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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ALOR RECREATION PRIVATE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **ALOR RECREATION PRIVATE 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 22 in the financial statements which indicates that the Company has accumulated losses which is more than fifty percent of it's 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 exceeded its current assets as at the balance sheet date. These conditions, along with other matters set forth in Note 22, 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 on31st 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) L/(Membership No.)

LALIT GOEL

91100

Place: Gurgaon Date:16th May 2015 Annexure to the Independent Auditors' Report to the members of Alor Recreation 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.
 - (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



(vii)

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.1,018,652 which is more than fifty percent of its net worth as at the end of the financial year. It has incurred a cash loss of Rs.5,292 during the financial year covered by our audit and no cash loss 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 KMGS & ASSOCIATES **Chartered Accountants** Firm's Registration No. 004730N

(Partner)

(Membership No.)

Place: Gurgaon Date:16th May 2015

ALOR RECREATION PRIVATE LIMITED Balance Sheet as at 31st March, 2015

Particulars	Notes	31-Mar-2015 ₹	31-Mar-2014 ₹
EOUITY AND LIABILITIES Shareholders' funds			
Share capital	2	500,000	500,000
Reserves and surplus	3	(1,018,652)	(1,013,360)
Current liabilities		(518,652)	(513,360)
Trade payables	4	1,185,449	2,676,039
Other current liabilities	5	11,236	137,896
Short-term provisions	6		116,389
		1,196,685	2,930,324
Total		678,033	2,416,964
Assets			
Non-current assets			
Deferred tax assets (net)	7	364,582	364,582
		364,582	364,582
Current assets			
Trade receivables	8	62,189	514,212
Cash and bank balances	9	234,628	721,735
Short-term loans and advances	10	16,634	816,435
		313,451	2,052,382
Total		678,033	2,416,964
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

LALIT GOEL

Membership No:

91100

Place:Gurgaon

Date: 16th May 2015

For and on behalf of the Board of Directors

PURKAYASTHA AMITAVA DAS

Director

DIN:02080266

MAYANK K MEHTA

Director

DIN 00237291

ALOR RECREATION PRIVATE LIMITED Statement of Profit and Loss for the year ended 31st March, 2015

Particulars	Notes	31-Mar-2015 ₹	31-Mar-2014 ₹
Income			
Revenue from operations	11	30,000	6,866,897
Other Income	12		7,371
Total Income		30,000	6,874,268
Expenses			, ,
Cost of Material Consumed	13		2,122,442
Other expenses	14	35,292	3,825,352
Total expenses		35,292	5,947,794
Profit before tax		(5,292)	926,474
Tax expense			
Current Tax			176,540
Earlier year tax			4,023
Deferred Tax			276,935
Profit (Loss) for the year		(5,292)	468,976
Earnings per equity share of Rs.10/-			
Basic & Diluted	20	(0.11)	9.38

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

LALIT GOEL

Membership No:

91100

Place:Gurgaon

Date: 16th May 2015

For and on behalf of the Board of Directors

PURKAYASTHA AMITAVA DAS

A AMITAVA DAS MAYANK K MEHTA

Director DIN:02080266 Director DIN 00237291

Cash Flow Statement

For the year ended 31st March, 2015

Particulars	31/Mar/15	31/Mar/14
	₹	₹
Cash Flow From Operating Activities		
Profit before tax	(5,292)	926,474
Adjustments for:		,
Trade and other receivable	1,268,458	(1,152,204)
Trade and other payable	(1,617,250)	2,326,778
Cash generated from operations	(354,084)	2,101,048
Direct Tax Paid	(133,023)	(36,191)
Net Cash From Operating Activities (A)	(487,107)	2,064,857
Cash Flow From Investing Activities (B)		-
Cash Flow From Financing Activities		
Proceeds from /(Repayment of) Short term Brrowings		(2,148,565)
Net Cash Flow From Financing Activities (C)		(2,148,565)
The same transfer of the same		(2,140,303)
Net change in cash and cash equivalents (A+B+C)	(487,107)	(83,708)
Cash & Cash Equivalent at the beginning of the year	721,735	805,443
Cash & Cash Equivalent at the end of the year	234,628	721,735
Components of cash and cash equivalents		
Balance with bank	204,956	560,047
cash on hand	29,672	161,688
Total cash and cash equivalents	234,628	721,735
Significant accounting policies Note 1		

