

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF UNITECH CHANDRA FOUNDATION****Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **UNITECH CHANDRA FOUNDATION** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, Income & Expenditure Account, 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 the excess of income over expenditure 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 14 in the financial statements which indicates that the Company has accumulated losses which is more than fifty percent of its net worth and its net worth has been fully eroded, the Company has not incurred a net loss/net cash loss during the current and previous year(s) and, the Company's current liabilities exceeded its current assets as at the balance sheet date. These conditions, along with other matters set forth in Note 14, 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.

Our opinion is not modified in respect of these matters.

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 Goel Garg & Co
Chartered Accountants
Firm's Registration No. 000397N



Partner (Ashok Kumar Aggarwal)

Membership No. 084600



Place: Gurgaon
Date: 19.05.2015

UNITECH CHANDRA FOUNDATION
BALANCE SHEET AS AT 31st MARCH, 2015

	Notes	31.03.2015	31.03.2014
		₹	₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	500,000	500,000
Reserves and Surplus	3	(975,282)	(1,299,051)
		(475,282)	(799,051)
Current liabilities			
Trade payables	4	-	44,176
Other current liabilities	5	520,190	803,382
		520,190	847,558
Total		44,908	48,507
ASSETS			
Current assets			
Cash and bank balances	6	44,908	48,507
		44,908	48,507
Total		44,908	48,507

Significant accounting policies 1

The accompanying notes are integral part of the financial statements

As per our report of even date
For Goel Garg & Co.
Chartered Accountants
FRN: 000397N



Partner (Ashok Kumar Aggarwal)
Membership No. 084600

For and on behalf of the Board of Directors


Tanuja Kehar
Director
DIN:06815706


Baldev Gupta
Director
DIN:02123200

Place: Gurgaon
Date:19/05/2015

UNITECH CHANDRA FOUNDATION
INCOME & EXPENDITURE ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2015

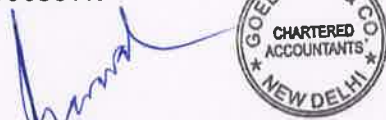
	Notes	31.03.2015	31.03.2014
		₹	₹
INCOME			
Revenue from operations			
Donation received from Unitech Limited (Holding Company)	7	1,500,000	6,300,000
Total income		1,500,000	6,300,000
EXPENDITURE			
Employee benefits expense	8	-	861,146
Borrowing Costs	9	2,594	-
Other expenses	10	1,173,637	119,143
Total expenditure		1,176,231	980,289
Prior period & Exceptional items	11	-	346,474
Excess of Income over expenditure/(Excess of expenditure over income)		323,769	4,973,237

Significant accounting policies

1

The accompanying notes are integral part of the financial statements

As per our report of even date
 For Goel Garg & Co.
 Chartered Accountants
 FRN: 000397N



Partner (Ashok Kumar Aggarwal)
 Membership No.

084600

For and on behalf of the Board of Directors

Tanuja Kehar
 Director
 DIN:06815706

Baldev Gupta
 Director
 DIN:02123200

Place: Gurgaon
 Date:19/05/2015

UNITECH CHANDRA FOUNDATION
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2015

	31/03/2015	31/03/2014
	₹	₹
A. Cash Flow From Operating Activities		
Excess of Income over expenditure	323,769	4,973,237
Adjustments for		
Trade & other receivable	-	-
Trade & other payable	(327,368)	569,574
Cash generated from operations	(3,599)	5,542,811
Tax Paid	-	-
Net Cash Flow From Operating Activities	(3,599)	5,542,811
B. Cash Flow From Investing Activities		
Net Cash Flow From Investing Activity	-	-
C. Cash Flow From Financing Activities		
Repayment of short term borrowings	-	(5,800,000)
Net Cash Flow From Financing Activities	-	(5,800,000)
Net change in cash and cash equivalents (A+B+C)	(3,599)	(257,189)
Cash & Cash Equivalent at the beginning of the year	48,507	305,696
Cash & Cash Equivalent at the end of the year	44,908	48,507
Components of cash and cash equivalents		
cash on hand	7,343	1,986
Balance with bank in current account	37,565	46,521
Total cash and cash equivalents	44,908	48,507

Significant accounting policies

Note 1

The accompanying notes are integral part of the financial statements.

As per our report of even date
For Goel Garg & Co.
Chartered Accountants
FRN: 000397N



Partner (Ashok Kumar Aggarwal)
Membership No. 084600

Place: Gurgaon
Date: 19/05/2015

For and on behalf of the Board of Directors


Tanuja Kehar
Director
DIN:06815706


Baldev Gupta
Director
DIN:02123200

UNITECH CHANDRA FOUNDATION

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

1. SIGNIFICANT ACCOUNTING POLICIES

I. NATURE OF OPERATIONS

Unitech Chandra Foundation ("the company ") was registered as a Section 25, not for profit Company under Companies Act, 1956(now section 8 of Companies Act, 2013) on 21st December, 2010 . Its objective is to work towards ensuring ecological integrity environmental sustainability; to invest in the areas of health, education, livelihoods and research and development and to act as a responsible corporate citizen of the country; to work in collaborative partnerships and the citizen sectors to contribute to inclusive growth in the country subject to prevailing laws in India; to contribute to the human development indicators of the underprivileged communities both in rural and urban areas; to streamline interventions for the most vulnerable section of the society- women and children in particular. Company is a Corporate Social Responsibility vehicle for Unitech Group Companies.

