

Lalpathul Investments Limited

ANNUAL REPORT
2008-2009

Lalphul Investments Limited

BOARD OF DIRECTORS

Mr. Kamal Khetan Chairman

Mrs. Manisha Khetan

Mr. Vinesh Shah

Mr. Manish Jakfalia

BANKERS

Axis Bank Limited.

Kotak Mahindra Bank Limited.

AUDITORS

SARA & ASSOCIATES

Chartered Accountants

REGISTERED OFFICE

5th Floor, Sunteck Centre,

37-40, Subhash Road,

Vile-Parle (East),

Mumbai- 400 057

REGISTER AND TRANSFER AGENT

Link Intime India Private Limited

(Formerly known as,

Intime Spectrum Registry limited)

NOTICE OF ANNUAL GENERAL MEETING

LALPHUL INVESTMENTS LIMITED

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of Lalphul Investments Limited will be held at 5th Floor , Sunteck Centre , 37-40 Subhash Road, Vile-Parle (East), Mumbai 400057 on 11th day, of September, 2009 at 3.00 p.m. to transact, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2009 and the Profit and Loss account for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kamal Khetan, who retires by rotation and being eligible offers himself for re appointment.
3. To re-appoint M/s Sara & Associates, Chartered Accountants, as the Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and all other applicable provisions of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the



moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s)/Trustee(s), for securing the borrowings availed/to be availed by the Company and/or any of the Company's holding / subsidiary / affiliate / associate company, by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/partly Convertible Debentures and/or Non Convertible Debentures with or without detachable or non detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 293(1)(d) of the Companies Act, 1956, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s) / Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/ Agent(s)and Trustee(s) /Trustee(s).

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorised to finalise, settle and execute such documents/ deeds/writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”



5. To consider and if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to section 163 and all other applicable provisions, if any, of the Companies Act, 1956 of the Companies Act, 1956, the Company hereby approves that the register of members, indices, returns and copies of certificates and documents, instead of being kept at the registered office of the Company, be kept at the Company's Registrar's and Transfer Agents office at Link Intime India Pvt. Ltd, C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai- 400072 with immediate effect.."

6. To consider and if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the new set of Articles of Association of the Company containing provisions suitable for a public limited company, as per the draft placed before this meeting, be and is hereby approved and adopted in total exclusion and substitution of the existing Articles of Association of the Company with immediate effect."

By Order of the Board of Directors of
LALPHUL INVESTMENTS LIMITED

Date: 30th July 2009

Place: Mumbai

Registered Office:

5th Floor, Sunteck Centre,

37-40, Subhash Road,

Vile Parle (East),

Mumbai - 400057



Rama Bhat
Director

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. Register of members and share transfer books will be closed from 1st September 2009 to 11th September 2009 (both days inclusive).
3. Members are requested to:
 - (a) Notify immediately any change in their addresses to the Company.
 - (b) Quote your folio number in all correspondence with the Company.
4. Explanatory Statement as required by Section 173(2) of the Companies Act, 1956 in respect of Special Business under Item No. 3 to 6 of the Notice is annexed hereto.
5. Members are requested to bring their copy of Annual Report to the Meeting.
6. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.



Explanatory Statement Pursuant to section 173(2) of the companies Act, 1956, in respect of Special business set out in Notice:

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No. 3 to 6 of the accompanying Notice of the Annual General Meeting of the Company to be held on 11th September 2009, at 3. P.m. at 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile-Parle (East), Mumbai 400057.

Item No. 4:

The borrowings by a Company, in general, is required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). The mortgage and/or charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company or of any of its holding, subsidiary, affiliate or associate company, with a power to the charge holders to take over the management of the business and concern of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 293(1)(a) of the Companies Act, 1956. Hence, it is necessary for the Members to pass a resolution under the said Section.

The Board of Directors accordingly recommends the resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members. The Directors of the Company may be deemed to be concerned or interested in the resolution as set out in the Notice to the extent of shares held by them (same like any other shareholder) in the Company.

Item No. 5:

Under the provisions of the Companies Act, 1956, (the "Act") certain documents such as the Register and Index of Members, Register and Index of Debenture holders, other related books and papers etc., are required to be kept at the Registered Office of your Company. However, these documents can be kept at any other place within the city, town or village in which the Registered Office of your Company is situated, with the approval of the Members to be accorded by a Special Resolution.

Your Company has appointed M/s. Link Intime India Private Limited, Mumbai as its Registrar and Share Transfer Agent (RTA), who have been providing depository related services for the shares held in Demat mode and also acting as the Share Transfer Agent for the shares held in physical segment. Hence, the approval of the Members is sought in terms of Section 163(1) of the Act, for keeping the aforementioned Registers and documents at the premises of the RTA as stated in the resolution. The Board of Directors recommends the resolution as set out in the Notice for your approval.

None of the Directors of your Company is, in any way, concerned or interested in the said resolution.



Item No. 6:

Your Company is listed on the Bombay Stock Exchange Limited and hence as per the listing requirement, the Company is required to amend its Articles of Association of the Company and adopt new set of Articles of Association containing provisions suitable for a limited company be substituted in place instead of the existing Articles.

Draft of Articles of Association of the Company is available for inspection of the members of the Company on all working days during the business hours of the Company till the ensuing Annual General Meeting of the Company.

Approval of the shareholders of the Company would be required for the aforesaid matters by passing of special resolutions pursuant to Section 31 of the Companies Act, 1956.

Your Directors recommend the passing of the aforesaid resolutions.

None of the Directors is concerned or interested in the Resolution.

Date: 30th July 2009
Place: Mumbai

**By Order of the Board of Directors of
LALPHUL INVESTMENTS LIMITED**



[Handwritten Signature]
Director

Details of Directors seeking re-appointment at the Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Kamal Khetan
Age	41
Qualifications	B.E. (Electronics and Communications)
Date of Appointment	27 th April 2007
Expertise	Wide Experience in Construction, Finance, Service industry, etc
*Directorship in other Public Limited Companies as on March 31, 2009	1] Sunteck Realty Limited and its four Subsidiary Company i.e. 2] Amenity Software Private Limited 3] Magenta Computer Software Private Limited 4] Starlight Systems Private Limited 5] Satguru Infocorp Private Limited
Chairman/ Member of the Audit Committee as on March 31, 2009	1
Chairman/ Member of the Shareholders'/ Investors/ Grievance Committee as on March 31, 2009	1
No. of Shares held in the Company as on 31 st March 2009	9000

* Note: Excludes Directorship in Private Limited Companies, Foreign Companies and Government Bodies.



