.00	
	FY 2012-13					-	
	FY 2011-12					-	
	FY 2010-11					-	
	FY 2009-10					-	
45	Vibrant Global Trading Pvt Ltd			91.00		91.00	
	FY 2013-14			91.00		91.00	
	FY 2012-13					-	
	FY 2011-12					-	
	FY 2010-11					-	
	FY 2009-10					-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
			₹ Lacs	₹ Lacs		
Total FY 2013-14	-	2,186.98	108.99	-	2,295.97	
Total FY 2012-13	-	2,789.20	92.76	-	2,881.55	
Total FY 2011-12	-	4,677.75	362.95	-	5,040.70	
Total FY 2010-11	-	229.00	-	-	229.00	
Total FY 2009-10	-	160.00	-	-	160.00	
iv Advances from Related Parties						
From Related parties other than Subsidiaries						
a DSK Global Education and Research P. Ltd.						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10		7,135.49	-	-	-	7,135.49
b DSK Southern						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10		1,748.25				1,748.25
c DSK TRICON						
FY 2013-14	-	-	-	-	-	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10		7.35				7.35
d Mrs. H D Kulkarni						
FY 2013-14		462.65	-	-	-	462.65
FY 2012-13		387.70	-	-	-	387.70
FY 2011-12		14,433.85	-	-	-	14,433.85
FY 2010-11		9,296.31	-	-	-	9,296.31
FY 2009-10		-	-	-	-	-

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
e DSK Entertainment LLP						
FY 2013-14	555.92	16.33			572.25	
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
Total FY 2013-14	1,018.57	16.33	-	-	1,034.90	
Total FY 2012-13	387.70	-	-	-	387.70	
Total FY 2011-12	14,433.85	-	-	-	14,433.85	
Total FY 2010-11	9,296.31	-	-	-	9,296.31	
Total FY 2009-10	8,891.09	-	-	-	8,891.09	
Total Long Term Unsecured Liabilities FY 2013-14	9,839.41	10,541.98	1,232.92	-	21,614.31	
Total Long Term Unsecured Liabilities FY 2012-13	11,199.06	7,553.26	403.13	-	19,155.05	
Total Long Term Unsecured Liabilities FY 2011-12	22,245.49	12,508.45	922.90	-	35,676.84	
Total Long Term Unsecured Liabilities FY 2010-11	14,245.91	5,827.60	-	-	20,073.51	
Total Long Term Unsecured Liabilities FY 2009-10	15,609.45	7,369.27	-	-	22,978.72	
2 Short term borrowings						
a Secured						
1) Loans repayable on demand						
i From banks						
1 Bank of Maharashtra Cash Credit						
FY 2013-14	-	1,245.75	26.89	-	1,272.64	46
FY 2012-13	-	1,124.21	19.86	-	1,144.07	
FY 2011-12	-	519.66	-	-	519.66	
FY 2010-11	-	(266.33)	-	-	(266.33)	
FY 2009-10	-	106.21	0.54	-	106.75	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
						₹ Lacs
2 The Kalyan Janata Sahakari Bank Ltd.						
FY 2013-14	-	358.05	4.77	-	362.82	47
FY 2012-13	-	459.21	5.78	-	464.99	
FY 2011-12	-	500.00	6.22	-	506.22	
FY 2010-11	-	497.90	-	-	497.90	
FY 2009-10	-	497.96	-	-	497.96	
3 Central Bank of India Demand Loan						
FY 2013-14	-	-	-	-	-	48
FY 2012-13	-	425.00	3.62	-	428.62	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	188.73	1.27	-	189.99	
4 Bank of Maharashtra FDOD						
FY 2013-14	-	275.00	2.29	-	277.29	49
FY 2012-13	-	271.80	2.43	-	274.23	
FY 2011-12	-	-	-	-	-	
FY 2010-11	-	-	-	-	-	
FY 2009-10	-	-	-	-	-	
5 Central Bank of India FDOD						
FY 2013-14	-	-	-	-	-	50
FY 2012-13	-	-	-	-	-	
FY 2011-12	-	371.70	12.40	-	384.10	
FY 2010-11	-	371.70	2.21	-	373.91	
FY 2009-10	-	-	-	-	-	
6 Syndicate Bank						
FY 2013-14	-	342.00	9.37	-	351.37	51
FY 2012-13	-	360.00	8.96	-	368.96	
FY 2011-12	-	316.53	9.19	-	325.72	
FY 2010-11	-	345.72	5.99	-	351.71	
FY 2009-10	-	-	-	-	-	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest accrued but not due on borrowings	Interest accrued and due on borrowings	Total Amount	Ref
				₹ Lacs	₹ Lacs		
7	BOM FCDL A/C 60053755770						
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	260.17	-	-	260.17	
	FY 2009-10	-	-	-	-	-	
8	IDBI Bank Ltd. A/C 126655100000754						
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	52
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	(1.93)	-	-	(1.93)	
	FY 2009-10	-	1,362.79	15.18	-	1,377.97	
9	Central Bank of India Demand Loan A/C DLDEP271						
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	212.40	1.27	-	213.67	
	FY 2009-10	-	-	-	-	-	
10	BOM - FCTL - A/c. No. 60041225340						
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	248.73	-	-	248.73	
11	IOB - FCTL Loan - A/c. No. 8/09 (Roll Over - 2)						
	FY 2013-14	-	-	-	-	-	53
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	1,929.06	10.18	-	1,939.24	

