

# D.S.KULKARNI DEVELOPERS LIMITED

Under Corporate Insolvency Resolution Process (CIRP)

CIN: L45201PN1991PLC063340

Website: [dskcirp.com](http://dskcirp.com)

Email ID: [ip.dskdl@gmail.com](mailto:ip.dskdl@gmail.com)

Date: May 30, 2023

To,  
Listing Compliance Department  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort  
Mumbai - 400 001

To,  
National Stock Exchange of India Limited  
"Exchange Plaza", C-1, Block G,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai-400 051

Scrip Code: 523890 / ISIN: INE891A01014 Security Symbol: DSKULKARNI

Dear Sir/Madam,

**Sub: Disclosure - Compliance under Regulation 24(A) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015.**

Dear Sir,

In terms of Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose Annual Secretarial Compliance Report duly issued by M/s. Mihen Halani & Associates, Practicing Company Secretaries, for the Financial Year Ended March 31, 2023.

Kindly take the same on record.

Thanking you,

**For D S Kulkarni Developers Limited  
(Company under Corporate Insolvency Resolution Process)**

MANOJ  
KUMAR  
AGARWAL

Digitally signed by  
MANOJ KUMAR  
AGARWAL  
Date: 2023.05.30 12:08:14  
+05'30'

**Mr. Manoj Kumar Agarwal**

**Resolution Professional**

**IBBI/IPA-001/IP-P00714/2017-2018/11222**

**AFA No. AA1/11222/02/301123/104973 valid till 30/11/23**

Encl: As above

*(M/s. D S Kulkarni Developers Limited is under Corporate Insolvency Resolution Process ("CIRP") pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Manoj Kumar Agarwal appointed by Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai, vide order dated September 26, 2019)*

**Regd. Office: DSK HOUSE, 1187/60, J.M. ROAD SHIVAJINAGAR,  
PUNE - 411005 (MAHARASHTRA)**

**Address for communication: Office No 40, 2nd Floor, Sanas Plaza,  
Bajirao Road, 1302 Shukrawar Peth, PUNE - 411002**



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**MIHEN HALANI & ASSOCIATES**

*Practicing Company Secretaries*

A-501/L, Jaswanti Allied Business Centre, Kachpada, Ramchandralane Extn. Rd,  
Malad (West), Mumbai – 400 064, ☎: 022 – 6236 0279 ✉: [mihenhalani@mha-cs.com](mailto:mihenhalani@mha-cs.com)

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**Annual Secretarial Compliance Report of D S KULKARNI DEVELOPERS LTD  
for the year ended March 31, 2023**

To,  
Resolution Professional,  
D S KULKARNI DEVELOPERS LTD  
CIN: L45201PN1991PLC063340

**Security ID: DSKULKARNI / Security Code: 523890 / ISIN: INE891A01014**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by D S KULKARNI DEVELOPERS LTD (hereinafter referred as 'the listed entity'). Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, M/s. Mihen Halani & Associates have examined:

- a) all the documents and records made available to us and explanation provided by D S KULKARNI DEVELOPERS LTD ("the listed entity");
- b) the filings / submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity;
- d) any other document / filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

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

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

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

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

and circulars / guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

I.

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

Sr. No	Compliance Requirement (Regulations /	Regulations / Circular No	Deviations	Action taken by	Type of action	Details of Violation	Fine Amount	Observations / remarks of the Practicing	Management Response	Remarks

	Circulars / guidelines / including specific clause)								Company Secretary		
Not Applicable											

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

Sr. No	Compliance Requirement (Regulations / Circulars / guidelines / including specific clause)	Regulations / Circular No	Deviations	Action taken by	Type of action	Details of Violation	Fine Amount	Observations/ remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance Status (Yes / No / NA)	Observations / remarks by the Practicing Company Secretary
1.	Compliances with the following conditions while appointing / re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation,	NA	No such event has occurred during the reporting period. Hence, the same is not applicable.

	has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and</p>	NA	No such event has occurred during the reporting period. Hence, the same is not applicable.

	<p>the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	<p>No such event has occurred during the reporting period. Hence, the same is not applicable.</p>

III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes / No / NA)	Observations / remarks by the Practicing Company Secretary
1.	<p><u>Secretarial Standard:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	No	<p>Since the Company is under Corporate Insolvency Resolution Process (CIRP Process), the Company has generally complied with the provisions of SS issued by ICSI</p>
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; updated as per the regulations / circulars / guidelines issued by SEBI</li> </ul>	No	<p>Since the Company is under CIRP Process, the policies are not updated properly.</p>

3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents / information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website</li> </ul>	No	<p>Since the Company is under CIRP Process, website of the Company is not properly updated as the Resolution professional is not having access to all the information.</p>
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	NA	<p>Since the Company is under CIRP Process, the powers of the Board of Directors and responsibility for managing the affairs of the Company is vested in Mr. Manoj Kumar Agarwal, in the capacity of the Resolution Professional ("RP")</p>
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	No	<p>It may be noted that, as per the available details, the Company is having Four subsidiaries i.e. DSK Developers Corporation, DSK Woods LLC, DSK Southern Projects Pvt Ltd &amp; DSK Infra Pvt Ltd ("said Subsidiaries"). However, the Company is under CIRP Process and the RP does not have access to the information(s) / detail(s) / record(s) / document(s) of the said Subsidiaries. Therefore, the details related to Subsidiaries of listed entities are not available.</p>
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under</p>	No	<p>Refer to the Common Note as mentioned below</p>

	SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015		
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	No	Since the Company is under CIRP Process and the entire Board is suspended, the performance evaluation has not taken place.
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	No	Since the Company is under CIRP Process, all the power of Board is vested to the RP. Accordingly, Related Party Transactions are approved by RP.
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	NA
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	No	As the Company is under CIRP Process.
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines</p>	Yes	Refer Common Note below



	issued thereunder		
	<u>Additional Non-compliances, if any:</u>		
12.	No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	Yes	Refer Common Note below

**Common note:**

Search and seizure operations were conducted by the Enforcement Directorate(ED). During this search and seizure and during the process of investigation, Economic Offence Wing of Police Dept. has taken in its custody physical and electronically maintained records of the company.

Investigation is going on against the Company under various laws including the Maharashtra Protection of interest of Depositors Act (MPID), Economic Offences Wing (EOW) -Pune, Insolvency and Bankruptcy Code, 2016, Prevention of Money Laundering Act, 2002. The matter is sub-judice and the impact of the outcome, if any, is uncertainable at present.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For MIHEN HALANI & ASSOCIATES**  
*Practicing Company Secretaries*

Date: 29.05.2023

Place: Mumbai

UDIN: **F009926E000412273**

MIHEN  
 JYOTINDRA  
 HALANI

Mihen Halani  
 (Proprietor)

CP No: 12015

FCS No: 9926