LALPHUL INVESTMENTS LIMITED

DIRECTORS' REPORT

The Directors submit the Annual Report of the Company together with the audited statement of accounts for the year ended on 31st March 2009.

1. FINANCIAL RESULTS:

(Rs. in Lacs)

PARTICULARS	For the Year Ended on	
	31.03.2009	31.03.2008
Total Income	93.56	27.28
Total Expenditure	26.81	4.54
Depreciation	0.28	0.47
Interest	--	--
Profit Before Tax	66.45	22.27
Provision for Tax & Deferred Tax	13.77	1.64
Profit After Tax	52.68	20.65

During the period under review, your Company's gross income was Rs 93.56 Lacs. The Profit after tax was Rs. 52.68 Lacs after providing depreciation of Rs. 0.28 Lacs and tax of Rs 13.77 Lacs.

2. DIVIDEND:

To augment the financial position of the Company, your Directors do not recommend any dividend for the financial year ended on 31st March 2009.

3. DIRECTORS:

Mr. Kamal Khetan retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re appointment.

A brief profile of Director proposed to be re-appointed is given in the notes to the Notice of the ensuing Annual General Meeting.

4. FIXED DEPOSITS:

During the year under review, The Company has not accepted any deposit within the meaning of Section 58A and 58AA or any other relevant provision of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975. Hence, the provisions of the said sections are not applicable to the company.

5. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement of section 217(2AA) of the Companies Act 1956 ("Act") your Directors confirm that:

1. in the preparation of the Annual accounts for the year 2008-09 the applicable accounting standards have been followed.
2. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give them a true and fair view of the state of affairs of the company as on 31st March 2009 .
3. taken proper and sufficient care has been taken for the maintenance of accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. accounts have been prepared on the going concern basis

6. AUDITORS:

M/s Sara & Associates, Chartered Accountants, Statutory Auditors of the Company will retire at the conclusion of this Annual General Meeting. They have offered themselves for re-appointment, if re-appointed, would be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956.

7. AUDITORS' REPORT:

The observations made by the Auditors in their Report read with the relevant notes as given in the Notes on Accounts for the year ended 31st March, 2009 are self explanatory and therefore do not call for any further comments under Section 217(3) of the Companies Act, 1956.

8. STATUTORY DISCLOSURES:

- A) Particulars of the employees of the Company pursuant to Section 217 (2A) of the Companies Act, 1956 is not given, as none of the employees come under the purview of these provisions.
- B) Particulars required to be furnished by the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988
 - i) Part A and Part B relating to Conversation of Energy and technology Absorption are not applicable to the Company as your Company is not a manufacturing Company.
 - ii) Foreign Exchange Earning and Outgo: - There are no foreign Exchange earning nor any foreign outgoings during the year under report.

9. TRADING OF SHARES ON BSE:

Directors are glad to inform you that BSE has revoked suspension of trading of Equity Shares of the company and given Trading permission w.e.f 19th February 2009.

The above revocation made by the BSE only because of consistent follow up by the Management and regular compliances of the Listing Agreement by the Company with Bombay Stock Exchange Limited.

10. SHIFTING OF REGISTERED OFFICE :

During the year under review, The Company has shifted its registered office of the Company to 5th Floor, Sunteck Centre, 38- 47, Subhash Road, Vile Parle (E), Mumbai-400057 w.e.f. 30th June 2009 for operational convenience.

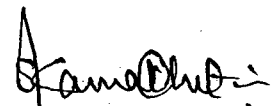
11. CORPORATE GOVERNANCE REPORT:

Pursuant to Clause 49 of the Listing Agreement, the Management and Discussion and Analysis, the Corporate Governance Report, together with compliances with the conditions of Corporate Governance as laid down, forms part of the Annual Report.

12. ACKNOWLEDGEMENTS:

Your Directors place on record their appreciation for the assistance and co-operation received from banks, govt. authorities, clients, staff and you the shareholders.

**For and On Behalf Of the Board
Lalphul Investments Limited**


Chairman

Place: Mumbai

Date: 30th June 2009

ANNEXURE TO DIRECTORS' REPORT REPORT ON CORPORATE GOVERNANCE

The report on the Corporate Governance requirements as stipulated by Clause 49 of the Listing Agreement is furnished below.

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Good Corporate Governance practices are essential to achieve long-term corporate goals and enhance shareholder values. The Company is committed to strive for continuous improvement in all spheres of its business activities and focus on accountability and transparency which are key drivers to sustainable corporate growth.

2. BOARD OF DIRECTORS

Composition:

The Board consists of 4 Directors. The composition of Board is in accordance with the requirements of Clause 49 in this regard. The Chairman of the Board is a Non- Executive Director and 50% of the Board consist of are Non Executive Independent Directors.

Board Meetings:

During the financial year ended 31st March 2009, Six Board Meetings were held on the 7th May 2008 , 18th June2008, 24th July 2008, 24th October 2008, 30th January 2009,4th March 2009.

The names of Members of the Board of Directors, their attendance at the Company's Board Meetings and Last Annual General Meeting, number of Directorships / Committee Memberships in other Companies during the period under review, is given below:



Name of Director	Category	No. of Board Meeting	Attendance at the last AGM held	Number of Directorship in other public limited companies as on 31 st March, 2009	No. of Committee positions held in other public limited companies as on 31 st March, 2009	
		s attended during the period under review	on August 27 th , 2008		Chairman	Member
Kamal Khetan	Non Independent Non Executive	6	Yes	*5	1	3
Manisha Khetan	Non Independent Non Executive	6	Yes	*5	Nil	1
Vinesh Shah	Non Executive Independent	6	Yes	Nil	Nil	Nil
Manish Kumar Jakalia	Non Executive Independent	6	Yes	Nil	Nil	Nil

*.The Number of other public limited companies in which Mr Kamal Khetan and Mrs Manisha Khetan hold Directorships include Sunteck Realty Limited and its four Private Limited Companies which are its Subsidiaries.

During the year information applicable as mentioned in Annexure 1A to Clause 49 of the Listing Agreement has been placed before the Board for its consideration.

3. AUDIT COMMITTEE

The Audit Committee is constituted in line with the provisions of clause 49 of the Listing Agreement.

