

K M G S & ASSOCIATES
Chartered Accountants

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UNITECH INDUSTRIES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **UNITECH INDUSTRIES LIMITED** ("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 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.

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 K M G S & Associates
Chartered Accountants
Firm's Registration No. 004730N

Neetu Singh



Partner
Membership No.
Place of Signature: Gurgaon
Date: 18th May, 2015

Annexure to the Independent Auditors' Report to the members of Unitech Industries 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)
 - a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) The procedures of physical verification of inventories 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 has been noticed on verification between the physical stocks and the book records.
- (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, for the purchase of inventory 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 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.

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.142, 359 which are less than fifty percent of its net worth as at the end of the financial year. It has incurred cash loss of Rs. 37,359 during the financial year covered by our audit. The company had cash losses of Rs.23,867 in 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 given 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 K M G S & Associates
Chartered Accountants
Firm's Registration No. 004730N

Neel Singh



Partner
Membership No.
Place of Signature: Gurgaon
Date: 18th May, 2015

UNITECH INDUSTRIES LIMITED
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	(142,359)	(104,750)
		357,641	395,250
Current liabilities			
Short-term borrowings	4	261,020,720	261,020,720
Trade payables	5	4,100,000	4,100,000
Other current liabilities	6	19,663	16,854
		265,140,383	265,137,574
Total		265,498,024	265,532,824
Assets			
Current assets			
Inventories	7	265,116,029	265,116,029
Cash and bank balances	8	25,549	66,545
Short-term loans and advances	9	350,000	350,250
Other current assets	10	6,446	-
		265,498,024	265,532,824
Total		265,498,024	265,532,824

Significant accounting policies 1
The accompanying notes are integral part of the financial statements

As per our report of even date
For K M G S & ASSOCIATES
Chartered Accountants
FRN: 004730N



Partner
Membership No:

Place: Gurgaon
Date: May 18, 2015

For and on behalf of the Board of Directors

Handwritten signatures of NAGARAJU ROUTHU and DEEPAK JAIN.

NAGARAJU ROUTHU
Director
DIN: 01737862

DEEPAK JAIN
Director
DIN: 02609411

UNITECH INDUSTRIES LIMITED

Statement of profit and loss for the year ended 31st March, 2015

	Notes	31-03-2015 ₹	31-03-2014 ₹
INCOME			
Revenue from operations		-	-
Total income		-	-
EXPENSES			
Change in inventories	11	-	-
Other expenses	12	37,359	23,867
Total expenses		37,359	23,867
Profit / (Loss) before tax		(37,359)	(23,867)
Tax expense			
Current Tax		-	-
Earlier year tax	13	250	-
Total tax expenses		250	-
Profit / (Loss) for the year		(37,609)	(23,867)
Earnings per equity share of face value of ₹100 each			
Basic	19	(7.52)	(4.77)
Diluted	19	(7.52)	(4.77)

Significant accounting policies 1
The accompanying notes are integral part of the financial statements

As per our report of even date
For K M G S & ASSOCIATES
Chartered Accountants
FRN: 004730N



Partner
Membership No:

Place: Gurgaon
Date: May 18, 2015

For and on behalf of the Board of Directors

NAGARAJU ROUTHU
Director
DIN: 01737862

DEEPAK JAIN
Director
DIN: 02609411

UNITECH INDUSTRIES LIMITED

Cash flow statement for the year ended 31st March, 2015

	31.03.2015 ₹	31.03.2014 ₹
Cash flow from operating activities:		
Profit/(Loss) before tax	(37,359)	(23,867)
Adjustment for:		
short term loans and advances	-	(350,000)
Other current assets	(6,446)	-
Inventories	-	(32,510,952)
Trade and other payables	2,809	4,096,912
Net Cash Generated from Operations	(40,996)	(28,787,907)
Taxes Paid	-	-
Net cash flow from operating activities (A)	(40,996)	(28,787,907)
Cash flow from investing activities:		
Net cash flow from investing activities (B)	-	-
Cash flow from financing activities:		
Proceeds / (Repayments) of borrowings	-	28,410,952
Net cash flow from financing activities (C)	-	28,410,952
Net Increase in cash and cash equivalents(A+B+C)	(40,996)	(376,955)
Cash & cash equivalents at the beginning of the year	66,545	443,500
Cash & cash equivalents at the end of the year	25,549	66,545
Components of cash and cash equivalents		
Balances with bank	19,644	59,391
Cash on hand	5,905	7,154
Total cash and cash equivalents	25,549	66,545

