

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF UNITECH BUILD- CON PRIVATE LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **UNITECH BUILD CONPRIVATE LIMITED**("the Company"), which comprise the Balance Sheet as at 31stMarch, 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 Standalone 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.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements: Note 15 in the financial statements which indicates that the Company has accumulated losses which are more than fifty percent of its net worth and its net worth has been fully eroded, the Company has incurred a net loss/net cash loss during the current and previous year(s) and, the Company's current liabilities has exceeded its current assets as at the balance sheet date. These conditions, along with other matters set forth in Note 15, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note.

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) The going concern matter described in sub-paragraph (b) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- (f) 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.
- (g) 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 KMGS & Associates
Chartered Accountants
Firm's Registration No.004730N



Partner **LALIT GOEL**
Membership No: 31100

Place: Gurgaon
Date: 15.05.2015

Annexure to the Independent Auditors' Report to the members of Unitech Build-Con Private Limited 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) The provisions relating to inventories are not applicable to the company.
- (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.512,302 which is more than fifty percent of it's net worth as at the end of the financial year.It has incurred a cash loss of Rs.11,236 during the financial year covered by our audit and cash loss of Rs 14,760during 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 KMGS & Associates
Chartered Accountants
Firm's Registration No.004730N



Partner LALIT GOEL
Membership No. 91100
Place: Gurgaon
Date:15.05.2015

Unitech Build-Con Pvt. Ltd.
Balance Sheet as at 31st March, 2015

Particulars	Notes	31/03/2015 ₹	31/03/2014 ₹
EOUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	500,000	500,000
Reserves and surplus	3	(512,302)	(501,066)
		(12,302)	(1,066)
Current liabilities			
Trade payables	4	13,636	2,400
Other current liabilities	5	11,236	11,236
		24,872	13,636
Total		12,570	12,570
Assets			
Current assets			
Cash and bank balances	6	12,570	12,570
		12,570	12,570
Total		12,570	12,570

Significant Accounting Policies 1

The accompanying notes are integral part of the financial statements.

As per our report of even date
For KMGS & Associates
Chartered Accountants
Firm Registration No. 004730N

Partner
Membership No. : LALIT GOEL
91100

For and on behalf of the Board of Directors

NIRMALENDU DATTA GUPTA
Director
DIN NO.02086916

SUNIL KHER
Director
DIN NO.02815385

Place: Gurgaon
Date : 15/05/2015

Unitech Build-Con Pvt. Ltd.
Statement of Profit and Loss for the year year 31st March, 2015

Particulars	Notes	31/03/2015 ₹	31/03/2014 ₹
Income			
Revenue from operations		-	-
Total Income		-	-
Expenses			
Other expenses	7	11,236	14,760
Total expenses		11,236	14,760
Profit/ (Loss) before tax		(11,236)	(14,760)
Tax expense			
Current Tax		-	-
Earlier year tax		-	-
Deferred Tax		-	-
Profit /(Loss) for the year		(11,236)	(14,760)
Earnings per equity share of face value of ₹	13		
Basic		(0.22)	(0.30)
Diluted		(0.22)	(0.30)

Significant Accounting Policies

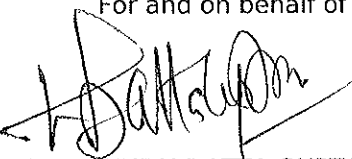
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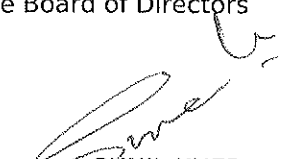
The accompanying notes are integral part of the financial statements.

As per our report of even date
For KMGS & Associates
Chartered Accountants
Firm Registration No. 004730N

Partner **LALIT GOEL**
Membership No. : 91100

For and on behalf of the Board of Directors


NIRMALENDU DATTA GUPTA
Director
DIN NO.02086916


SUNIL KHER
Director
DIN NO.02815385

Place: Gurgaon
Date : 15/05/2015

UNITECH BUILD-CON PRIVATE LIMITED
Cash Flow Statement
For the year ended 31st March, 2015

Sr. No	Particulars	31/03/2015	31/03/2014
		₹	₹
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit/ (Loss) before tax	(11,236)	(14,760)
	Adjustments for		
	Trade and other receivable	-	-
	Trade and other payable	11,236	2,400
	Cash generated from operations	-	(12,360)
	NET CASH FROM OPERATING ACTIVITIES	-	(12,360)
B.	CASH FLOW FROM INVESTING ACTIVITIES	-	-
C.	CASH FLOW FROM FINANCING ACTIVITIES	-	-
	Net change in cash and cash equivalents (A+B+C)	-	(12,360)
	Cash & Cash Equivalent at the beginning of the year	12,570	24,930
	Cash & Cash Equivalent at the end of the year	12,570	12,570
	Components of cash and cash equivalents		
	cash on hand	7,353	7,353
	Balance with bank	5,217	5,217
	Total cash and cash equivalents	12,570	12,570

Significant accounting policies


Note 1


The accompanying notes are integral part of the financial statements.

