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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DEVOKE DEVELOPERS PRIVATE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **DEVOKE DEVELOPERS PRIVATE 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 profit 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.



- With respect to the other matters to be included in the Auditor's Report in (f) 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:
 - The Company does not have any pending litigations which would impact i. its financial position.
 - The Company did not have any long-term contracts including derivative ii. contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the iii. Investor Education and Protection Fund by the Company.

For KMGS & Associates **Chartered Accountants**

Firm's Registration No: 004730N

Partner LALIT GOEL

Membership No: 91100

Place of Signature: Gurgaon

Date: 21st May, 2015

Annexure to the Independent Auditors' Report to the members of Devoke Developers 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 inventory 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, for the 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 and inventory 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 no accumulated losses as at the end of the financial year. It has not incurred any cash loss during the financial year covered by our audit. No cash losses were incurred 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 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 of Signature: Gurgaon

Date: 21st May, 2015

DEVOKE DEVELOPERS PRIVATE LIMITED BALANCE SHEET AS AT 31st MARCH, 2015

	Notes	31.03.2015	31.03.2014
		₹	₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	5,00,000	5,00,000
Reserves and surplus	3	30,22,636	26,72,478
		35,22,636	31,72,478
Current liabilities			
Short-term borrowings	4	2,00,000	54,07,319
Other current liabilities	5	11,236	11,236
Short-term provisions	6	1,04,409	1,711
		3,15,645	54,20,266
Total		38,38,281	85,92,744
ASSETS			
Current assets			
Cash and bank balances	7	3,10,050	37,832
Short-term loans and advances	8	35,28,231	85,54,912
		38,38,281	85,92,744
Total		38,38,281	85,92,744

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 K M G S & Associates

Chartered Accountants

FRN: 004730N

Partner

ratuer LALIT GOEL Membership No: 91100

Place: Gurgaon Date: 21.05.2015 For and on behalf of the Board of Directors

Dhiraj Kumar Goyal Director

(DIN: 01831076)

Rakesh Kumar Mahajan

Director

DEVOKE DEVELOPERS PRIVATE LIMITED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2015

	Notes	31.03.2015	31.03.2014
		₹	₹
INCOME			
Revenue from operation		• -	-
Other income	9	5,25,910	9,30,845
Total revenue		5,25,910	9,30,845
<u>EXPENSES</u>			
Other expenses	10	18,366	14,705
Total expenses		18,366	14,705
Profit before tax		5,07,544	9,16,140
Tax expense			
Current tax		1,57,000	2,83,000
Earlier year tax		386	(216)
Profit for the year		3,50,158	6,33,356
Earnings per equity share of face value of ₹ 10 each	16		
Basic		7.00	12.67
Diluted		7.00	12.67

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 K M G S & Associates

Chartered Accountants

FRN: 004730N

Partner

LALIT GOEL

Membership No:

91100

Place: Gurgaon Date: 21.05.2015 For and on behalf of the Board of Directors

Dhiraj Kumar Goyal

Rakesh Kumar Mahajan

Director

Director

(DIN: 01831076)

DEVOKE DEVELOPERS PRIVATE LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

	31.03.2015	31.03.2014
	₹	₹
Cash flow from operation activities		
Profit/(Loss) before tax	5,07,544	9,16,140
Adjustment for		
Trade and other payable	-	
Interest income	(5,25,910)	(9,26,525)
Cash generated from operations	(18,366)	(10,385)
Direct taxes paid	(54,688)	(2,09,613)
Net cash flow from operating activities (A)	(73,054)	(2,19,998)
Cash flow from investing activities		
Inter corporate deposit	50,26,681	(8,33,872)
Interest received	5,25,910	9,26,525
Net cash flow from investing activities (B)	55,52,591	92,653
Cash flow from financing activities		
Proceeds/(repayment) of loan & advances	(52,07,319)	(13,02,000)
Net cash flow from financing activities (C)	(52,07,319)	(13,02,000)
Net Increase in cash & cash equivalents (A+B+C)	2,72,218	(14,29,345)
Cash & cash equivalent at the beginning of the year	37,832	14,67,177
Cash & cash equivalent at the closing of the year	3,10,050	37,832
Components of cash and cash equivalents		
Balance with banks	3,03,899	33,409
Cash on hand	6,151	4,423
Total cash and cash equivalents	3,10,050	37,832

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 K M G S & Associates

Chartered Accountants

FRN: 004730N

Partner

LALIT GOEL

Membership No: 91100

Place: Gurgaon Date: 21.05.2015 For and on behalf of the Board of Directors

Whensur Dhiraj Kumar Goyal Director

(DIN: 01831076)

Rakesh Kumar Mahajan

Director

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

1. SIGNIFICANT ACCOUNTING POLICIES

NATURE OF OPERATIONS

Devoke Developers Private Limited (The Company) was incorporated in 2008. The company's main business is development of real estate projects.

II. BASIS OF ACCOUNTING

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.

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 year and are capable of reversal in one or more subsequent years. 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 year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average numbers of equity shares outstanding during the year 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 year attributable to equity shareholders and the weighted number of shares outstanding during the year for the effect of all dilutive potential equity shares.



