

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF KHATU SHYAMJI INFRAVENTURES PVT. LTD.****Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of KHATU SHYAMJI INFRAVENTURES PVT. LTD. ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For of G S Chawla & Co.

Chartered Accountants



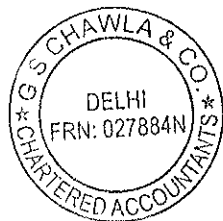
(CA Gurbinder Singh)

Proprietor

Membership No. 507631.

Place : Gurgaon

Date : May 12, 2015



Annexure to the Independent Auditors' Report to the members of KHATU SHYAMJI INFRAVENTURES PVT. LTD. on the financial statements for the year ended 31st March 2015 referred to in Paragraph 1 of 'Report on Other Legal and Regulatory Requirements' of our report

- (i) The provisions relating to fixed assets are not applicable to the company.
- (ii) a) The Inventory includes Land Rights, has been verified during the year by the management. In our opinion, the frequency of verification is reasonable.

(b) The procedures of verification of Inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The company is maintaining proper records of Inventory. No discrepancy been noticed on verification.
- (iii) As per information and explanation provided to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business and sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the company. The provisions relating to the purchase of Inventory and fixed assets are not applicable to the company.
- (v) The company has not accepted any deposits from the public within the meaning of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) As per the information and explanations given to us, the Central Government has not prescribed the maintenance of cost record for any of the Company's products under Section 148(1) of the Companies Act.
- (vii) (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax and other material statutory dues applicable to it. The provisions relating to provident fund, employees' state insurance, sales-

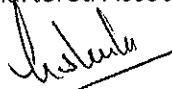


tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax and cess are not applicable to the Company.

However no undisputed amounts were outstanding in respect of statutory dues as at March 31st, 2015 for period of more than six months from the date they became payable.

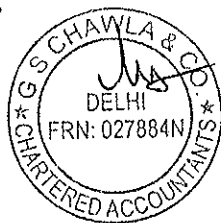
- (b) According to the information and explanation given to us, there are no dues pending on account of any dispute.
- (c) According to the information and explanations given to us, there is no amount which is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under and has not been transferred to such fund within time.
- (viii) *The Company has accumulated losses of Rs.74053 which is less than fifty percent of it's net worth as at the end of the financial year. It has incurred a cash loss of Rs.24983 during the financial year covered by our audit and cash loss of Rs 49070 during the immediately preceding financial year.*
- (ix) According to the information and explanations given to us, the company has not raised any loan from Financial Institutions, banks or debenture holders.
- (x) According to the information and explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) According to the information and explanations given to us, the company has not raised any term loan
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For of G S Chawla & Co.
Chartered Accountants



Membership No- 507628.
(CA Gurvinder Singh)

Proprietor



Place : Gurgaon

Date : May 12, 2015

Khatu Shyamji Infraventures Private Limited

23/9 Emporium Block, Sanjay Place, Agra

Balance Sheet as at 31 March, 2015

Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
		Amount	Amount
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	500,000.00	500,000.00
(b) Reserves and surplus	4	-74,053.00	-49,070.00
(c) Money received against share warrants		-	-
2 Share application money pending allotment		-	-
3 Non-current liabilities			
(a) Long-term borrowings			
(b) Deferred tax liabilities (net)			
(c) Other long-term liabilities			
(d) Long-term provisions			
4 Current liabilities			
(a) Short-term borrowings			
(b) Trade payables			
(c) Other current liabilities	5	32,485,000.00	32,485,000.00
(d) Short-term provisions	6	11,236.00	5,618.00
TOTAL		32,922,183.00	32,941,548.00
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets			
(ii) Intangible assets			
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(v) Fixed assets held for sale			
(b) Non-current investments			
(c) Deferred tax assets (net)			
(d) Long-term loans and advances			
(e) Other non-current assets			
2 Current assets			
(a) Current investments			
(b) Inventories	9	32,906,000.00	32,906,000.00
(c) Trade receivables			
(d) Cash and cash equivalents	7	16,183.00	35,548.00
(e) Short-term loans and advances			
(f) Other current assets			
TOTAL		32,922,183.00	32,941,548.00
See accompanying notes forming part of the financial statements			

In terms of our report attached.

