

DIRECTORS' REPORT

Your Directors have pleasure in presenting the First Annual Report with audited accounts for the period ended March 31, 2009.

FINANCIAL RESULTS

The summarized financial results of your Company for the period ended March 31, 2009 are as under

Particulars	For the period ended 31.03.2009 (From 01.05.2008 to 31.03.2009) (Rs. Lakhs)
Gross Income	2.62
Profit / (Loss) Before Tax	(1.53)
Provision for Tax	0.16
Profit / (Loss) After Tax	(1.69)
Balance carried to Balance Sheet	(1.69)

DIVIDEND

None

RESOURCES

Your Company was incorporated with an initial capital of Rs. 5 Lakhs comprising 50,000 equity shares of Rs. 10/- each. Further capital was raised in the form of 107,85,41,591 equity shares of Rs. 10/- each, for cash at par, aggregating to Rs. 107,854.16 Lakhs from Larsen & Toubro Limited, the Holding Company.

REGULATORY APPROVALS

Your Company was incorporated on May 1, 2008, and obtained Certificate for Commencement of Business from the Registrar of Companies, Maharashtra, Mumbai on May 15, 2008. The Certificate of Registration from Reserve Bank of India, Mumbai, to commence and carry on the business of a Non-Banking Financial Institution (without accepting public deposits) was obtained by the Company on March 31, 2009.

REVIEW OF OPERATIONS

Your Company made strategic investments for an aggregate amount of Rs. 107,654.16 Lakhs in the equity share capital of L&T Finance Limited, L&T Infrastructure Finance Company Limited, India Infrastructure Developers Limited and NAC Infrastructure Equipment Limited on March 31, 2009.

FIXED DEPOSITS

Since its inception, your Company has not accepted any deposits from the public within the meaning of the provisions of the Non-Banking Financial Companies (Reserve Bank) Directions, 1998.

DIRECTORS

Pursuant to the provisions of the Companies Act, 1956, Mr. Y. M. Deosthalee, Director of your Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

AUDITORS

M/s. Sharp & Tannan, Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting and have expressed their willingness to continue as Auditors, if re-appointed. The Board commends re-appointment of the firm as Statutory Auditors.

PARTICULARS OF EMPLOYEES AS REQUIRED UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956, AND THE RULES MADE THEREUNDER

Your Company did not have any employee as on March 31, 2009 and therefore, the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, are presently not applicable.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of activities which are being carried on by the Company, Rules 2A and 2B of The Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and technology absorption respectively, are not applicable to the Company.

There were no foreign exchange earnings and expenditure during the period under review.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 217(2AA) of the Companies Act, 1956, the Directors confirm that

- i. in the preparation of the annual accounts, the applicable Accounting Standards have been followed and there has been no material departure;
- ii. the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit or loss of your Company for that year;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities; and
- iv. the Directors have prepared the annual accounts on a going concern basis.

AUDITORS' REPORT

The Auditors' Report is unqualified. The Notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further clarifications under Section 217(3) of the Companies Act, 1956.

ACKNOWLEDGEMENT

Your Company maintained cordial relationships with Reserve Bank of India and other regulatory authorities during the period under review. Your Directors are grateful for the support extended by them and look forward to receiving their continued support and encouragement.

For and on behalf of the Board

Y. M. DEOSTHALEE
Director

N. SIVARAMAN
Director

Place : Mumbai
Date : May 14, 2009

AUDITORS' REPORT

TO THE MEMBERS OF L&T CAPITAL HOLDINGS LIMITED

We have audited the attached Balance Sheet of L&T CAPITAL HOLDINGS LIMITED as at March 31, 2009 and also the Profit and Loss Account and the Cash Flow Statement for the period from May 1, 2008 (date of incorporation) to that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In accordance with the provisions of Section 227 of the Companies Act, 1956, we report that