During the financial year under review, four meetings of the Audit Committee were held i.e. on 18th June 2008, 29th July 2008, 24th October 2008 and 30th January 2009.



Name of the Director	Chairman / Member	Category	No. of Meetings attended	
			Held	Attended
Vinesh Shah	Chairman	Non-Executive and Independent Director		4
Kamal Khetan	Member	Non Executive Director		4
Manish Kumar Jakalia	Member	Non-Executive and Independent Director		4

Terms of reference:

The Terms of reference of the Audit Committee broadly are as mentioned under:

- 1 To oversee the Company's financial reporting process and ensuring that the quarterly/annual financial statements are true, correct and credible.
- 2 To recommend to the Board appointment, re-appointment, replacement and removal of statutory auditor, fixation of their remuneration and approval for payment for any other services rendered by the statutory auditors.
- 3 To review financial reports with particular reference to matters included in Directors' Responsibility Statement in terms of Section 217 (2AA) of Companies Act, 1956, changes in accounting policies, practices, reasons for the same.
- 4 To review the major accounting entries, significant adjustment in financial statements, compliance with listing and other legal requirements, disclosures of related party transactions and qualifications by auditors in the draft audit report.
- 5 To hold periodical discussion with Statutory Auditors of the Company concerning the accounts of the Company, scope of audit and observations of the Statutory Auditors.
- 6 To review compliance with internal control system.
- 7 To make recommendation to the Board on any matter relating to financial management of the Company, including the Audit Report.



4. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

- i) The Company has constituted a Shareholders/Investors Grievance Committee of Directors to look into the redressal of complaints of investors such as transfer of shares, non-receipt of dividend/notices/annual reports, etc
- ii) The Shareholders/Investors Grievance Committee looks into the Shareholders and Investor Grievances and related matters. The composition of the Committee is as follows:

Name of the Director	Chairman / Member	Category	No. of Meetings attended	
			Held	Attended
Shri Manish Kumar jakalia	Chairman	Non-Executive and Independent Director		2
Shri Vinesh Shah	Member	Non-Executive and Independent Director		2
Smt Manisha Khetan	Member	Non-Executive and Non Independent		2

iii) During the financial year under review, the Company received no complaint from shareholders,. At the close of the financial year there was no complaint remaining unattended to.

iv) Name, Designation and Address of the Compliance Officer

Rachana Hingarajia

Compliance Officer

Lalphul Investments Limited

5th Floor, Sunteck Centre,

38, Subhash Road, Near United Ink Factory,

Vile Parle (East), Mumbai - 400057



5. GENERAL BODY MEETINGS

The Company's last Three Annual General Meetings were held as given below:

Date	Venue	Time	No. of Special Resolution Passed
August 27, 2008	505, Acme Plaza, Andheri-kurla Road, Andheri(East), Mumbai 400059	4.00 p.m.	1
September 29, 2007	505, Acme Plaza, Andheri-kurla Road, Andheri(East), Mumbai 400059	12.00 a.m.	Nil
September 30, 2006	505, Acme Plaza, Andheri-kurla Road, Andheri(East), Mumbai 400059	2.30 p.m.	Nil

None of the resolutions was required to be passed thorough Postal Ballot.

6. DISCLOSURES

All transactions with related parties, wherever applicable, including transactions of material nature between the Company and its promoters, directors, management, relatives etc. are disclosed in the Notes to the Accounts forming part of the Annual Report. There were no materially significant related party transactions during the year having conflict with the interests of the Company.

The trading of the shares of the Company was suspended since 13th May 2002 by the Bombay Stock Exchange. The Company had made necessary representations to BSE in this regard and as a result of the consistent follow up and necessary compliances the suspension was revoked by the Bombay Stock Exchange w.e.f 19th February 2009

The Company has reviewed the Non Mandatory requirements under Clause 49 of the Listing Agreement and these shall be adopted/complied by the Company need based.



7. MEANS OF COMMUNICATION:

The quarterly unaudited financial results and the annual audited financial results are normally published in the widely circulating national and local newspapers viz. "Free Press Journal" and "Navshakti".

8. GENERAL SHAREHOLDER INFORMATION

i **Annual General Meeting :** 11th September, 2009

ii **Financial Calendar :**

Accounting year : April to March

Results for Quarter ended June, 30, 2009 : End July, 2009

Results for Quarter ended September, 30, 2009 : End October, 2009

Results for Quarter ended December, 31, 2009 : End January, 2010

Audited Results : June, 2010

Full period under review

iii **Date Of Book Closure :**

1st September, 2009 to 11th September, 2009, both days inclusive.

iv **Dividend Payment Date:**

No Dividend has been declared for the year under review.

v **Listing On Stock Exchanges :**

The Company's equity shares are listed on:

The Bombay Stock Exchange Limited,

Phiroze Jeejeebuoy Towers,

Dalal Street, Mumbai 400 001.

vi **Stock code:**

Stock Exchange Mumbai : 503659



vii **Market Price Data:**

During the year, BSE has revoked suspension of trading of Equity Shares of the company and given Trading permission w.e.f 19th February 2009.

Monthly high and low at the Bombay Stock Exchange Limited for financial year ended 31st March, 2009:

Month	High Rs.	Low Rs.	Close Rs.
April, 2008	-	-	-
May	-	-	-
June	-	-	-
July	-	-	-
August	-	-	-
September	-	-	-
October	-	-	-
November	-	-	-
December	-	-	-
January, 2009	-	-	-
February	50	17	17
March	-	-	-

viii. **Share Transfer Agent:**

Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West),
Mumbai-400 078.

Tel No: (022) 2596 3838

ix **Share Transfer System :**

Shares sent for physical transfer are generally registered and returned within a period of 30 days from the date of receipt, if the documents are clear in all respects. The Investor Grievance Committee of the Company meets as often as required.