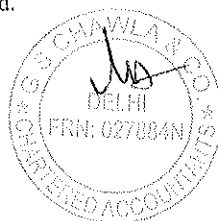
For of G S Chawla & Co.

Chartered Accountants


(CA Gurvinder Singh)
Proprietor

Place : Gurgaon

Date : May 12, 2015



Khatu Shyamji Infraventures Private Limited


BEER SINGH

(Director)

06957658


SANJAY GARG

(Director)

06735283

Khatu Shyamji Infraventures Private Limited

23/9 Emporium Block, Sanjay Place, Agra

Statement of Profit and Loss for the year ended 31 March, 2015

Particulars	Note No.	For the year ended 31 March, 2015	For the year ended 31 March, 2014
		Amount	Amount
A CONTINUING OPERATIONS			
1 Revenue from operations (gross)		-	-
Less: Excise duty		-	-
Revenue from operations (net)		-	-
2 Other income		-	-
3 Total revenue (1+2)		-	-
4 Expenses			
(a) Cost of materials consumed	8	-	32,906,000.00
(b) Purchases of stock-in-trade	9	-	-32,906,000.00
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
(d) Employee benefits expense	10	-	652.00
(e) Finance costs		-	-
(f) Depreciation and amortisation expense		-	-
(g) Other expenses	11	24,983.00	48,418.00
Total expenses		24,983.00	49,070.00
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		-24,983.00	-49,070.00
6 Exceptional items		-	-
7 Profit / (Loss) before extraordinary items and tax (5 ± 6)		-24,983.00	-49,070.00
8 Extraordinary items		-	-
9 Profit / (Loss) before tax (7 ± 8)		-24,983.00	-49,070.00
10 Tax expense:			
(a) Current tax expense for current year		-	-
(b) (Less): MAT credit (where applicable)			
(c) Current tax expense relating to prior years			
(d) Net current tax expense			
(e) Deferred tax			
11 Profit / (Loss) from continuing operations (9 ± 10)		-24,983.00	-49,070.00
B DISCONTINUING OPERATIONS			
12.i Profit / (Loss) from discontinuing operations (before tax)			
12.ii Gain / (Loss) on disposal of assets / settlement of liabilities attributable to the discontinuing operations			
12.iii Add / (Less): Tax expense of discontinuing operations			
(a) on ordinary activities attributable to the discontinuing operations			
(b) on gain / (loss) on disposal of assets / settlement of liabilities			



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Khatu Shyamji Infracventures Private Limited

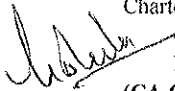
23/9 Emporium Block, Sanjay Place, Agra

Statement of Profit and Loss for the year ended 31 March, 2015

Particulars	Note No.	For the year ended 31 March, 2015	For the year ended 31 March, 2014
		Amount	Amount
13 Profit / (Loss) from discontinuing operations (12.i ± 12.ii ± 12.iii)			
C TOTAL OPERATIONS		-24,983.00	-49,070.00
14 Profit / (Loss) for the year (11 ± 13)		-24,983.00	-49,070.00
15.i Earnings per share (of Rs 10/- each):			
(a) Basic			
(i) Continuing operations	12	-0.50	-0.98
(ii) Total operations	12	-0.50	-0.98
(b) Diluted			
(i) Continuing operations			
(ii) Total operations			
15.ii Earnings per share (excluding extraordinary items) (of Rs 10/- each):			
(a) Basic			
(i) Continuing operations			
(ii) Total operations			
(b) Diluted			
(i) Continuing operations			
(ii) Total operations			
See accompanying notes forming part of the financial statements			

In terms of our report attached.