- 1 As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India under sub-section (4A) of Section 227 of the Companies Act, 1956, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- 2 Further to our comments in paragraph 1 above, we report that
 - (a) we have 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 appears from our examination of those books;
 - (c) the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) in our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956, to the extent applicable;
 - (e) on the basis of the written representations received from Directors as on March 31, 2009 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2009 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956; and
 - (f) in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the significant accounting policies in Schedule 7 and notes appearing thereon in Schedule 8, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India
 - (i) in the case of the Balance Sheet, of the state of the Company's affairs as at March 31, 2009;
 - (ii) in the case of the Profit and Loss Account, of the loss for the period ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

SHARP & TANNAN
Chartered Accountants
By the hand of

R. D. KARE
Partner
Membership No. 8820

Place : Mumbai
Date : May 14, 2009

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph (1) of our report of even date)

- (i) The Company has no fixed assets and accordingly paragraphs 4(i)(a), (b) and (c) of the Order, are not applicable.
- (ii) The Company has no inventories and accordingly paragraphs 4(ii)(a), (b) and (c) are not applicable.
- (iii) We are informed by management that there are no companies, firms or other parties that are required to be listed in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, paragraphs 4(iii)(b) to (g) of the Order, are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has no fixed assets and inventory and neither has it commenced sale of its products. Accordingly, clause 4(iv) of the Order, is not applicable.
- (v) We are informed by management that there are no companies, firms or other parties that are required to be listed in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, paragraphs 4(v)(a) and (b) of the Order, are not applicable.
- (vi) The Company has not accepted deposits during the year and the directives issued by the Reserve Bank of India and the provisions of Sections 58A, 58AA and other relevant provisions of the Companies Act, 1956, and the rules framed thereunder. Accordingly, paragraph 4(vi) of the Order, is not applicable.
- (vii) The Company has not conducted internal audit during the year.

- (viii) The Company is not required to maintain cost records under Section 209(1)(d) of the Companies Act, 1956, and accordingly paragraph 4(viii) of the Order, is not applicable to the Company.
- (ix) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company had no liability towards statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues as applicable with the appropriate authorities and accordingly, reporting under paragraphs 4(ix)(a) and (b) of the Order, is not applicable.
- (x) The Company has not been registered for a period of more than five years, and accordingly, reporting under paragraph 4(x) of the Order, is not applicable.
- (xi) The Company has not raised any loans from financial institutions or banks during the period.
- (xii) According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company.
- (xiv) The Company is not dealing or trading in shares, securities, debentures or other investments and accordingly reporting under paragraph 4(xiv) of the Order, is not applicable.
- (xv) The Company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) The Company has not taken any term loans.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investments.
- (xviii) We are informed by management that there are no companies, firms or other parties that are required to be listed in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, paragraph 4(xviii) of the Order, is not applicable.
- (xix) The Company has not issued any debentures during the period.
- (xx) The Company has not raised any money by public issues during the period.
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Auditing Practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the period, nor have we been informed of such case by management.

SHARP & TANNAN
Chartered Accountants
By the hand of

Place : Mumbai
Date : May 14, 2009

R. D. KARE
Partner
Membership No. 8820

AUDITORS' REPORT TO THE BOARD OF DIRECTORS

We have verified the books of account and other relevant records of L&T CAPITAL HOLDINGS LIMITED for the period ended March 31, 2009. In accordance with paragraph 2 of the Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 1998, notified by the Reserve Bank of India under Section 45MA of the Reserve Bank of India Act, 1934, and as required by paragraphs 3 and 4 of the said directions, we report that

- 1 the Company, being a company incorporated after January 9, 1997, had applied for registration to the Reserve Bank of India on February 6, 2009 as provided in Section 45-IA of the Reserve Bank of India Act, 1934. The Company has since been granted the registration on March 31, 2009 and the registration number is N-13.01925;
- 2 the Board of Directors have passed resolutions on September 30, 2008 stating that the Company which has not accepted till date any public deposits as defined under Non-Banking Financial Companies (Reserve Bank) Directions, 1998 shall not accept any public deposits without Reserve Bank of India's prior approval in writing;
- 3 the Company has not accepted any public deposits till date and during the year; and
- 4 on our examination of the books of account and on the basis of such checks and tests deemed necessary to form an opinion and on the basis of the information and explanations given to us, we confirm that the Company has complied with the prudential norms, relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts, as applicable.