The total number of shares transferred in physical form during the year 2008-09 was 24510 Shares.



x **Distribution of shareholding:**

Distribution of Shareholding as on 31st March 2009

SHARE HOLDING OF NOMINAL VALUE OF	SHARE HOLDERS		SHARE AMOUNT	
	Number	% of Total	In Rs.	% of Total
1 – 5000	290	91.19	207800	10.39
5001 – 10,000	8	2.52	53500	2.68
10,001 – 20,000	2	0.63	23000	1.15
20,001 – 30,000	1	0.31	21500	1.08
30,001 – 40,000	4	1.26	146500	7.33
40,001 – 50,000	3	0.94	127600	6.38
50,001 – 1,00,000	7	2.20	512600	25.63
1,00,000 and above	3	0.94	907500	45.38
TOTAL	318	100	2000000	100

Shareholding Pattern as on 31st March 2009

CATEGORY OF SHAREHOLDERS	NO. OF SHAREHOLDERS	NO. OF SHARES HELD	% OF HOLDING
Indian Promoters	2	59000	29.50
Financial Institutions & Banks	NIL	NIL	NIL
Mutual Funds & UTI	NIL	NIL	NIL
FII's	NIL	NIL	NIL
NRIs/OCBs	NIL	NIL	NIL
Corporate Bodies	3	23810	11.91
Individual (Capital upto Rs.1 lac)	312	95940	38.22
Individual (Capital above Rs. 1 lac)	1	21250	20.38
Clearing Members Transit Position	NIL	NIL	NIL
Market Maker	NIL	NIL	NIL
Trusts	NIL	NIL	NIL
TOTAL	318	200000	100

xi. **Dematerialisation of Shares**

The Company's shares are held in Physical form. The Company is in process to established connectivity with CDSL and NSDL.

xii **Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity:**

There are no outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, as at the year end.



xiii Plant Location:

The Company does not have any plant.

xiv Address For Correspondence:

1) Lalphul Investments Limited

5th Floor, Sunteck Centre, 37-40 Subhash Road,
Vile Parle (East), Mumbai 400057
Tel: 26267800 Fax: 26267848
Email ID: lalphul@gmail.com

2) Link Intime India Pvt Ltd.,

(Formerly known as Intime Spectrum Registry Limited)
C-13, Pannalal Silk Mills Compound,
L.B.S Marg, Bhandup, Mumbai-400 078
Tel: (22) 25963838
Fax: (22) 25946969

xv: Code of Conduct:

Pursuant to Clause 49 I (D) of the Listing Agreement entered into with the Stock Exchanges, I hereby declare that all the Board members and senior management personnel of the Company have affirmed compliances with the Code of Conduct for the current year.

For Lalphul Investments Limited



A handwritten signature in black ink, appearing to read "Anand Chelvi".

Director

Date: 30th June 2009.
Place: Mumbai.

Certificate by CEO & CFO

We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2009 and that to the best of our knowledge and belief:

These statements do not contain any materially untrue statement or omit any material fact or contains statements that might be misleading.

These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

There are to the best of our knowledge and belief, no transaction entered into by the Company during the year ended 31st March, 2009 which are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiency in the design or operation of the internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

Significant changes in internal control over financial reporting during the year;
Significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: 30th June, 2009

For Lalphul Investments limited



Kamal Khetan
Mr. Kamal Khetan
Chairman



SARA & ASSOCIATES

CHARTERED ACCOUNTANTS

Office: 1st Floor, 470, J.S.S. Road, Chira Bazar, Mumbai 400 002.
Phone : 2200 0271 (8 Lines) • Fax : 2209 1106 • E-mail : sara_ca@vsnl.net

- Santosh Jain
M.Com., FCA, DISA
- Alok Bairagra
B.Com., FCA
- Ramawatar Sharma
B.Com., FCA
- Rajesh Agarwal
B.Com., FCA
- Madan Agrawal
B.Com., FCA
- Mahavir Jain
B.Com., ACA

Auditors' Certificate on Clause 49 Compliance- Corporate Governance

To the Members of
Lalphul Investments Limited

We have reviewed the records concerning the Company's Compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements entered into, by the Company with the Stock exchanges of India, for the financial year ended 31st March 2009.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliances of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and the information and explanations given to us by the Company.

Based on such a review and to the best of our information and according to the explanation given to us, in our opinion, the Company has complied with the Conditions of Corporate Governance, as stipulated in Clause 49 of the said listing Agreements.

We further state that, such compliance is neither an assurance as to the future viability of the Company, nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

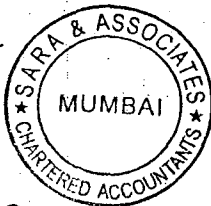
For SARA & ASSOCIATES
CHARTERED ACCOUNTANTS

Rajesh Agarwal

RAJESH AGARWAL
PARTNER

M. No. 78310

Mumbai: 30th June 2009





SARA & ASSOCIATES

CHARTERED ACCOUNTANTS

ekay Mansion, 1st Floor, 470, J.S.S. Road, Chira Bazar, Mumbai 400 002.
No. : 2200 0271 (8 Lines) • Fax : 2209 1106 • E-mail : sara_ca@vsnl.net

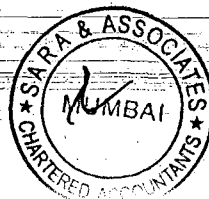
- Santosh Jain
M.Com., FCA, DISA
- Alok Balraja
B.Com., FCA
- Ramawatar Sharma
B.Com., FCA
- Rajesh Agarwal
B.Com., FCA
- Madan Agrawal
B.Com., FCA.
- Mahavir Jain
B.Com., ACA

AUDITORS' REPORT

To,
The Members of
LALPHUL INVESTMENTS LIMITED,

We have audited the attached Balance Sheet of **LALPHUL INVESTMENTS LIMITED** as at 31st March, 2009 and also the annexed Profit & Loss Account and the Cash Flow Statement of the Company for the year ended on that date. 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.

1. We conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of financial statements. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditors' Report) Order, 2003 and the Companies (Auditors' Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable.
3. Further to our comments in the annexure referred to above, we report that:
 - (i) We have obtained all the information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (ii) 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 such books of the Company;
 - (iii) The Balance Sheet and Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account of the Company;
 - (iv) In our opinion, the Balance Sheet and 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;



Contd...2



SARA & ASSOCIATES

CHARTERED ACCOUNTANTS

ekay Mansion, 1st Floor, 470, J.S.S. Road, Chira Bazar, Mumbai 400 002.
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- Santosh Jain
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B.Com., ACA

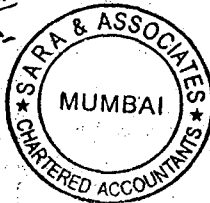
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- (v) Based on the representations made by the directors of the Company and information given to us, none of the directors is disqualified as at 31st March 2009, from being appointed as director in terms of Section 274 (1) (g) of the Companies Act, 1956;
- (vi) In our opinion and to the best of our information and according to the explanation given to us, the said financial statements read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and present a true and fair view in conformity with the accounting principles generally accepted in India :
- (a) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2009 and
- (b) in the case of the Profit & Loss Account, of the profit for the year ended on that date.
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For SARA & ASSOCIATES
CHARTERED ACCOUNTANTS

Rajesh Agarwal

RAJESH AGARWAL
PARTNER
M. No. 78310



Mumbai: 30th June 2009

ANNEXURE REFERRED TO IN PARAGRAPH 2 OF OUR AUDITORS' REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009 OF LALPHUL INVESTMENTS LIMITED.