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Statement of Borrowings

Statement of Borrowings	Borrowings	Non-current maturity of the debt	Current maturity of the debts	Interest	Interest	Total Amount	Ref
				accrued but not due on borrowings	accrued and due on borrowings		
		₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	
12	IOB - FCTL Loan - A/c. No. 9/09 (Roll Over - 2)						
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	-	-	-	-	-	
	FY 2009-10	-	2,327.76	7.81	-	2,335.57	
13	Central Bank of India CC						
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	(4.71)	-	-	-	(4.71)	
	FY 2009-10	-	-	-	-	-	
14	Tricone CC						
	FY 2013-14	-	-	-	-	-	
	FY 2012-13	-	-	-	-	-	
	FY 2011-12	-	-	-	-	-	
	FY 2010-11	8.29	-	-	-	8.29	
	FY 2009-10	-	-	-	-	-	
Total Short Term Secured Loans FY 2013-14		-	2,220.80	43.32	-	2,264.12	
Total Short Term Secured Loans FY 2012-13		-	2,640.22	40.66	-	2,680.88	
Total Short Term Secured Loans FY 2011-12		-	1,707.89	27.80	-	1,735.70	
Total Short Term Secured Loans FY 2010-11		3.58	1,419.63	9.47	-	1,432.68	
Total Short Term Secured Loans FY 2009-10		-	6,661.24	34.98	-	6,696.21	

46 The primary security for the Bank of Maharashtra cash credit limit is hypothecation of stock and debtors of encumbrance free projects. The collateral security is by way of equitable mortgage of specified present immovable properties. In addition, this cash credit limit is secured by the personal guarantee of Mr. D.S.Kulkarni & Mrs. H. D. Kulkarni.

47 There is no primary security for the cash credit limit from Kalyan Janata Sahakari Bank Ltd. The collateral security is registered mortgage of certain immovable properties. In addition, this cash credit limit is secured by the personal guarantee of 1) Mr. D.S.Kulkarni & 2) Mrs. H.D.Kulkarni & Corporate Guarantee of M/s Saptashrungi Oil Mills Pvt. Ltd.