SHARP & TANNAN
Chartered Accountants
By the hand of

Place : Mumbai
Date : May 14, 2009

R. D. KARE
Partner
Membership No. 8820

BALANCE SHEET AS AT MARCH 31, 2009

	<u>Schedule</u>	As at 31.03.2009	
		<u>Rupees</u>	<u>Rupees</u>
SOURCES OF FUNDS			
Share Capital	1		20,500,000
Share application money pending allotment			10,765,415,910
Reserves and Surplus			-
TOTAL			<u>10,785,915,910</u>
APPLICATION OF FUNDS			
Investments	2		10,765,415,910
Current Assets, Loans & Advances	3		
Cash & Bank Balances		20,472,805	
Other Current Assets		-	
		<u>20,472,805</u>	
Less: Current Liabilities & Provisions	4		
Current Liabilities		125,736	
Provisions		16,000	
		<u>141,736</u>	
Net Current Assets			20,331,069
Profit & Loss Account			168,931
TOTAL			<u>10,785,915,910</u>
SIGNIFICANT ACCOUNTING POLICIES	7		
NOTES FORMING PART OF ACCOUNTS	8		

The schedules referred to above and the notes attached form an integral part of the financial statements.

As per our report attached
SHARP & TANNAN
Chartered Accountants

For and on behalf of the Board

R. D. KARE
Partner
Membership No. 08820

N. SURYANARAYANAN
Manager

Y. M. DEOSTHALEE
Director

R. SHANKAR RAMAN
Director

N. SIVARAMAN
Director

Place : Mumbai
Date : May 14, 2009

Place : Mumbai
Date : May 14, 2009

PROFIT & LOSS ACCOUNT FOR THE PERIOD FROM MAY 1, 2008 TO MARCH 31, 2009

	Schedule	2008-2009 Rupees
INCOME		
Income from investments		213,062
Interest from bank fixed deposits		48,904
TOTAL		261,966
EXPENDITURE		
Preliminary Expenses written off	5	389,231
Miscellaneous expenses	6	25,666
TOTAL		414,897
Profit / (Loss) before Taxes		(152,931)
Provision for Tax		16,000
Profit / (Loss) after Tax		(168,931)
Balance carried forward to Balance Sheet		(168,931)
Basic Earnings Per Equity Share (Rupees)		(0.30)
Diluted Earnings Per Equity Share (Rupees)		-
Face Value Per Equity Share (Rupees)		10.00
SIGNIFICANT ACCOUNTING POLICIES	7	
NOTES FORMING PART OF ACCOUNTS	8	

The schedules referred to above and the notes attached form an integral part of the financial statements.

As per our report attached
SHARP & TANNAN
 Chartered Accountants

For and on behalf of the Board

R. D. KARE
 Partner
 Membership No. 08820

N. SURYANARAYANAN
 Manager

Y. M. DEOSTHALEE
 Director

R. SHANKAR RAMAN
 Director

N. SIVARAMAN
 Director

Place : Mumbai
 Date : May 14, 2009

Place : Mumbai
 Date : May 14, 2009

CASH FLOW STATEMENT FOR THE PERIOD MAY 1, 2008 TO MARCH 31, 2009

	2008-2009 Rupees
A. Cash Flow from Operating Activities	
Net Profit / (Loss) before Tax & extraordinary items	(168,931)
Adjustment for	
Depreciation	-
Unrealised foreign exchange difference - net (gain) / loss	-
Interest paid	-
Interest received	(48,904)
Operating Profit before Working Capital changes	(217,835)
(Increase) / Decrease in loans and advances	-
Increase / (Decrease) in trade payables	141,736
Net Cash from Operating Activities (A)	(76,099)
B. Cash Flow from Investing Activities	
Preliminary & Pre-operative Expenses	-
Investment purchased	(10,515,415,910)
Share application money pending allotment	(250,000,000)
Interest received on fixed deposits	48,904
Net Cash (used in) / from Investing Activities (B)	(10,765,367,006)
C. Cash Flow from Financing Activities	
Issue of Equity shares	20,500,000
Advance received as share application money	10,765,415,910
Net Cash (used in) / from Financing Activities (C)	10,785,915,910
Net (decrease) / increase in Cash and Cash Equivalents (A+B+C)	20,472,805
Cash and Cash Equivalents as at the beginning of the period	-
Cash and Cash Equivalents as at the end of the period	20,472,805