Significant accounting policies

Note 1

The accompanying notes are integral part of the financial statements

As per our report of even date

For K M G S & ASSOCIATES

Chartered Accountants

FRN : 004730N

Neetu Singh


Partner

Membership No:

Place: Gurgaon

Date: May 18, 2015

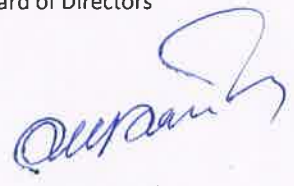
For and on behalf of the Board of Directors

Nagaraju Routhu


NAGARAJU ROUTHU

Director

DIN: 01737862

Deepak Jain


DEEPAK JAIN

Director

DIN: 02609411

UNITECH INDUSTRIES LIMITED

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

1 SIGNIFICANT ACCOUNTING POLICIES

a) NATURE OF OPERATIONS

Unitech Industries Limited (The Company) was incorporated in 1981. The company's main business is development of Real Estate Projects.

b) 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.

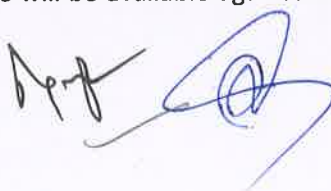
All assets and liabilities have been classified as current or non-current, wherever applicable as per the operating cycle of the Company as per the guidance as set out in the Schedule III to the Companies Act, 2013.

c) 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.



d) 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.

e) 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.

f) 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.

g) INVENTORIES

The cost of inventories comprises of all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Inventories are valued at cost or net realizable value, whichever is lower on the basis of first in first out method.



UNITECH INDUSTRIES LIMITED
Notes to the financial statement for the year ended 31st March, 2015

	31-03-2015		31-03-2014	
		₹		₹
2 Share capital				
Authorised				
25,000 (25,000) Equity shares of ₹100/-each		2,500,000		2,500,000
Issued, subscribed and fully paid up				
5,000 (5,000) Equity Shares of ₹ 100/- each with voting rights		500,000		500,000
Total		500,000		500,000
	31-03-2015		31-03-2014	
Reconciliation of number of shares and amount	Number	₹	Number	₹
At the beginning of the period	5,000	500,000	5,000	500,000
Outstanding at the end of the period	5,000	500,000	5,000	500,000
The total issued share capital comprises equity shares only, having face value of ₹ 100 each per share, ranked pari passu in all respect including voting rights and entitlement to dividend				
Shares (in aggregate) of each class held by:-			31-03-2015	31-03-2014
Unitech limited			5,000	5,000
	31-03-2015		31-03-2014	
Name of the shareholder holding more than 5% shares	Number of shares	% of shares	Number of shares	% of shares
Unitech limited	5,000	100	5,000	100
3 Reserve and surplus			31-03-2015	31-03-2014
General reserve				
As per the last financial statement			40,000	40,000
Add: Transfer from statement of profit and loss			-	-
Closing balance			40,000	40,000
Surplus in the statement of profit and loss				
As per last financial statements			(144,750)	(85,561)
Add: Profit / (Loss) for the year			(37,609)	(59,189)
Total			(182,359)	(144,750)
Total			(142,359)	(104,750)
4 Short-term borrowings			31-03-2015	31-03-2014
Loans and advances from related parties				
Unsecured				
Holdings company - Unitech limited			261,020,720	261,020,720
Total			261,020,720	261,020,720
5 Trade payable			31-03-2015	31-03-2014
Micro and small enterprises				
Others			4,100,000	4,100,000
Total			4,100,000	4,100,000
6 Other current liabilities			31-03-2015	31-03-2014
Expenses payable			19,663	16,854
Total			19,663	16,854
7 Inventories			31-03-2015	31-03-2014
Land			265,116,029	265,116,029
Total			265,116,029	265,116,029




UNITECH INDUSTRIES LIMITED

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

8 Cash and Bank balances	31-03-2015	31-03-2014
	₹	₹
Balances with banks		
In current account	19,644	59,391
Cash and cash equivalents		
Cash on hand	5,905	7,154
Total	25,549	66,545

9 Short-term loans and advances	31-03-2015	31-03-2014
	₹	₹
(Unsecured, considered good unless stated otherwise)		
Loans and advance to related party - Holding company	350,000	350,000
Advance income tax	-	250
Total	350,000	350,250

10 Other Income	31-03-2015	31-03-2014
	₹	₹
Miscellaneous income	6,446	-
Total	6,446	-

11 Changes in inventories of land	31-03-2015	31-03-2014
	₹	₹
Opening stock	265,116,029	232,605,077
Add: Land development and other charges	-	32,510,952
Closing Stock	(265,116,029)	(265,116,029)
Total	-	-