48 The demand loan from Central Bank of India is secured by pledge of term deposit receipts.

49 The overdraft from Bank of Maharashtra is secured by pledges of term deposit receipts.

50 The overdraft from Central Bank of India is secured by pledge of term deposit receipts.

51 The overdraft from Syndicate Bank is secured by pledge of term deposit receipts.

52 The overdraft from IDBI is secured by pledge of term deposit receipts

53 The overdraft from Indian Overseas Bank is secured by pledge of term deposit receipts.

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities			31-Mar-14	31-Mar-14	31-Mar-13	31-Mar-13	31-Mar-12	31-Mar-12	31-Mar-11	31-Mar-11	31-Mar-10	31-Mar-10
Statement of Investments			₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs		₹ Lacs	
Sr	Body corporate	Face Value per share	No of Shares	Carrying Value								
Non-current investments												
1	Other non-current investments: Shares in Cooperative banks											
i	Shree Sadguru Jangli Maharaj Sahakari Bank Ltd.	50	1000	0.50	1000	0.50	1000	0.50	1000	0.50	1000	0.50
ii	Janata Sahakari Bank Ltd.	100	10	0.01	10	0.01	10	0.01	10	0.01	10	0.01
iii	Mahalaxmi Co-op. Bank Ltd.	50	10	0.01	10	0.01	10	0.01	10	0.01	10	0.01
iv	Greater Bombay Co-op. Bank Ltd.	25	4080	1.02	4080	1.02	4080	1.02	4080	1.02	4080	1.02
v	Kalyan Janata Sahakari Bank Ltd.	25	20000	5.00	20000	5.00	20000	5.00	19968	4.99	19968	4.99
vi	Pune Sahakari Bank Ltd.	100	100	0.10	100	0.10	100	0.10	100	0.10	100	0.10
vii	Greater Bombay Co-op. Bank Ltd.	-	-	-	0	-	0	-	40	0.00	40	0.00
viii	Sangli Urban Co-Op Bank Ltd	10	50000	5.00	50000	5.00	50000	5.00	-	-	-	-
2	DSK Global Education and Research Pvt. Ltd	10	829205	82.92	950000	95.00	-	-	-	-	-	-
Total				94.56		106.64		11.64		6.63		6.63

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Primary reporting segments on the basis business activity

Sr	Particulars	Year	Real Estate	Education	Contracting	Total
			Development ₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs
1	Segment revenue	2013-14	23,492.01			23,492.01
		2012-13	24,224.99	-		24,224.99
		2011-12	18,358.66	2,062.86	-	20,421.51
		2010-11	20,416.69	1,652.21	894.22	22,963.12
		2009-10	15,637.99	783.30	675.72	17,097.01
	Less: Inter-segment revenue	2013-14	-			-
		2012-13	-	-		-
		2011-12	(90.66)	-	-	(90.66)
		2010-11	(996.59)			(996.59)
		2009-10	(189.49)			(189.49)
	Net revenue	2013-14	23,492.01			23,492.01
		2012-13	24,224.99	-		24,224.99
		2011-12	18,268.00	2,062.86	-	20,330.85
		2010-11	19,420.10	1,652.21	894.22	21,966.53
		2009-10	15,448.50	783.30	675.72	16,907.52
2	Segment results (profit / loss)	2013-14	3,839.65			3,839.65
		2012-13	3,357.04	-		3,357.04
		2011-12	2,523.16	(1,356.71)		1,166.45
		2010-11	3,075.48	(298.32)	28.93	2,806.09
		2009-10	3,847.75	(629.06)	(20.95)	3,197.74
	Less: Interest	2013-14	(1,006.53)			(1,006.53)
		2012-13	(952.45)	-		(952.45)
		2011-12	(721.40)	(619.43)		(1,340.83)
		2010-11	(914.25)	(239.24)	(1.54)	(1,155.03)
		2009-10	(2,150.84)	(94.01)	(9.57)	(2,254.42)
	Profit before tax	2013-14	2,833.12			2,833.12
		2012-13	2,404.60	-		2,404.60
		2011-12	1,801.76	(1,976.13)	-	(174.38)
		2010-11	2,161.23	(537.56)	27.39	1,651.06
		2009-10	1,696.91	(723.07)	(30.52)	943.32
3	Capital employed (segment assets-liabilities)	2013-14	45,759.36			45,759.36
		2012-13	44,530.11	-		44,530.11
		2011-12	43,705.87	(5,643.44)	-	38,062.43
		2010-11	43,368.09	(1,911.95)	1.55	41,457.69
		2009-10	43,304.02	(1,461.83)	(66.65)	41,775.54