On the basis of such checks as we considered appropriate and in terms of the information and explanation given to us, we state that: -

- 1) a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets
- b) As explained to us, fixed assets, according to the practice of the company, are physically verified by the management in accordance with the phased verification program, which, in our opinion, is reasonable having regards to the size of the company and the nature of its fixed assets. To the best of our knowledge no material discrepancies have been noticed on such verification.
- c) The Company has not disposed off any substantial part of its fixed assets so as to affect its status as going concern.
- 2) The company is a service company, hence no comments on stock is required.
- 3) a) The Company has not taken secured or unsecured loans, from body corporate, covered in the register maintained under Section 301 of the Companies Act, 1956.
- b) The Company has granted unsecured loan, to its associate concern, covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding at any time during the year is Rs.1514.10 Lakhs and year-end balance is Rs. NIL.
- c) In our opinion and according to the information and explanation given to us, the aforesaid loan is interest free and others terms and conditions are not prima facie prejudicial to the interest of company. The said loan is repayable on demand and there is no repayment schedule.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- 5) a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

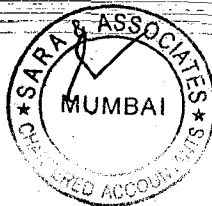


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- b) In our opinion and according to the information and explanations given to us, the transactions made are in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at that time.
- 6) The Company has not accepted any deposit from public within the meaning of Sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- 7) In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.
- 8) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 in respect of the activities carried out by the Company.
- 9) a) According to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- b) According to the information and explanations given to us, there is no amount payable in respect of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess were in arrears as at 31st March, 2009 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there is no dues of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess which have not been deposited as on 31st March, 2009 on account of any dispute.
- 10) The Company does not have accumulated loss and has not incurred cash losses during the financial year covered by our audit.
- 11) The Company does not have any loans from financial institutions and banks, hence the question of defaulted in repayment of dues to financial institutions and banks does not arise.
- 12) 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.

Contd...3



- 13) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society.
- 14) In our opinion, the Company is dealing or trading in shares, securities, debentures & other investments and proper records have been maintained of the transactions and contracts and timely entries have been made in; also the shares have been held by the company, in its own name.
- 15) The Company has not given guarantees for loans taken by others from banks or financial institutions.
- 16) The company has not taken any term loan during year.
- 17) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, no funds raised on short-term basis have been used for long-term investment.
- 18) During the year, the Company has not made any preferential allotment of shares to parties and companies covered and recorded in the Registrar maintained under section 301 of the Companies Act, 1956.
- 19) The Company has not issued any debentures during the year.
- 20) The Company has not raised any money by public issues during the year.
- 21) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For S A R A & ASSOCIATES
CHARTERED ACCOUNTANTS**

Rajesh Agarwal

**RAJESH AGARWAL
PARTNER
M. No. 78310**



Mumbai: 30th June 2009

LALPHUL INVESTMENTS LIMITED
BALANCE SHEET AS ON 31ST MARCH 2009

PARTICULARS	SCH.	AS ON 31 ST MARCH 2009	AS ON 31 ST MARCH 2008
		Rs.	Rs.
SOURCES OF FUNDS			
SHAREHOLDERS FUNDS			
Share Capital	I	2,000,000	2,000,000
Reserves & Surplus	II	7,219,967	1,951,183
LOAN FUND			
Unsecured Loan	III	84,750,000	197,500,000
DEFERRED TAX LIABILITY	IV	10,175	15,989
		93,980,142	201,467,172
APPLICATION OF FUNDS			
FIXED ASSETS	V		
Gross Block		210,000	210,000
Less: Depreciation		167,664	139,440
Net Block		42,336	70,560
INVESTMENTS	VI	89,363,772	493,147
CURRENT ASSETS LOANS & ADVANCES			
Cash & Bank Balances	VII	369,167	36,743
Sundry Debtors	VIII	464,510	776,525
Loans & Advances	IX	5,762,691	201,065,479
		6,596,368	201,878,748
Less: Current Liabilities & Provisions	X	2,022,334	975,283
Net Current Assets		4,574,034	200,903,465
		93,980,142	201,467,172

Notes forming part of accounts

XIV

As per our report of even date attached

For S A R A & ASSOCIATES

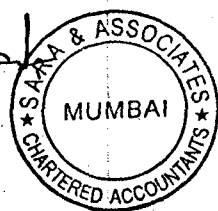
Chartered Accountants

Rajesh Agarwal
Rajesh Agarwal
Partner

Partner

Membership No. 078310

Mumbai : 30th June 2009



For and on behalf of the Board

Kamalesh Chandra
Director **Director**

LALPHUL INVESTMENTS LIMITED
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009

PARTICULARS	SCH.	YEAR ENDED 31 ST MARCH 2009	YEAR ENDED 31 ST MARCH 2008
		Rs.	Rs.
INCOME			
Income from Operation	XI	7,761,545	1,322,031
Other Income	XII	1,594,042	1,406,897
		9,355,587	2,728,928
EXPENDITURE			
Administrative Expenses	XIII	2,681,933	454,543
Depreciation		28,224	47,040
		2,710,157	501,583
Profit Before Tax		6,645,430	2,227,345
Provision for Taxation :			
Income Tax		1,308,511	137,160
Fringe Benefit Tax		9,490	10,963
Deferred Tax Liability		(5,814)	15,989
Income tax for earlier year		64,458	(1,744)
Profit After Tax		5,268,785	2,064,977
Surplus/ (Deficit)brought forward		1,951,183	(113,794)
Surplus/(Deficit) Carried to balance sheet		7,219,967	1,951,183
Basic & Diluted EPS		26.34	10.32

Notes forming part of accounts XIV

As per our report of even date attached

For S A R A & ASSOCIATES

Chartered Accountants

Rajesh Agarwal
Rajesh Agarwal

Partner

Membership No. 078310

Mumbai : 30th June 2009



For and on behalf of the Board

Samir Chitambar
Samir Chitambar
 Director

Director

LALPHUL INVESTMENTS LTD
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2009