Notes:

- Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard 3, issued by the Institute of Chartered Accountants of India.
- Cash and Cash Equivalents represent Cash and Bank Balances.

The schedules referred to above and the notes attached form an integral part of the financial statements.

As per our report attached
SHARP & TANNAN
Chartered Accountants

For and on behalf of the Board

R. D. KARE
Partner
Membership No. 08820

N. SURYANARAYANAN
Manager

Y. M. DEOSTHALEE
Director

R. SHANKAR RAMAN
Director

N. SIVARAMAN
Director

Place : Mumbai
Date : May 14, 2009

Place : Mumbai
Date : May 14, 2009

SCHEDULES FORMING PART OF ACCOUNTS

	As at 31.03.2009	
	Rupees	Rupees
SCHEDULE - 1		
SHARE CAPITAL		
Authorised		
1,50,00,00,000 Equity Shares of Rs. 10/- each		15,000,000,000
Issued Subscribed & Paid-up		
20,50,000 Equity Shares of Rs. 10/- each fully paid-up		20,500,000
Of the above		
20,49,795 Equity Shares of Rs 10 each fully paid-up are held by Larsen & Toubro Limited, the Holding Company		
TOTAL		20,500,000
SCHEDULE - 2		
INVESTMENTS		
Long-Term Investments		
Fully Paid Equity Shares		
In Subsidiaries		
L&T Finance Limited (18,66,91,500 Shares @ Rs. 10/- each subscribed during the year)	4,909,815,910	
L&T Infrastructure Finance Company Limited (50,00,00,000 Shares @ Rs. 10/- each subscribed during the year)	5,000,000,000	
India Infrastructure Developers Limited (5,60,60,000 Shares @ Rs. 10/- each subscribed during the year)	560,600,000	
		10,470,415,910
In Associate:		
NAC Infrastructure Equipment Limited (4,500,000 Shares @ Rs. 10/- each subscribed during the year)	45,000,000	
		45,000,000
Share Application Money Pending Allotment (L&T Finance Limited)		250,000,000
TOTAL		10,765,415,910
SCHEDULE - 3		
CURRENT ASSETS, LOANS & ADVANCES		
Cash and Bank Balances		
Cash on hand		-
Balances with Scheduled Banks		
on current account	23,901	
on Fixed Deposit Account (including interest accrued thereon)	20,448,904	
		20,472,805
TOTAL		20,472,805

SCHEDULES FORMING PART OF ACCOUNTS (Contd.)

	As at 31.03.2009	
	<u>Rupees</u>	<u>Rupees</u>
SCHEDULE - 4		
CURRENT LIABILITIES & PROVISIONS		
Current Liabilities		
Sundry Creditors		
Due to Larsen & Toubro Limited (Holding Company)	112,500	
Provision for Expenses	<u>13,236</u>	
		125,736
Provision for		
Taxes		<u>16,000</u>
TOTAL		<u><u>141,736</u></u>
	2008-2009	
	<u>Rupees</u>	<u>Rupees</u>
SCHEDULE - 5		
PRELIMINARY EXPENSES		
Filing Fees with Registrar of Companies		221,500
Stamp Duty		157,500
Professional Fees		1,123
Other Expenses		<u>9,108</u>
TOTAL		<u><u>389,231</u></u>
SCHEDULE - 6		
MISCELLANEOUS EXPENSES		
Auditors Remuneration (excluding Service Tax)		
Audit Fees	12,000	
Certification Fees	<u>7,500</u>	
		19,500
Rates & Taxes		2,163
Conveyance Expenses		<u>4,003</u>
TOTAL		<u><u>25,666</u></u>

SCHEDULES FORMING PART OF ACCOUNTS (Contd.)