As per our report of even date
For **KMGS & Associates**
Chartered Accountants
Firm Registration No. 004730N

Partner **LALIT GOEL**
Membership No. : 91100

For and on behalf of the Board of Directors


NIRMALENDU DATTA GUPTA
Director
DIN NO.02086916


SUNIL KHER
Director
DIN NO.02815385

Place: Gurgaon
Date : 15/05/2015

UNITECH BUILD-CON PRIVATE LIMITED

Notes to the financial statements for the year ended 31st March, 2015

1. SIGNIFICANT ACCOUNTING POLICIES

I. NATURE OF OPERATIONS

Unitech build-con private limited (The Company) was incorporated in 2007. The Company's main business is real estate development.

II. BASIS OF PREPARATION

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.

III. TAXES ON INCOME

Tax expense comprises both current and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates and tax laws that are enacted or substantially enacted.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets, subject to consideration of prudence, are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The tax effect is calculated on the accumulated timing difference at the year-end based on the tax rates and laws enacted or substantially enacted on the balance sheet date. 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. At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized 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.

IV. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized in respect of liabilities which can be measured only by using a substantial degree of estimates when:

- a) the company has a present obligation as a result of a past event;
- b) a probable outflow of resources embodying economic benefits will be required to settle the obligation; and
- c) the amount of the obligation can be reliably estimated.



Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in the case of:

- a) a present obligation arising from a past event, when it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- b) a possible obligation, that arises out of past events and the existence of which will be confirmed only by one or more uncertain future events unless the probability of outflow of resources is remote.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

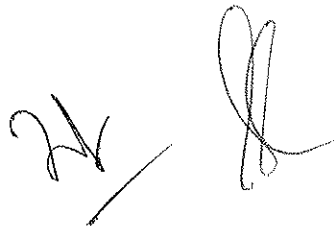
V. CASH & CASH EQUIVALENT

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and In hand and short- term investments with an original maturity of three months or less. Cash flow statement is prepared using the indirect method.

VI. EARNING PER SHARE

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue, a share split and share warrants conversion.

Diluted earnings per share is calculated by adjusting net profit or loss for the period attributable to equity shareholders and the weighted number of shares outstanding during the period for the effect of all dilutive potential equity shares.



Unitech Build-Con Pvt. Ltd.

Notes to the Financial Statements for the year ended 31st March, 2015

2 Share capital

Authorised

50000 (Previous year 50000) Equity shares of Rs. 10/- each

Issued, subscribed and fully paid up

50000 (Previous year 50000) Equity shares of Rs. 10/- each with voting rights

Total

Reconciliation of the shares outstanding at the beginning and end of the reporting year

	31/03/2015	31/03/2014
	₹	₹
Authorised		
50000 (Previous year 50000) Equity shares of Rs. 10/- each	500,000	500,000
Issued, subscribed and fully paid up	500,000	500,000
50000 (Previous year 50000) Equity shares of Rs. 10/- each with voting rights	500,000	500,000
Total	500,000	500,000

31/03/2015		31/03/2014	
Number	₹	Number	₹
At the beginning of the year	50,000	50,000	500,000
Add : Issued during the year	-	-	-
Outstanding at the end of the period	50,000	50,000	500,000

The total issued share capital comprises equity shares only, having face value of ₹ 10.00 per share, ranked *pari passu* in all respects including voting rights and entitlement to dividend.

Shares (in aggregate) of each class held by:-
Holding company (Unitech Ltd.)

	31/03/2015	31/03/2014
	No of Shares	No of Shares
Holding company (Unitech Ltd.)	25,500	25,500
Total	25,500	25,500

Detail of shareholder holding more than 5% s

Name of shareholder

Unitech limited

Stupa consulting pvt. ltd.

31/03/2015		31/03/2014		
Number of shares	% held	Number of shares	% held	
Unitech limited	25,500	51	25,500	51
Stupa consulting pvt. ltd.	24,500	49	24,500	49
Total	50,000	100	50,000	100

3 Reserves and surplus

Surplus in the statement of profit and loss

As per last financial statements

Add: Profit/(Loss) for the year

Total

	31/03/2015	31/03/2014
	₹	₹
As per last financial statements	(501,066)	(486,306)
Add: Profit/(Loss) for the year	(11,236)	(14,760)
Total	(512,302)	(501,066)

4 Trade Payables

Others

Gupta Aeron & Co.