D. S. Kulkarni Developers Ltd.

Notes to the Consolidated Statement of Assets & Liabilities

Secondary reporting segments on geographical basis

		Domestic ₹ Lacs	Foreign ₹ Lacs	Total ₹ Lacs
1 Segment revenue	2013-14	22,832.96	736.89	23,569.85
	2012-13	23,191.97	1,224.85	24,416.82
	2011-12	19,738.71	746.99	20,485.70
	2010-11	21,952.74	1,010.38	22,963.12
	2009-10	16,799.90	297.11	17,097.01
Less: Inter-segment revenue	2013-14	(230.85)		(230.85)
	2012-13	(191.83)	-	(191.83)
	2011-12	(154.85)		(154.85)
	2010-11	(120.68)		(120.68)
	2009-10	(189.49)		(189.49)
Net revenue	2013-14	22,602.11	736.89	23,339.00
	2012-13	23,000.14	1,224.85	24,224.99
	2011-12	19,583.86	746.99	20,330.85
	2010-11	21,832.06	1,010.38	22,842.44
	2009-10	16,610.41	297.11	16,907.52
2 Profit before tax & interest	2013-14	3,860.09	(20.44)	3,839.64
	2012-13	3,356.08	0.97	3,357.04
	2011-12	886.25	280.20	1,166.45
	2010-11	2,830.08	(23.98)	2,806.10
	2009-10	4,378.69	(1,180.95)	3,197.74
Less: Interest	2013-14	986.96	19.57	1,006.54
	2012-13	949.46	2.99	952.45
	2011-12	(1,238.54)	(102.29)	(1,340.83)
	2010-11	(1,155.03)	-	(1,155.03)
	2009-10	(2,254.42)		(2,254.42)
Profit before tax	2013-14	2,873.12	(40.02)	2,833.11
	2012-13	2,406.62	(2.02)	2,404.60
	2011-12	(352.29)	177.91	(174.38)
	2010-11	1,675.05	(23.98)	1,651.07
	2009-10	2,124.27	(1,180.95)	943.32
3 Capital employed (segment assets-liabilities)	2013-14	44,380.48	1,378.88	45,759.35
	2012-13	42,726.90	1,803.21	44,530.11
	2011-12	36,490.90	1,571.53	38,062.43
	2010-11	42,626.11	(1,168.42)	41,457.69
	2009-10	42,479.14	(703.60)	41,775.54

ANNEXURE IV: CONSENT OF DEBENTURE TRUSTEE



DT/218/14

4th July, 2014

To

Board of Directors

D.S. Kulkarni Developers Limited
1187/60, J. M. Road, Shivajinagar
Pune 411 005, India.

Dear Sirs,

Sub: Proposed Public Offering of Secured Redeemable Non-Convertible Debenture of Rs.10,000 lakhs ("Base Issue")with an option to retain over subscription upto Rs.10,000 lakhs (the "Issue") aggregating upto Rs.20,000 lakhs ("Overall Issue Size")by D.S. Kulkarni Developers Limited (the "Company")

We, the undersigned, hereby consent to act as Debenture Trustee and to our name being inserted as Debenture Trustee to the Issue in the Draft Prospectus to be filed with the BSE Limited ("BSE") and Securities and Exchange Board of India ("SEBI") and the Final Prospectus to be filed with the Registrar of Companies, Pune ("RoC"), Stock Exchanges and SEBI and any other material which the Company intends to issue in respect of the Issue. The following details with respect to us may be disclosed:

Name	:	GDA Trusteeship Limited
Address	:	GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038
Telephone No.	:	020 – 25280081
Fax number	:	020 – 25280275
E-mail ID	:	dt@gdatrustee.com
Investor Grievance E-mail ID:	dt@gdatrustee.com	
Website	:	www.gdatrustee.com
Contact person	:	Mrs. Bhagyashree Bhide
SEBI Registration No.	:	IND000000034

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format. We confirm that we are registered with the SEBI and that such registration is valid and that we have not been prohibited from SEBI to act as an intermediary in capital market issues. We further confirm that no enquiry / investigation is/was being conducted by SEBI on us.



GDA Trusteeship Ltd.

CIN:U74999PNM2007PLC110262

Office No. 9, Kamer Building, Plot No. 407, Cawasji Patel Street, Fort, Mumbai 400 001. Tel : +91-022-22850254 Fax : +91-022-22850253 Email : dt@gdatrustee.com

Regd Office : GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038

● Tel : +91-020-25280081 ● Fax : +91-020-25280275 ● Email : dt@gdatrustee.com ● Web : www.gdatrustee.com

Bengaluru Office : D II - 207, Shriram White House, Netaji Subhashchandra Bose Road, 15th Cross, 6th Main, R.T. Nagar, IInd Block, Bengaluru - 560 032 Tel : +91-080-2354-2436 E-mail : vgjoshi@gdaca.com

Delhi Office : B-22, Ansal Chambers -1, 3 Bhikaji Kama Place, New Delhi - 110066 Tel : +91-011-26163600 Mobile : +91-09915938874 Email : dt@gdatrustee.com



GDA Trustee

Believe in yourself... Trust us!



We confirm that we will immediately inform the Company of any change and/or update to the above information until the date when the NCDs commence trading on the BSE Limited ("BSE"). In the absence of any such communication from us, the above information should be taken as updated information until the NCDs commence trading on BSE.