12 Other Expenses	31-03-2015	31-03-2014
	₹	₹
Legal professional charges	9,256	2,400
Auditor remuneration - audit fee	16,854	16,854
Registration filing fees	11,249	4,500
Bank charges	-	113
Total	37,359	23,867

13 Earlier year tax/excess provision for tax written back	31-03-2015	31-03-2014
	₹	₹
Earlier year tax/excess provision for tax written back	250	-
Total	250	-



UNITECH INDUSTRIES LIMITED

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

14. As per information available with the company, the sundry creditors 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.
15. **Contingent liabilities:** The company has furnished corporate guarantees of ₹ 10,899,216,634 (₹ 9,778,097,907) for raising loans / credit facilities from financial institutions / banks by holding company Unitech limited and the fellow subsidiaries.
16. 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.
17. **SEGMENT REPORTING:** Segment wise revenue, results & other information

The company is primarily in the business of real estate development. Further majority 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 within India, in the opinion of the management, the environment in India is considered to have similar risks and returns. Consequently, the company's business activities primarily represent a single business segment. Similarly this company's operations in India represent a single geographical segment.

18. 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 where transaction exists:

Holding Company Unitech Limited

(B) Summary of significant related party transactions carried out in ordinary course of business are as under:

(Amount in ₹)

Sr.No	Description	Holding	Total
1	Short term borrowings received	261,325 (32,510,952)	261,325 (32,510,952)
2	Short term borrowings paid	261,325 (4,100,000)	261,325 (4,100,000)
3	Short term loans & advances received	398 (-)	398 (-)
4	Short term loans & advances paid	398 (350,000)	398 (350,000)

*Previous year figures have been given in parentheses ()

MA



(C) Maximum amount of loans advances and balances outstanding during the year:

(Amount in ₹)

S.No	Name of the Company	Description	Maximum balance during the year	Amount outstanding as at 31-03-2015	Dr/Cr
1	Unitech Limited	Short term borrowings	261,282,045 (265,120,720)	261,020,720 (261,020,720)	Cr.
2	Unitech Limited	Short term loan and advances	350,398 (350,000)	350,000 (350,000)	Dr.

*Previous year figures have been given in parentheses ()

19. EARNING PER SHARE:

(Amount in ₹)

Basic earning per share	31.03.2015 ₹	31.03.2014 ₹
a)Weighted average number of Equity shares at the beginning and end of the period	5,000	5,000
b)Net Profit/(Loss) after tax (₹)	(37,609)	(23,867)
c)Basic Earning per Share (₹)	(7.52)	(4.77)
d)Nominal Value of a Equity Share (₹)	100	100

(Amount in ₹)

Diluted earning per share	31.03.2015 ₹	31.03.2014 ₹
a)Weighted average number of Equity shares at the beginning and end of the period	5,000	5,000
b)Net Profit/(Loss) after tax (₹)	(37,609)	(23,867)
c)Diluted Earning per Share (₹)	(7.52)	(4.77)
d)Nominal Value of a Equity Share (₹)	100	100

20. ADDITIONAL INFORMATION:

(Amount in ₹)

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

21. Unsecured loans and advances taken from Unitech Limited of ₹ 261,020,720/- (previous year ₹ 261,020,720/-) is repayable on demand and carrying interest rate nil.



22. In pursuance of real estate activities undertaken by the Unitech group of companies, this company has purchased certain land for which money have been advanced by the holding company. The land is being developed by said holding company as per the memorandum of understanding entered in to by the parties. The company has mortgaged certain portion of land titles to secure credit facilities availed by Unitech limited and its certain subsidiaries.
23. In the opinion of the Board of Directors and to the best of their knowledge and belief, the aggregate value of current assets and loan and advances on realization in the ordinary course of business will not be less than the amount at which these are stated in the balance sheet.

24 **PREVIOUS YEAR FIGURES**

Previous year figures have been regrouped, rearranged and reclassified wherever considered necessary.

As per our report of even date

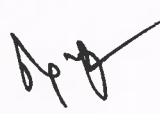

For K M G S & ASSOCIATES
Chartered Accountants
FRN : 004730N




Partner
Membership No.

Place: Gurgaon
Date: May 18, 2015

For and on behalf of the Board of Directors



NAGARAJU ROUTHU
Director
DIN: 01737862


DEEPAK JAIN
Director
DIN: 02609411