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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			₹	₹
			`	·
			5,00,000	5,00,000
Total			5,00,000	5,00,000
Total				
Issued, subscribed and paid up	ina dahta		5,00,000	5,00,000
50,000 (Previous year 50,000) Equity shares of ₹ 10 each with voti	ing rights	_	5,00,000	5,00,000
Reconciliation of the shares outstanding at the beginning and en	31.03.20		31.03.2	014
·	Number	₹	Number	₹
At the beginning of the year	50,000	5,00,000	50,000	5,00,000
Outstanding at the end of the year	50,000	5,00,000	50,000	5,00,000
			31.03.2015	31.03.2014
Shares (in aggregate) of each class held by:-				
Holding company -Unitech Limited			50,000 50,000	50,000
			30,000	30,000
Name of the shareholder holding more than 5% shares			24.55	104.5
Name of shareholders	31.03.20		31.03.2	
	Number	% held	Number	% held 100%
Unitech Limited-Holding company	50,000	100%	50,000	100%]
3 Reserves and surplus			31.03.2015 ₹	31.03.2014 ₹
Surplus in the Statement of Profit and Loss				
As per last financial statements			26,72,478	20,39,122
Add: Profit for the year			3,50,158	6,33,356
Total		=	30,22,636	26,72,478
4 Short-term borrowings Loan and advances from related parties-Unsecured Holding company - Unitech Limited			2,00,000	54,07,319
Total			2,00,000	54,07,319
5 Other current liabilities			11,236	11,236
Expenses payable			11,230	11,230
Total			11,236	11,236
6 Short-term provision				
Provision for taxation			1,04,409	1,711
			1,04,409	1,711
Total		=	1,04,403	1,/11
7 Cash and bank balances				
Cash and cash equivalents				
Balances with banks			3,03,899	33,409
Cash on hand			6,151	4,423
Total		. =	3,10,050	37,832
8 Short-term loans and advances				
(Unsecured, considered good unless stated otherwise)				
Inter corporate deposits			35,28,231	85,54,912
		_	25 20 224	OF F4.043
Total A			35,28,231	85,54,912

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

		For the year ended 31.03.2015	31.03.2014
		₹	₹
9	Other income		
	Interest income on inter corporate deposits	5,25,910	9,26,525
	Other non-operating income (net of expenses directly attributable to such income)	•	
	Income from receipt of interest on income tax refund		4,320
			4,320
	Total	5,25,910	9,30,845
10	Other expenses		
	Legal & professional charges	3,858	2,400
	Auditors remuneration	11,236	11,236
	Registration & filing fees	3,272	900
	Bank charges	-	169
	Total	18,366	14,705
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Notes to the financial statements for the year ended 31st March, 2015

- 11. 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.
- 12. "Segment reporting: Segment wise revenue, results & other information

The company is primarily in the business of real estate. 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."

- 13. 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 31.03.2015.
- 14. Contingent liability Nil (Previous year Nil).
- 15. 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) Summary of significant related parties transactions carried out in ordinary course of business are as under:

(Amount in ₹)

S.No	Description	Holding company
1.	Amount received	2,00,000
	7	(93,000)
2.	Amount paid	54,07,319
		(13,95,000)

Previous year figures have been given in (parentheses)

(C) Balance as at 31.03.2015:

(Amount in ₹)

S.No.	Description	Holding company	Maximum balance during the year ended	Amount outstanding as at 31.03.2015	Dr/Cr
1.	Short term borrowings	Unitech Limited	54,07,319 (67,09,319)	2,00,000 (54,07,319)	Cr (Cr)

Previous year figures have been given in (parentheses)







16. Earning per share

	Particulars	31.03.2015	31.03.2014
a)	Weighted average number of equity shares	50,000	50,000
	at the beginning and end of the year		
b)	Net profit/(loss) after tax (₹)	3,50,158	6,33,356
c)	Basic earning per share (₹)	7.00	12.67
d)	Diluted earning per share (₹)	7.00	12.67
e)	Nominal value of a equity share (₹)	10	10

17. 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

- 18. In the opinion of the Board of Directors and to the best of their knowledge and belief, the aggregate value of 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.
- 19. Prior year figures are 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

LALIT GOEL

Membership No.:

Place: Gurgaon
Dated: 21.05.2015

For and on behalf of the Board of Directors

Dhiraj Kumar Goyal

Director

(DIN: 01831076)

Rakesh Kumar Mahajan

Director

STATEMENT SHOWING INCOME FOR THE YEAR ENDED 31.03.2015

BUSINESS

Net Profit/(loss) as per statement of profit & loss Less: Inadmissible Items	5,07,544
Peliminary expenses written off	5,07,544
Add: Deductions u/s 35D	
1/5th of Preliminary expenses Taxable Income/(Loss)	5,07,544
Or Say	5,07,540
Tax @ 30%	1,52,262
Add : Service Tax @ 10%	-
Add: Education Cess @ 3%	4,568
Totax payable	1,56,830
Less : TDS Deducted at Source	52,591
Less : Advance Tax	-
Tax Payable/ (Refund)	1,04,239
Interest u/s 234B	6,254
Interest u/s 234C	5,263
Total Interest	11,517
Tax and interest payable	1,15,756

DEVOKE DEVELOPERS PRIVATE LIMITED

Director