SCHEDULE - 7

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with Generally Accepted Accounting Principles ("GAAP") and in compliance with the provision of the Companies Act, 1956, and the Accounting Standards as specified in the Companies (Accounting Standard) Rules, 2006, prescribed by the Central Government.

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affects the reported amounts of income and expenses of the period, the reported balances of assets and liabilities as of the date of the financial statements.

B. Investments

Long-term investments are carried at cost, after providing for any diminution in value, if such diminution is of permanent nature.

Current investments are carried at lower of cost or market value. The determination of the carrying costs of such investments is done on the basis of specific identification.

C. Revenue Recognition

Revenue is recognized based on the nature of activity when consideration can be reliably measured and there exists reasonable certainty of its recovery. Income from investments are accounted on accrual basis.

The Company complies with the guidelines issued by the Reserve Bank of India in respect of prudential norms for income recognition.

SCHEDULE - 8

NOTES FORMING PART OF ACCOUNTS

1. The Company was incorporated on May 1, 2008 and hence the accounts are drawn for the period from May 1, 2008 to March 31, 2009.

2. (i) Segment Reporting : AS-17

As the Company's business activity falls within a single primary business segment, viz., investments and a single geographical segment, i.e. India, the disclosure requirements of Accounting Standard (AS-17) - Segment Reporting, issued by the Institute of Chartered Accountants of India, are not applicable.

(ii) Related Party Disclosure : AS 18

i. List of related parties who exercises control

1. Larsen & Toubro Limited Holding Company

ii. List of related parties over which control exists

1. L&T Finance Limited Wholly Owned Subsidiary Company

2. India Infrastructure Developers Limited Wholly Owned Subsidiary Company

3. L&T Infrastructure Finance Company Limited Wholly Owned Subsidiary Company

4. NAC Infrastructure Equipment Limited Associate Company

iii. Names of the related parties with whom transactions were carried out during the year and descriptions of relationship

1. Larsen & Toubro Limited Holding Company

2. L&T Finance Limited Wholly Owned Subsidiary Company

3. India Infrastructure Developers Limited Wholly Owned Subsidiary Company

4. L&T Infrastructure Finance Company Limited Wholly Owned Subsidiary Company

5. NAC Infrastructure Equipment Limited Associate Company

iv. Disclosure of related party transactions

Sr. No.	Name of Company	Relationship	Nature of transaction	2008-2009		
				Amount	Amount due to	Amount due from
1	Larsen & Toubro Limited	Holding Company	Transaction			
			Equity shares issued	20,497,950	-	-
			Share application money	10,765,415,910	-	-
2	L&T Finance Limited	Subsidiary Company	Expenditure			
			Reimbursement of expenses	112,500	112,500	-
			Transaction			
			Subscription to equity shares	4,909,815,910	-	-
			Share application Money pending allotment	250,000,000	-	-
			Inter Corporate Deposits	20,400,000	-	-

SCHEDULES FORMING PART OF ACCOUNTS (Contd.)

Sr. No.	Name of Company	Relationship	Nature of transaction	2008-2009		
				Amount	Amount due to	Amount due from
3	India Infrastructure Developers Limited	Subsidiary Company	Transaction Subscription to equity shares	560,600,000	-	-
4	L&T Infrastructure Finance Company Limited	Subsidiary Company	Transaction Subscription to equity shares	5,000,000,000	-	-
5.	NAC Infrastructure Equipment Limited	Associate Company	Transaction Subscription to equity shares	45,000,000	-	-

3. Earnings per share ("EPS") computed in accordance with Accounting Standard (AS) 20

	2008-2009
Profit after Tax for the year (Rs.)	(152,931)
Weighted average number of equity shares outstanding	467,808
Earnings per equity share Basic (Rs.)	(0.30)
Earnings per share Diluted (Rs.)	(0.00)
Nominal value of shares (Rs.)	10.00

4. The Company has no amounts due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2009 .
5. Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Direction, 2007.