For of G S Chawla & Co.
Chartered Accountants



BEER SINGH
(CA Gurvinder Singh)
Proprietor
Place : Gurgaon
Date : May 12, 2015



Khatu Shyamji Infracventures Private Limited



BEER SINGH
(Director)
06957658



SANJIV GARG
(Director)
06755283

Khatu Shyamji Infraventures Private Limited

23/9 Emporium Block, Sanjay Place, Agra

Notes forming part of the financial statements

Note	Particulars
1 Corporate information	The Company was incorporated on 08th April, 2013 & engaged in the business of Construction of Building & Sale and Purchase of Land.
2 Significant accounting policies	
2.1 Basis of accounting and preparation of financial statements	<p>The financial statements have been prepared under historical cost convention on an accrual basis in accordance with the requirements of schedule III and accounting standards prescribed in section 133 of the Companies Act, 2013 (The Act) read with the Rule 7 of the Companies (Accounts) Rules, 2014 as amended from time to time and the provisions of "The Act" to the extent notified.</p> <p>All assets and liabilities have been classified as current or non-current, wherever applicable as per the operating cycle of the Company as per the guidance as set out in the Schedule III to the Companies Act, 2013.</p>
2.2 Inventories	Inventories of the Company are stated at lower of cost or net realizable value
2.3 Earnings per share	Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.
2.4 Revenue recognition	
<u>Sale of goods</u>	Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales excludes excise duty, sales tax and value added tax.
2.5 Taxes on income	Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets.
2.6 Provisions	A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.
2.7	The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements.



Khatu Shyamji Infraventures Private Limited

23/9 Emporium Block, Sanjay Place, Agra
Notes forming part of the financial statements

Note 3 Share capital

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised Equity shares of Rs 10/- each with voting rights	50,000.00	500,000.00	50,000.00	500,000.00
(b) Issued Equity shares of Rs 10/- each with voting rights	50,000.00	500,000.00	50,000.00	500,000.00
(c) Subscribed and fully paid up Equity shares of Rs 10/- each with voting rights	50,000.00	500,000.00	50,000.00	500,000.00
Total	50,000.00	500,000.00	50,000.00	500,000.00

Notes:

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

2014

Particulars	Opening Balance	Fresh issue	Closing Balance	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights						
Year ended 31 March, 2015						
- Number of shares	50,000.00		50,000.00	-	50,000.00	50,000.00
- Amount	500,000.00		500,000.00	-	500,000.00	500,000.00

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2015	
	Number of shares held	% holding in that class of shares
Equity shares with voting rights:		
Unitech Limited	50000	100.00



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Khatu Shyamji Infraventures Private Limited

23/9 Emporium Block, Sanjay Place, Agra

Notes forming part of the financial statements

Note 4 Reserves and surplus

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amount	Amount
(a) Securities Premium Account		
Opening balance	-	-
Add: Addition during the year	-	-
Closing balance	-	-
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	-49,070.00	-
Add: Profit / (Loss) for the year	-24,983.00	-49,070.00
Closing balance	-74,053.00	-49,070.00
Transferred To:		
Development Expenses		
Opening Balance	-	-
Add: Transfer during the year	-	-
Closing balance	-	-
Total	-74,053.00	-49,070.00

Note 5 Other Current Liabilities

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amount	Amount
Unitech Limited Agra	32,485,000.00	32,485,000.00
Total	32,485,000.00	32,485,000.00

Note 6 Short-term provisions

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amount	Amount
(i) Provision - others		
Audit Fees Payable	11,236.00	5,618.00
Total	11,236.00	5,618.00

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amount	Amount
(a) Unamortised expenses		
(i) Preliminary Expenses	-	-
(ii) Development Expenses	-	-
TOTAL	-	-



Note 7 Cash and cash equivalents

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amount	Amount
(a) Cash on hand	2,835.00	6,200.00
(b) Balances with banks		
(i) In current accounts		
United Bank of India	4,348.00	4,348.00
HDFC Bank	9,000.00	25,000.00
Total	16,183.00	35,548.00

Note 8 Purchase of Traded Goods

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Amount	Amount
Agriculture Land No. 107 at Shyamo		5,020,500.00
Agriculture Land No. 24 at Shyamo		7,230,500.00
Agriculture Land No. 278 at Budhera		3,439,500.00
Agriculture Land No. 457 & 458 at Bamroli Katara		5,436,500.00
Agriculture Land No. 459 at Bamroli Katara		11,779,000.00
Total	-	32,906,000.00