We hereby authorise you to deliver this letter of consent to the RoC, pursuant to the provisions of Section 26 of the Companies Act, 2013 and to the Stock Exchanges or any other regulatory authorities as required by law.

Yours Sincerely,
For and on behalf of GDA Trusteeship Ltd.

Authorized Signatory
Name: Mrs Bhagyashree Bhide
Designation: Vice President
Date: 04.07.2014



Cc: Rajani, Singhania & Partners
204-207 Krishna Chambers
59, New Marine Lines
Mumbai 400020, India

GDA Trusteeship Ltd.

CIN:U74999PN1997PLC110262

Office No. 9, Kamer Building, Plot No. 407, Cawasji Patel Street, Fort, Mumbai 400 001. Tel : +91-022-22850254 Fax : +91-022-22850253 Email : dt@gdatrustee.com

Regd Office : GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038

● Tel : +91-020-25280081 ● Fax : +91-020-25280275 ● Email : dt@gdatrustee.com ● Web : www.gdatrustee.com

Bengaluru Office : D II - 207, Shriram White House, Netaji Subhashchandra Bose Road, 15th Cross, 6th Main, R.T. Nagar, IInd Block, Bengaluru - 560 032 Tel : +91-080-2354-2436 E-mail : vgjoshi@gdaca.com

Delhi Office : B-22, Ansal Chambers -1, 3 Bhikaji Kama Place, New Delhi - 110066 Tel : +91-011-26163600 Mobile : +91-09915938874 Email : dt@gdatrustee.com



1. Declaration

We are obliged to provide the following details in relation to the Debenture Trustee to the Issue in accordance with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Guidelines, 2008 as amended (the "Debt Regulations").

- | | |
|---|-------------------------|
| 1. Name of the Debenture Trustee: | GDA Trusteeship Limited |
| 2. Registration Number: | IND000000034 |
| 3. Date of registration/Renewal of registration: | 11.03.2014 |
| 4. Date of expiry of registration: | Permanent |
| 5. If applied for renewal, date of application: | NA |
| 6. Any communication from SEBI prohibiting the entity from acting as Debenture Trustee: | NIL |
| 7. Any enquiry/ investigation being conducted by SEBI | NIL |

Yours Sincerely,
For and on behalf of GDA Trusteeship Limited

Authorized Signatory

Name: 'Bhagyashree Bhide
Designation: Vice President
Date:

[Encl: Copy of the registration certificate]

Cc: Rajani, Singhania & Partners
204-207 Krishna Chambers
59, New Marine Lines
Mumbai 400020, India



डिवेंचर न्यासी

प्रस्तुप स
FORM-B

DEBENTURE TRUSTEE

**भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA**

(डिवेंचर न्यासी) विनियम, 1993

(DEBENTURE TRUSTEE) REGULATIONS, 1993

000245

(प्रिन्तियम् ८)

(Regulation 8)

(Regulation 8A)

रजिस्ट्रीकरण प्रमाणपत्र

CERTIFICATE OF REGISTRATION

PERMANENT REGISTRATION

- 1) वोर्ड, भारतीय प्रतिमूलि और विनियम वोर्ड अधिनियम, 1992 के अधीन डिवेलपर न्यासी के लिए बनाए गए नियमों और विनियमों के साथ पठित उस अधिनियम की धारा-12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,

1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder for the debenture trustee the Board hereby grants a certificate of registration to

GDA TRUSTEESHIP LTD
GDA HOUSE, FIRST FLOOR, PLOT NO. 85,
S.NO. 94&95,
BHUSARI COLONY (RIGHT)
KOTHRUD, PUNE 411038

को नियमों में, शर्तों के अधीन रहते हुए और विनियमों के अनुसार डिवेंचर न्यासी के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है।
as a debenture trustee subject to the conditions in the rules and in accordance with the regulations.

- 2) विवेचन न्यासी के लिए रजिस्ट्रीकरण कूट है।
 2) Registration Code for the debenture trustee is IND0000000034

3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र से तक विधिमान्य है।
 3) Unless renewed, the certificate of registration is valid from to
 3) This Certificate of Registration shall be valid for permanent, unless suspended or cancelled by the Board.

स्थान Place :

Mumbai

तारीख Date :

MARCH 11, 2014



आदेश से
भारतीय प्रतिभूति और विनिमय बोर्ड
के लिए और उसकी ओर से
By order

For and on behalf of
Securities and Exchange Board of India