(Rs. Lakhs)

Particulars	Amount Outstanding	Amount Overdue
Liability Side	Amount Outstanding	Amount Overdue
1 Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid		
(a) Debentures : Secured	-	-
: Unsecured	-	-
(Other than falling within the meaning of Public Deposits)		
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-Corporate Loans and Borrowings	-	-
(e) Commercial Paper	-	-
(f) Public Deposits *	-	-
(g) Other Loans (Foreign Currency Loan)	-	-
(h) Lease Finance	-	-
2 Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid)		
(a) In the form of Unsecured debentures	-	-
(b) in the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
(c) Other Public deposits	-	-
3 Break-up of Loans and Advances including bills receivables [Other than those included in (4) below]		
(a) Secured	-	-
(b) Unsecured	-	-

SCHEDULES FORMING PART OF ACCOUNTS (Contd.)

	<u>Amount Outstanding</u>
4 Break-up of Leased Assets and Stock on Hire and Hypothecation Loans counting towards EL / HP activities	
(i) Lease assets including lease rentals under sundry debtors	
(a) Financial Lease	-
(b) Operating Lease	-
(ii) Stock on hire including hire charges under sundry debtors	
(a) Assets on Hire	-
(b) Repossessed Assets	-
(iii) Hypothecation loans counting towards EL / HP activities	
(a) Loans where assets have been repossessed	-
(b) Loans other than (a) above	-
5 Break-up of Investments	
Current Investments	
1. Quoted	
(i) Shares : (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of Mutual Funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
2. Unquoted	
(i) Shares : (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of Mutual Funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
Long-Term Investments	
1. Quoted	
(i) Shares : (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of Mutual Funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
2. Unquoted	
(i) Shares : (a) Equity	105,154.16
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of Mutual Funds	-
(iv) Government Securities	-
(v) Others (please specify)	-

SCHEDULES FORMING PART OF ACCOUNTS (Contd.)

	<u>Secured</u>	<u>Unsecured</u>	<u>Total</u>
6 Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances			
Category amount net of provisions			
1. Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	-	-
TOTAL	<u>-</u>	<u>-</u>	<u>-</u>
7 Investor group-wise classification of all investments (current and long-term in shares and securities) (both quoted and unquoted)			
Category			
1. Related Parties			
(a) Subsidiaries		104,704.16	104,704.16
(b) Companies in the same group		-	-
(c) Other related parties		450.00	450.00
2. Other than related parties		-	-
TOTAL		<u>105,154.16</u>	<u>105,154.16</u>
Particulars			Amount
8 Other information			
(i) Gross Non-Performing Assets			
(a) Related parties			-
(b) Other than related parties			-
(ii) Net Non-Performing Assets			
(a) Related parties			-
(b) Other than related parties			-
(iii) Assets acquired in satisfaction of debt			-
6. Schedule to the Balance Sheet of a Non-Banking Financial Company as required by RBI as per their circular RBI/2008-09/116 DNBS(PD).CC.No. 125/03.05.002/ 2008-009, Guidelines for NBFC-ND-SI as regards capital adequacy, liquidity and disclosure norms			

1) CRAR

	Items	Current Year	Previous Year
i)	CRAR (%)	100%	-
ii)	CRAR - Tier I Capital (%)	100%	-
iii)	CRAR - Tier II Capital (%)	-	-

SCHEDULES FORMING PART OF ACCOUNTS (Contd.)**2) Exposures****Exposure to Real Estate Sector**

		Category	Current Year 2008-2009	Previous Year 2007-2008
a)	Direct Exposure			
	(i)	Residential Mortgages - Lending secured by mortgages on residential property that is or will be occupied by the borrower or that is rented; (Individual housing loans up to Rs. 15 Lakhs may be shown separately).	NIL	NIL
	(ii)	Commercial Real Estate - Lending secured by mortgages on commercial real estates (office buildings, retail space, multi-purpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.) Exposure would also include non-fund based (NFB) limits.	NIL	NIL
	(iii)	Investments in Mortgage Backed Securities (MBS) and other securitized exposures -	NIL	NIL
		a. Residential		
		b. Commercial Real Estate		
b)	Indirect Exposure		NIL	NIL
	Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).			