Sr. No	PARTICULARS	YEAR ENDED 31ST MARCH 2009		YEAR ENDED 31ST MARCH 2008	
		Rs.	Rs.	Rs.	Rs.
A.	Cash flow from Operating Activities :				
	Net Profit before tax & extraordinary items:		6,645,430		2,227,345
	Depreciation	28,224		47,040	
	(Profit)/ Loss on Sales of Investments	587,937		(1,406,897)	
	Dividend from Investments	(1,594,042)	(977,881)	-	(1,359,857)
	Operating Profit before working Capital changes		5,667,549		867,488
	Loans & Advances	195,302,788		(199,281,510)	
	Sundry Debtors	312,015		(593,525)	
	Current Liabilities	1,047,051	196,661,854	461,428	(199,413,607)
	Cash generated from operations		202,329,403		(198,546,119)
	Direct taxes paid		(1,382,459)		(162,368)
	Cash flow before extraordinary items		200,946,944		(198,708,487)
	Extra-Ordinary/Adjustments items		-		-
	Net Cash inflow /(used) from Operating Activities (A)		200,946,944		(198,708,487)
B.	Cash flow from Investing Activities :				
	Purchase of Investments		(179,217,893)		(493,147)
	Sales of Investments		89,759,331		1,670,268
	Dividend from Investments		1,594,042		-
	Net Cash inflow / (used) in Investing Activities (B)		(87,864,520)		1,177,121
C.	Cash flow from Financing Activities :				
	Unsecured Loan		(112,750,000)		197,500,000
	Repayment of Short Term Loans		-		-
	Net Cash inflow / (used) in Financing Activities (C)		(112,750,000)		197,500,000
D.	Net Increase In Cash And Cash Equivalents (A+B+C)		332,424		(31,366)
	Opening balance of Cash and Cash Equivalents		36,743		68,108
	Closing balance of Cash & Cash Equivalents		369,167		36,743

Note :

- Figure given in breckets shows outflow.
- Prvious year figures are regrouped/ rearranged to make them comparable with current year.

As per our report of even date attached

For S A R A & ASSOCIATES

Chartered Accountants

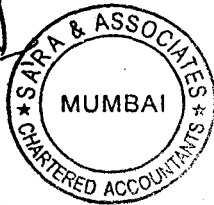
Rajesh Agarwal

Rajesh Agarwal

Partner

Membership No. 078310

Mumbai : 30th June 2009



For and on behalf of the Board

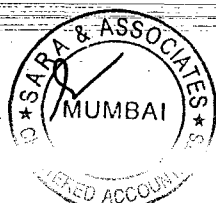
Anand Chitambar

Director

Director

LALPHUL INVESTMENTS LIMITED
SCHEDULES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2009

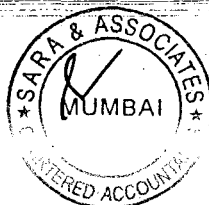
PARTICULARS	31 ST MARCH 2009 Rs.	31 ST MARCH 2008 Rs.
SCHEDULE - I		
SHARE CAPITAL		
AUTHORISED	3,000,000	3,000,000
300,000 (300,000) Equity Share of Rs.10/-each	<u>3,000,000</u>	<u>3,000,000</u>
ISSUED, SUBSCRIBED AND PAID UP		
200,000 (200,000) Equity Shares of Rs. 10/- each fully paid up	2,000,000	2,000,000
	<u>2,000,000</u>	<u>2,000,000</u>
SCHEDULE - II		
RESERVES & SURPLUS		
Profit & Loss Account		
Opening Balance	1,951,183	(113,794)
Add: Surplus Brought Forward From P&L A/c	5,268,785	2,064,977
	<u>7,219,967</u>	<u>1,951,183</u>
SCHEDULE - III		
UNSECURED LOANS		
From Corporate body	84,750,000	197,500,000
	<u>84,750,000</u>	<u>197,500,000</u>
SCHEDULE - IV		
DEFERRED TAX LIABILITY		
Opening Balance	15,989	-
Add : During the Year	(5,814)	15,989
	<u>10,175</u>	<u>15,989</u>
SCHEDULE - VI		
INVESTMENTS		
Quoted Equity Shares :		
Akruti City Limited 10 P. Y.(-) Shares	10,101	-
Ansal Properties Infrastructure Limited 10 P. Y.(-) Shares	1,513	-
DLF Limited 10 P. Y.(-) Shares	6,538	-
Housing Development & Infrastructure Limited 12 P. Y.(-) Shares	7,143	-
Indiabulls Real Estate Limited 10 P. Y.(-) Shares	4,950	-
IRB Infrastructure Development Limited 10 P. Y.(-) Shares	2,092	-
Peninsula Land Limited. (Moraje Real) 10 P. Y.(-) Shares	1,017	-
Omaxe Limited 10 P. Y.(-) Shares	2,197	-
Orbit Corporation Limited 10 P. Y.(-) Shares	4,570	-
Parsvnath Developers Limited 10 P. Y.(-) Shares	2,172	-
Purvankara Project Limited 10 P. Y.(-) Shares	2,645	-
Sobha Developers Limited 10 P. Y.(-) Shares	6,048	-
Unitech Limited 10 P. Y.(-) Shares	2,709	-
(Market value of quoted shares as on 31-03-2009 Rs. 14,550/-)		



LALPHUL INVESTMENTS LIMITED

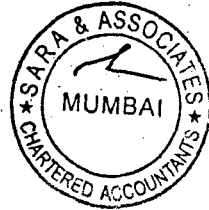
SCHEDULES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2009