The accompanying notes are an 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:

Place:Gurgaon

Date: 16th May 2015

For and on behalf of the Board of Directors

PURKAYASTHA AMITAVA DAS

Director

DIN:02080266

MAYANK K MEHTA

Director

DIN 00237291

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

1. SIGNIFICANT ACCOUNTING POLICIES

I. NATURE OF OPERATIONS

Alor Recreation Private Limited (The Company) was incorporated in 2007. The Company's main business is running a club & restaurant services.

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 mandatory Accounting Standards prescribed in Section 133 of the Companies Act, 2013 ("the Act") read with the Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act to the extent notified.

III. USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively.

IV. TAXES ON INCOME

- (a) Provision for income tax is made in accordance with the Income Tax Act, 1961.
- (b) Deferred tax resulting from timing differences between the book and tax profits is accounted for, at the current rate of tax, to the extent that the timing differences are expected to crystallize. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future; however where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date.

V. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

- a) the Company has a present obligation as a result of a past event.
- b) a probable outflow of resources is expected 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

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- (a) A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- (b) A possible obligation, 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.

VI. 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.

VII. 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 and share warrants conversion.

Diluted earning 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.

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

2 Share capital

Authorised

50,000 Previous Year (50,000) Equity shares of ₹10 each

Issued, subscribed and fully paid up

50,000 Previous Year (50,000) Equity shares of ₹10 each with voting rights

Total

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

31/3/2015	31/3/2014	
Number ₹	Number	₹
50,000 5,00,000	50,000	5,00,000
50,000 5,00,000	50,000	5,00,000

Outstanding at the end of the year 50,000 5,00,000 50,000 5,000 5,000 5

Shares (in aggregate) of each class held by:-

Holding company (Unitech Limited)

At the begining of the year

31/War/14	31/War/15
No of Shares	No of Shares
50,000	50,000

31/Mar/15

500,000

500,000

500,000

₹

31/Mar/14

500,000

500,000

500,000

₹

Detail of shareholder holding more than 5% share Name of shareholder Unitech Limited

including voting rights and entitlement to dividend.

31/03/2015		31/03/2014
No of Shares % of shares	No of Shares	% of shares
50000 100	50,000	100

3 Reserve and Surplus
Surplus in the statement of Profit and Loss
As per last Financial Statements
Add:Profit/(Loss) for the year.
Total

31/Mar/15	31/Mar/14
₹	₹
(1,013,360)	(1,482,336)
(5,292)	468,976
(1,018,652)	(1,013,360)

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

4 Trade Payable

Micro & small enterprises Others

5 Other current liabilities

Statutory taxes and dues Expenses payable Advance from customers Total

6 Short Term Provisions

Provision for Income Tax (Net of Taxes Paid)

Total

7 Deferred Tax Assets

Deferred Tax Assets on business loss & depreciation

Total

Deferred Tax charged/(credit) to statement of Profit and Loss

8 TRADE RECEIVABLE

Due over six months
Others (Unsecured,considered good)

9 Cash and Bank balance Cash and cash equivalents

Balances with banks Cash on hand **Total**

31/Mar/15	31/Mar/14
₹	₹
	-
1,185,449	2,676,039
1,185,449	2,676,039
31/Mar/15	31/Mar/14
₹	₹
	126,660
11;236	126,660 11,236
11,236	•

31/Mar/15	31/Mar/14
₹	₹
	116,389
	116,389

31/Mar/14	31/Mar/15
₹	
364,582	364,582
364,582	364,582

31/Mar/15	31/Mar/14
7 C	₹
62,189	514,212
62,189	514,212

31/Mar/15	31/Mar/14
	₹
204,956	560,047
29,672	161,688
234,628	721,73 5

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

10 Short-term loans and advances

Other loans and advances-Unsecured, considered good.