3) Asset Liability Management**Maturity pattern of certain items of Assets and Liabilities****(Rs. in crore)**

	1 day to 30/31 days (one month)	Over 1 month to 2 months	Over 2 months upto 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities:									
Borrowings from banks	-	-	-	-	-	-	-	-	NIL
Market Borrowings	-	-	-	-	-	-	-	-	NIL
Assets:									
Advances	-	-	-	-	-	-	-	-	NIL
Investments	-	-	-	-	-	-	-	-	NIL

7. This being the first accounting period, figures for the previous year are not given.

SCHEDULES FORMING PART OF ACCOUNTS (Contd.)**8. BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE****I. Registration Details:**

Registration No. U67120MH2008PLC181833

State Code

Balance Sheet Date

Date Month Year

II. Capital raised during the year (Amount in Rs.Thousands)

Public Issue

Bonus Issue

Rights Issue

Private Placement

 III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities

Total Assets

 Sources of Funds

Paid-up Capital

*

* (Including share application money pending allotment)

Secured Loans

Reserves & Surplus

Unsecured Loans

 Application of Funds

Net Fixed Assets

Net Current Assets

Accumulated Losses

Investments

Miscellaneous Expenditure

 IV. Performance of Company (Amount in Rs. Thousands)

Turnover

+ - Profit / Loss Before Tax

+ - Earnings per share in Rs.

Total Expenditure

+ - Profit / Loss After Tax

Dividend Rate %

 V. Generic Names of Three Principal Products / Services of the Company (as per monetary terms)

No commercial activities during the year

Item Code No.

(ITC Code)

Product Description INVESTMENT COMPANY

The schedules referred to above and the notes attached form an integral part of the financial statements.

As per our report attached
SHARP & TANNAN
Chartered Accountants

For and on behalf of the Board

R. D. KARE
Partner
Membership No. 08820**N. SURYANARAYANAN**
Manager**Y. M. DEOSTHALEE**
Director**R. SHANKAR RAMAN**
Director**N. SIVARAMAN**
DirectorPlace : Mumbai
Date : May 14, 2009Place : Mumbai
Date : May 14, 2009

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO SUBSIDIARY COMPANIES

Name of the subsidiary company	L&T Finance Limited	L&T Infrastructure Finance Company Limited	India Infrastructure Developers Limited
Financial year of the subsidiary ended on	March 31, 2009	March 31, 2009	March 31, 2009
Number of equity shares of the subsidiary company held by L&T Capital Holdings Limited and / or its nominee at the above date	186,691,500	500,000,000	56,060,000
The net aggregate of profits / (losses), of the subsidiary company so far as it concerns the members of L&T Capital Holdings Limited	NIL	NIL	NIL
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
(i) Dealt with in the accounts of L&T Capital Holdings Limited amounted to			
a) for the subsidiary's financial year ended 31/03/2009	NIL	NIL	NIL
b) for the previous years of the subsidiary since it became subsidiary of L&T Capital Holdings Limited	NIL	NIL	NIL
(ii) Not dealt with in the accounts of L&T Capital Holdings Limited amounted to:			
a) for the subsidiary's financial year ended 31/03/2009	** 27.08	** 20.95	** 0.91
b) for the previous years of the subsidiary since it became subsidiary of L&T Capital Holdings Limited	NIL	NIL	NIL

** Since the companies became subsidiaries of L&T Capital Holdings Limited as on 31/03/2009, one day profit has been considered.

For and on behalf of the Board

Place : Mumbai
Date : May 14, 2009

N. SURYANARAYANAN
Manager

Y. M. DEOSTHALEE
Director

R. SHANKAR RAMAN
Director

N. SIVARAMAN
Director