PARTICULARS	31 ST MARCH 2009 Rs.	31 ST MARCH 2008 Rs.
Unquoted Equity Shares :		
Vishwas Finvest Private Limited	-	32,500
(-) (P.Y. 6,500) fully paid up Equity Shares of Rs.5 each		
Amish Infrastructure Private Limited	-	9,500
(-) (950) fully paid up Equity Shares of Rs.10 each		
Mutual Funds :		
Birla Sunlife Gilt Plus-Reg-Qty Div Reinv (Units 6863153.313/NAV Rs. 12.80)	87,858,007	-
Hdfc Cash Management Treasury (Units 144772.79/NAV Rs. 10.03)	1,452,071	-
Kotak Liquid Fund (Units 36894.2676/ NAV Rs. 12.23)	-	451,147
	89,363,772	493,147
SCHEDULE - VII		
CASH & BANK BALANCES		
Cash in Hand	-	26,419
Bank Balance - with Scheduled Bank in Current Account	369,167	10,324
	369,167	36,743
SCHEDULE - VIII		
SUNDRY DEBTORS		
Outstanding for more than 6 months	198,500	697,345
Others	266,010	79,180
	464,510	776,525
SCHEDULE - IX		
LOANS & ADVANCES		
(Unsecured & Considered good)		
Advance Recoverable in cash or kind or value to be received	4,449,232	201,047,239
Advance Tax and Tax Deducted at Source	1,313,459	18,240
	5,762,691	201,065,479
SCHEDULE - X		
CURRENT LIABILITIES & PROVISIONS		
A. CURRENT LIABILITIES		
Sundry Creditors	377,884	400,102
Expenses payable	326,449	54,658
Bank Book Overdraft	-	372,400
B. PROVISIONS		
Provision for Taxation	1,308,511	137,160
Provision for FBT	9,490	10,963
	2,022,334	975,283



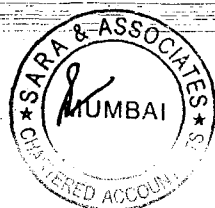
LALPHUL INVESTMENTS LIMITED
SCHEDULE V
FIXED ASSETS

PARTICULARS	DEP. RATE	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		AS ON 01.04.2008	ADDITIONS	DEDUCTION	AS ON 31.03.2009	UP TO 31.03.2008	ADDITIONS	DEDUCTION	UPTO 31.03.2009	AS ON 31.03.2009	AS ON 31.03.2008
Computers	40%	210,000	-	-	210,000	139,440	-	28,224	167,664	42,336	70,560
TOTAL		210,000	-	-	210,000	139,440	-	28,224	167,664	42,336	70,560
PREVIOUS YEAR		210,000	-	-	210,000	92,400.00	-	47,040	139,440	70,560	117,600



LALPHUL INVESTMENTS LIMITED
SCHEDULES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2009

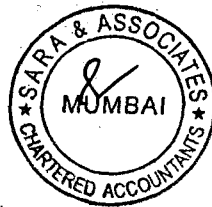
PARTICULARS	31 ST MARCH	31 ST MARCH
	2009	2008
	Rs.	Rs.
SCHEDULE - XI		
INCOME FROM OPERATION		
Professional Fees	198,500	697,345
Brokerage & Commissions (TDS Rs. 33,990/- P.Y. Nil)	300,000	-
Interest on Loan (TDS Rs.12,76,284/- P.Y. Rs. Nil)	5,835,065	80,479
Dividend Income	1,427,980	463,118
Income from Derivatives Market Operation	-	81,089
<u>Income from Capital Market Operation :</u>		
Sales	56,854,126.69	
Less : Purchases	56,854,126.69	
Add : Closing Stock	-	
	<u>7,761,545</u>	<u>1,322,031</u>
SCHEDULE - XII		
OTHER INCOME		
Dividend Income from Investment	1,594,042	-
Profit on Sale of Investments	-	1,406,897
	<u>1,594,042</u>	<u>1,406,897</u>
SCHEDULE - XIII		
ADMINISTRATIVE EXPENSES		
Auditor's Remuneration	19,854	11,236
Advertisement Expenses	24,352	21,760
Annual Subscription	11,236	-
Bank Charges	3,355	2,082
Books & Periodicals	27,690	15,500
Business & Promotion	2,247	-
Conveyance Expenses	70,278	62,737
House Keeping Expenses	79,445	11,700
Legal & Professional Charges	26,113	42,446
Listing Fees	280,000	10,000
Membership Expenses	15,500	-
Miscellaneous Expenses	1,454	-
Motor Car Expenses	-	7,250
Office Expenses	114,098	28,000
Office Rent	90,000	-
Postage & Telegram	6,495	10,230
Printing & Stationery Expenses	45,345	30,000
Professional & Consultancy Charges	400,000	-
Repairs & Maintenance	88,415	15,000
Roc Charges	21,142	-
Share Transfer Fees	225	-
STT Charges	196	4,017
Salary	697,079	122,822
Staff Welfare	59,477	59,763
Professional Tax	10,000	-
Loss on sale of Investments	587,937	-
	<u>2,681,933</u>	<u>454,543</u>



LALPHUL INVESTMENTS LIMITED

GROUPING TO THE BALANCE SHEET AS ON 31ST MARCH 2009

PARTICULARS	AS ON 31 ST MARCH 2009
	Rs.
SUNDRY CREDITORS	
Link Intime India Pvt Ltd.	18613
Satguru Capital & Finance Pvt. Ltd	4591
Visisth Mercantile Limited	354680
Total (A)	<u>377,884</u>
OTHER EXPENSES CREDITORS	
Salary Payble	232,490
Rent Payble	22,500
Audit Fees Payable	19,854
Professional tax payable	6,285
Tds on Professional Fee	45,320
Total (B)	<u>326,449</u>
PROVISION	
Provision For Income Tax A.Y. 2009-10	1,308,511
Provision For Fringe Benefit Tax A.Y. 2009-10	9,490
Total (C)	<u>1,318,001</u>
Total (A)+(B) +(C)	<u><u>2,022,334</u></u>



LALPHUL INVESTMENTS LIMITED

SCHEDULE -XIV

ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of preparation of financial statements

The financial statements are prepared under the historical cost convention, on accrual basis, in accordance with applicable mandatory accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956

2. Revenue recognition

All incomes and expenditure are recognized as per 'Accounting Standard- 9' accounted on accrual basis except where state otherwise. Dividends on investments are accounted for when the right to receive dividend is established.

3. Investment

Investments are long term in nature stated at cost including all other expenses incurred on its acquisition and interest accrued thereon, if any.

4. Inventory

Inventories are valued at cost or market value whichever less as on 31st March, 2009

5. Fixed Assets

Fixed Assets are shown at cost of acquisition, after reducing accumulated depreciation

6. Depreciation

Depreciation is provided as per written down value method at rates provided in Schedule XIV of the Companies Act, 1956 on pro-rata basis from the date assets have been put in use.

7. Retirement benefits

The provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952 and The Payment of Gratuity Act, 1972 are not applicable to the company.



8. Taxation

Income-tax expenses comprises of Current Tax, Fringe Benefit Tax and Deferred Tax charge or credit. Provision for Current Tax is made on the assessable income at the tax rate applicable to the relevant assessment year.