Goel Garg & Co.

Total

	31/03/2015	31/03/2014
	₹	₹
Others		
Gupta Aeron & Co.	2,400	2,400
Goel Garg & Co.	11,236	-
Total	13,636	2,400

5 Other current liabilities

Expenses payable

Total

	31/03/2015	31/03/2014
	₹	₹
Expenses payable	11,236	11,236
Total	11,236	11,236

6 Cash and Bank balances

Cash and cash equivalents

Cash on hand

Balances with banks

Total

	31/03/2015	31/03/2014
	₹	₹
Cash and cash equivalents		
Cash on hand	7,353	7,353
Balances with banks	5,217	5,217
Total	12,570	12,570



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Unitech Build-Con Pvt. Ltd.

Notes to the Financial Statements for the year ended 31st March, 2015

7 Other expenses

Auditor's remuneration - Audit fee
Registration & filing fees
Bank charges
Legal & professional charges
Total

For the year ended	For the year ended
31/03/2015	31/03/2014
₹	₹
11,236	11,236
-	900
-	224
-	2,400
11,236	14,760



UNITECH BUILD-CON PRIVATE LIMITED

Notes to the financial statements for the year ended 31st March, 2015

8. In the opinion of management there is no item which is required to be considered for ascertaining the amount of Deferred Tax Assets/ Liability, therefore, the same is taken at nil.

9. "SEGMENT REPORTING: Segment wise revenue, results & other information

The company is primarily in the business of real estate development and related activities including construction, consultancy and rentals etc. Further most of the business conducted is within the geographical boundaries of India.

In view of the above, in the opinion of the management and based on the organizational and internal reporting structure, the company's business activities as described above are subject to similar risks and returns. Further, since the business activities undertaken by the company are substantiating within India, in the opinion of the management, the business environment in India is considered to have similar risks and returns. Consequently, the company's business activities primarily represent a single business segment and the company's operations in India represent a single geographical segment.

10. As per information available with the company, the trade payables do not include any amount due to Micro, Small and Medium Enterprises registered under "The Micro, Small and Medium Enterprises Development Act 2006" as at 31st March 2014.

11. There is no contingent liability as on 31st March 2015.

12. RELATED PARTY TRANSACTIONS

In accordance with the accounting standard on 'Related Party Disclosures' AS-18, the disclosure in respect of related parties and the transactions with them as identified and certified by the management are as follows:

(A) Nature of related parties and description of relationship:

Holding company- Unitech limited

(B) Related party transactions:

No related party transaction took place during the year.

13. EARNING PER SHARE

	Particulars	As at 31.03.2015	As At 31.03.2014
a)	Weighted average number of equity shares at the beginning and end of the year	50000	50000
b)	Net Profit/(Loss) after tax ₹	(11236)	(14760)
c)	Basic earning per share ₹	(0.22)	(0.30)
d)	Diluted earning per share ₹	(0.22)	(0.30)
e)	Nominal value of a equity share ₹	10	10



14. Additional information:

(Amount ₹)

Particulars	Current year	Previous year
(a) Value of Imports on CIF Basis	Nil	Nil
(b) Expenditure in foreign currency - Consultancy fees - Travelling & Boarding	Nil	Nil
(c) Consumption of imported raw material, components and spare parts	Nil	Nil
(d) Earnings in foreign currency	Nil	Nil
(e) Amount remitted in foreign currency towards dividend.	Nil	Nil

15. The Company has incurred losses in the current year as well as in the previous year and as on date its liabilities have been exceeded to its assets. The company is dependent upon the continuing financial support of its holding company/ultimate holding company after which its ability to continue as a going concern and discharge its liabilities in the ordinary course of business is ensured/confirmed. The holding company/ultimate holding company has indicated its intention to continue providing such financial assistance to the Company to enable it to continue as a going concern and to meet its obligations as they fall due.

16. Previous year figures have been regrouped/ rearranged wherever considered necessary.

As per our report of even date
For **KMGS & Associates.**
Chartered Accountants
Firm Registration No. 004730N

Partner

LALIT GOEL
91100

Membership No. :

Place

: Gurgaon

Date

:15/05/2015

For and on behalf of the Board of Directors

NIRMALENDU DATTA GUPTA

Director

DIN NO. 02086916

SUNIL KHER

Director

DIN NO.02815385