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. Use of Estimates

The preparation of the financial statements requires the management to make estimates and assumptions considered in the reported amounts of the assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statement are prudent and reasonable. Future results may vary from these estimates.

IV. TAXES ON INCOME

Since the company registered under section 25 of the Companies Act, 1956 (now section 8 of Companies Act, 2013) as a not for profit company on 21st December 2010 and registered under section 12A(a) of Income Tax Act,1961 for claiming income as exempted income under section 11 and 12 of Income Tax Act,1961, no provision has been made in accounts for income tax.

V. 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;



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- 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.



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UNITECH CHANDRA FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

2 Share capital

Authorised

50,000 (Previous year 50,000) equity shares of ₹ 10 each

Total

Issued, subscribed and fully paid up

50,000 (Previous year 50,000) equity shares of ₹ 10 each with voting rights

Total

31.03.2015	31.03.2014
₹	₹
500,000	500,000
500,000	500,000
500,000	500,000
500,000	500,000

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

At the beginning of the year
Add : Issued during the year
Outstanding at the end of the year

31.03.2015		31.03.2014	
Number	₹	Number	₹
50,000	500,000	50,000	500,000
-	-	-	-
50,000	500,000	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:-

Unitech Limited

31.03.2015	31.03.2014
45,998	50,000
45,998	50,000

Name of the shareholder holding more than 5% shares

Name of shareholders

Unitech Limited

31.03.2015		31.03.2014	
Number	% held	Number	% held
45,998	92%	50,000	100%

3 Reserves and surplus

Surplus in the income & expenditure account

As per last income & expenditure account

Add: (excess of expenditure over income)

Total

31.03.2015	31.03.2014
₹	₹
(1,299,051)	(6,272,288)
323,769	4,973,237
(975,282)	(1,299,051)

4 Trade payables

Others

Total

31.03.2015	31.03.2014
₹	₹
-	44,176
-	44,176

5 Other current liabilities

Employee payables

Expenses payable

Statutory taxes and dues

Total

31.03.2015	31.03.2014
₹	₹
312,774	684,315
195,416	87,416
12,000	31,651
520,190	803,382

6 Cash and bank balances

Cash and cash equivalents

Balances with banks

Cash on hand

Total

31.03.2015	31.03.2014
₹	₹
37,565	46,521
7,343	1,986
44,908	48,507



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UNITECH CHANDRA FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

	For the year ended 31.03.2015	For the year ended 31.03.2014
	₹	₹
7 Revenue from operations		
Donation received from Unitech Limited (Holding Company)	1,500,000	6,300,000
Total	1,500,000	6,300,000

	For the year ended 31.03.2015	For the year ended 31.03.2014
	₹	₹
8 Employee benefits expense		
Salaries and wages	-	861,146
Total	-	861,146

	For the year ended 31.03.2015	For the year ended 31.03.2014
	₹	₹
9 Borrowing Cost		
Interest Expenses	2,594	-
Total	2,594	-

	For the year ended 31.03.2015	For the year ended 31.03.2014
	₹	₹
10 Other expenses		
Telephone expenses	-	4,351
Vehicle running & maintenance reimbursement	7,000	21,000
Legal & professional charges	2,809	-
Expenses on relief of flood victims	150,000	-
Healthcare Expenses	40,368	-
Retainership Charges	195,000	-
Auditors remuneration	22,472	22,472
Registration & filing fees	5,871	5,774
Bank charges	117	258
Donation to charitable institutions having similar objects	750,000	-
Other administrative general expenses	-	16,203
Expenses on promoting education	-	49,085
Total	1,173,637	119,143

	For the year ended 31.03.2015	For the year ended 31.03.2014
	₹	₹
11 Prior period & Exceptional items		
Salaries and wages	-	346,474
Total	-	346,474



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UNITECH CHANDRA FOUNDATION

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

12. 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 2015.
13. The company has kept all the unutilized balance of the funds in the forms of bank balance with scheduled bank, which are in conformity with section 11(5) of the Income Tax Act 1961.
14. The Company's liabilities have exceeded to its assets as at the Balance Sheet date. 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.
15. Previous period figures have been regrouped/ rearranged/ amended wherever necessary to make them comparable with current year figures.
16. Additional Information

Particulars	31.03.2015	31.03.2014
(a) Value of Imports on CIF Basis	Nil	Nil
(b) Expenditure in foreign currency		
- Consultancy fees	Nil	Nil
- 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

As per our report of even date
For Goel Garg & Co.
Chartered Accountants
FRN: 000397N



Partner (Ashok Kumar Aggarwal)
Membership No. 084600

Place: Gurgaon
Date: 19/05/2015

For and on behalf of the Board of Directors

Tanuja Kehar
Director
DIN:06815706

Baldev Gupta
Director
DIN:02123200