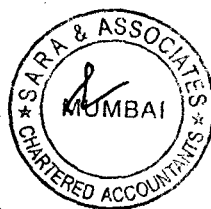
Provision for Fringe Benefit Tax is made on the fringe benefits provided / deemed to have been provided during the period at the rates and the values applicable to the relevant assessment year.

Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

9. Provisions & Contingent Liabilities

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimates can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet Date. These are reviewed at each Balance Sheet Date and adjusted to reflect the current best estimates.

All known liabilities are provided for and liabilities which are material, and whose future outcome cannot be ascertained with reasonable certainty are treated as Contingent and disclosed by way of Notes forming part of Accounts.



B. NOTES FORMING PART OF ACCOUNTS:

1. Contingent Liabilities

Particulars	2008-09	2007-08
	Rs.	Rs.
Contingent Liabilities	Nil	Nil
In the opinion of the management, there is no contingent liability and adequate Provision has been made for all known liabilities, except interest and penalty as may arise.		

2. Auditors Remuneration

Particulars	2008-09	2007-08
	Rs.	Rs.
Auditors Remuneration for Audit Fees	19,854	11,236

3. Debit and Credit balances are subject to confirmation.

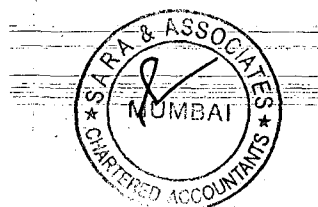
4. The Deferred Tax Liability of Rs.(5,814/-) for the year has been recognized in the Profit & Loss Account on account of Depreciation as under :

	(Rs.)
As per Income Tax Act on 31 st March-2009	9,408
As per Companies Act on 31 st March-2009	42,336
Difference	(32928)
Tax (30%)	(9878)
Add: Cess (3%)	(296)
Total Deferred Tax Liabilities 31/03/09	(10175)
Total Deferred Tax Liabilities 31/03/08	15989
Deferred tax Liabilities for the year	(5,814)

5. Earning per share

Particulars	2008-09	2007-08
Net profit for the year attributable to equity shareholders (Rs.)	5,268,785	2,064,977
Weighted Average No. of Equity shares outstanding for Basic and Diluted Earning per share	200,000	200,000
Basic and Diluted Earning per share (face valued of Rs 10/- each) (Rs.)	26.34	10.32

6. In the opinion of the management, value on realization of fixed assets, current assets, loans and advances in the ordinary course of business will be at least equal to the amount at which they have been stated in the financial statements.



7. In the absence of necessary information with the Company, relating to the registration status of suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, the information required under the said Act could not be complied and disclosed.

8. Related Party disclosures :

A) Names of Related Parties and nature of relationships:

I. Parties having significant Influence
Sunteck Reality Limited

II. Key Management Personnel:
Mr. Kamal Khetan
Mrs. Manisha Khetan

B) Transactions with Related Parties:

Particulars	(Rs. In Lacs)			
	Parties mentioned in I		Parties mentioned in II	
	2008-09	2007-08	2008-09	2007-08
Loan given	-	1509.85	-	-
Expenditure Incurred				
Office Rent	-	-	00.90	-

9. Previous year's figures have been regrouped, rearranged and reclassified to correspond with the current period's figure, wherever considered necessary.

10. Other information pursuant to provision of Paragraph 3, 4A, 4C & 4D of Part II of Schedule VI of the Companies Act, 1956 are either Nil or Not Applicable.

11. Balance Sheet abstract and Company's general business profile:-

I. Registration Details:

Registration No.	23333
State Code No.:	11
Balance Sheet Date:	31/03/2009

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

Public Issue :	NIL
Rights Issue :	NIL
Bonus Issue :	NIL
Private Placement :	NIL

III. Position of Mobilization and Deployment of Funds

Total Liabilities	93,980
Total Assets	93,980



Sources of Funds

Paid up Capital	2,000
Reserves & Surplus	7,220
Deferred Tax Liability	10
Secured Loans	-
Unsecured Loans	84,750

Application of Funds

Fixed Assets	42
Investments	89,364
Net Current Assets	4,574
Misc. Expenditure	NIL
Accumulated Losses	NIL

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

Total Turnover	9,356
Total Expenditure	2,710
Profit Before Tax	6,645
Profit After Tax	5,269
Basic & Diluted E.P.S. in Rs.	26.34
Dividend	NIL

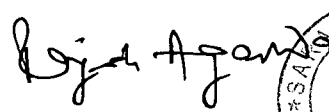
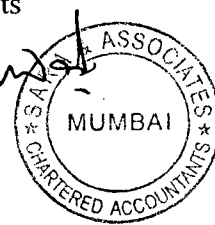
V. Generic Names of Principal Services of Company

Item Code No. (ITC Code):	N.A
Product Description:	N.A

Signature to Schedule I to XIV

As per our report of even date attached herewith

For S A R A & ASSOCIATES
Chartered Accountants

Rajesh Agarwal
Partner
Membership No.78310
Mumbai: 30th June 2009

For and on behalf of the Board


Director


Director

LALPHUL INVESTMENTS LIMITED

5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400 057

ATTENDANCE SLIP

ANNUAL GENERAL MEETING

11.09.2009

Reg. Folio No. _____

Mr./Mrs./Miss. _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the company.

I hereby record my presence at the **ANNUAL GENERAL MEETING OF THE COMPANY** held at 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile- Parle (East), Mumbai 400057 at 3.00 p.m. on 11th September, 2009.

Proxy's name in Block Letters	Member's/Proxy's Signature

Note: Please fill in this attendance slip and hand it over at **ENTRANCE** of the **MEETING HALL**.

LALPHUL INVESTMENTS LIMITED

5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400 057

PROXY FORM

Mr./Mrs./Miss _____

Ref. Folio No. _____

I/We _____ in the district of _____ being member/members of the above mentioned Company hereby appoint _____ of _____ in the district of _____ failing him _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my /our behalf at the **ANNUAL GENERAL MEETING** of the Company to be held on 11th September 2009 and any adjournment thereof.

Signed this _____ day of _____ 2009

.....
: :
Signature: Revenue:.....

: Stamp :

:.....:

N.B.: This proxy must be deposited at the Registered Office of the Company at 5th Floor, Sunteck Centre,

37-40, Subhash Road, Vile Parle (East), Mumbai 400 057