Note 9 Changes in inventories of finished goods and stock-in-trade

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Amount	Amount
<u>Inventories at the end of the year:</u>		
Stock-in-trade	32,906,000.00	32,906,000.00
Total	32,906,000.00	32,906,000.00
<u>Inventories at the beginning of the year:</u>		
Stock-in-trade	32,906,000.00	-
Total	32,906,000.00	-
Net (increase) / decrease	-	-32,906,000.00

Note 10 Finance costs

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Amount	Amount
(a) Other borrowing costs		
Bank Commission & Charges		652.00
Total	-	652.00

Note 11 Other expenses

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Amount	Amount
Miscellaneous expenses		
Audit Fees (Statutory Audit)	11,236.00	5,618.00
Office Expenses		2,400.00
Accounting Charges		3,000.00
filling fees	13,497.00	
Printing & Stationary	250.00	1,500.00
Postage & Telegram		900.00
Preliminary Expenses W/o		35,000.00
Total	24,983.00	48,418.00



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Khatu Shyamji Infraventures Private Limited

23/9 Emporium Block, Sanjay Place, Agra

Notes forming part of the financial statements

Note 12 Disclosures under Accounting Standards

Note	Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
		Amount	Amount
12.1	Earnings per share		
	<u>Basic</u>		
12.1.a	<u>Continuing operations</u>		
	Net profit / (loss) for the year from continuing operations	-24,983.00	-49,070.00
	Less: Preference dividend and tax thereon	-	
	Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	-24,983.00	-49,070.00
	Weighted average number of equity shares	50,000.00	50,000.00
	Par value per share	10.00	10.00
	Earnings per share from continuing operations - Basic	-0.50	-0.98
12.1.b	<u>Total operations</u>		
	Net profit / (loss) for the year	-24,983.00	-49,070.00
	Less: Preference dividend and tax thereon		-
	Net profit / (loss) for the year attributable to the equity shareholders	-24,983.00	-49,070.00
	Weighted average number of equity shares	50,000.00	50,000.00
	Par value per share	10.00	10.00
	Earnings per share - Basic	-0.50	-0.98



Cash Flow Statement for the year ended 31st March 2015

Particulars		31.03.2015	31.03.2014
A	Cash flow from operating activities:		
	Profit before tax	(24,983)	(49,070)
	Adjustments For:		
	Preliminary Expenses	-	-
	Administrative Expenses	-	-
	Exchange Fluctuation Gain	-	-
	Cash flow from operating activities	(24,983)	(49,070)
	Adjustment for working capital changes		
	(Increase)/Decrease in Current Assets	-	(32,906,000)
	Increase/(Decrease) in Current Liabilities	5,618	5,618
	Cash generated from operations	(19,365)	(32,949,452)
	Taxes Paid	-	-
	Net cash flow from operating activities (A)	(19,365)	(32,949,452)
B	Cash flow from investing activities:		
	Purchase of Fixed Assets	-	-
	Sale of Fixed Assets	-	-
	Net cash flow from investing activities (B)	-	-
C	Cash flow from financing activities:		
	Increase/(Decrease) in Unsecured Loan	-	32,485,000
	Proceeds from Issuance of Share Capital	-	500,000
	Net cash flow from financing activities (C)	-	32,985,000
	Net change in cash and cash equivalents (A+B+C)	(19,365)	35,548
	Cash & Cash Equivalents at the beginning of the year	35,548	-
	Cash & Cash Equivalents at the end of the year	16,183	35,548
	Components of cash & cash equivalents		
	Cash on hand	2,835	6,200
	Balances with banks	13,348	29,348
	Total cash & cash equivalent	16,183	35,548
	Significant accounting policies	Note-1	

The accompanying notes are an integral part of the financial statements

As per our report of even date

For of G S Chawla & Co.

Chartered Accountants



(CA Gurvinder Singh)

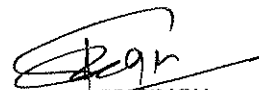
Proprietor

Place : Gurgaon

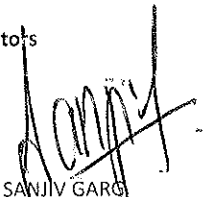
Date : May 12, 2015



For and on behalf of Board of Directors



BHAER SINGH
(Director)
06957658



SANJIV GARG
(Director)
06755283