Advance income tax(Net of Provision) Imprest to Employee Ioan to holding company-Unitech Limited Total

31/Mar/14	31/Mar/15	
₹		
-	16,634	
5,000		
811,435		
816,435	16,634	

31/Mar/14	31/Mar/15 31/Mar/		31/Mar/15	
₹	₹.			
3,509,422				
568,600	30,000			
2,788,875				
6,866,897	30,000			

31/Mar/15	31/Mar/14
~	₹
	7,371
	7,371

31/Mar/14	31/Mar/15	
₹	X 3 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
2,122,442		
2,122,442		

31/Mar/15	31/Mar/14
	₹
	2,067,700
	23,195
8,000	25,408
	256,086
2,809	46,108
	327,874
	741,150
	45,300
	237,030
11,236	11,236
3,644	1,640
6,965	22,694
300	2,432
2,338	17,499
	,
35,292	3,825,352

11 Revenue from operations

Income from Sale of Food & Beverages Income from Services Room & Venue Charges

Total

12 Other Income

Miscellaneous Income

Total

13 Cost of Material Consumed

Raw Material & Consumable stores

Total

14 Other Expenses

House Keeping Expenses
Telephone postage
Printing & stationery
Travelling & conveyance
Legal & professional charges
Repairs & maintenance expenses
Rent
Rates and taxes
Safety & Security expenses
Auditors remuneration - Audit Fee
Registration & filing fees
Bank charges
Other administrative general expenses
Compensation & Penalty

Total

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Notes to the Financial Statement

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

The company is primarily in the business of club & restaurant services . Further whole of the business is conducted within the geographical Boundaries of India.

In view of 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 primarily represent a single business segment. Similarly this company's operations in India represent a single geographical segment"

- 16. 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 & 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.
- 17. 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 as at 31st March, 2015
- 18. There is no Contingent Liability as on 31st March, 2015.

19. 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

Fellow Subsidiary

: - Unitech Hi-Tech Developers Limited

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

(Amount ₹)

SI.No	Description	Holding Company	Fellow Subsidiary
1	Advances received	(5,00,000)	1,25,241 (10,39,944)
2	Advances paid	8,11,435 (34,60,000)	5,00,000 (-)
3	Sale of Food & Beverages		- (3,13,773)
4	Rent Paid		(7,41,150)

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(C) Summary of significant related parties transactions carried out in ordinary course of business are as under: (Amount ₹)

	Name of the Company	Description	Max. amount due during the period	Balance as at 31.03.2015	Dr/Cr
1.	Unitech Limited	Short Term Loans & Advances	8,11,435 (13,11,435)	- (8,11,435)	Dr
2.	Unitech Limited	Short Term Borrowings	(21,48,565)	(21,48,565)	Cr
2.	Unitech Hi-Tech Developers Limited	Trade Payable	12,70,274 (12,47,274)	8,72,515 (12,47,274)	Cr

Previous year figures have been given in (parentheses)

20. EARNING PER SHARE

S.No	Particulars	Current Year	Previous year	
-1	Weighted average number of Equity shares at the	FO 000	FO 000	
a)	beginning and end of the period	50,000	50,000	
b)	Net Profit/(Loss) after tax (₹)	(5292)	4,68,976	
c)	Basic and Diluted Earning per Share (₹)	(1.06)	9.38	
d)	Nominal Value of a Equity Share (₹)	10	10	

21. 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	

22. 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.

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

As per our report of even date attached

For KMGS & Associates **Chartered Accountants**

Firm Registration No: 004730N

Partner

LALIT GOEL

Membership No.:

Place : Gurgaon

Date

: 16th May 2015

For and on behalf of the Board of Directors

PURKAYASTHA AMITAVA DAS MAYANK K MEHTA

Director DIN 02080266

Director DIN 00237291