

FIFTEENTH ANNUAL GENERAL MEETING PROGRAMME

Date 30th September, 2010
Day Thursday
Time 11.00 am
Venue Tarika Jungle, Retreat Chail, Chail Blossom, P.O. Chail,
Tehsil Kandaghat, District Solan, Himachal Pradesh, INDIA



Note To Shareholder:

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

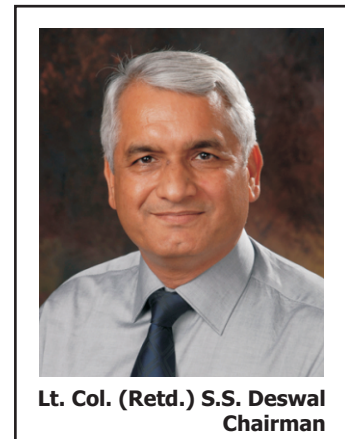
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CHAIRMAN MESSAGE

Retail, Entertainment, Hospitality and Information Technology are the emerging sectors of the Indian realty. Changing market conditions in the recent past has had a significant impact on the real estate market dynamics. New trends and issues such as positioning of facilities, emphasis on value for money real estate products, emergence of new formats and their customization to local requirements are fast emerging in these markets.

For the healthy growth of the real estate industry, we need an integrated approach towards the housing sector and its related activities which includes institutional support to the industry, amendments in the laws like registration law, rental laws, foreclosure norms, support from insurance companies, and quality standards. The building industry also needs to be reorganized according to the rules. In India we are at a stage where the housing industry is just beginning to take off with a healthy growth of mortgage loan however, we still have uncertain financial and institutional structure, which needs to be overhauled and brought in line with international standards to meet the challenge.



The government will have to play a greater role as a facilitator in all efforts. Over the last few budgets bold attempts have been made to make housing more affordable for the common man by providing tax incentives to individuals as well as the construction and material industry. Foreign investment has also been permitted in Real Estate which will lead to substantial expansion of the market.

After the substantial growth of housing in the swanky zone of the National Capital Region (NCR) the focus of growth has now also shifted to the Tricity Region of Chandigarh, in Panchkula and Mohali. Keeping in mind the growing qualitative-residential appetite of the region, the company has proposed a new Housing Complex in the region, that will be a perfect match to the natural milieu.

Vision

Over the period of time, the company has successfully transformed innumerable dreams into reality and is confident to tread on similar path to reach and set fresh standards of quality living.

Its vision has inspired the company to erect residential, Industrial and commercial edifices for all cross-sections of society and bring smile on every face. By way of this, the group wishes to induce changes in lives of the people at basic level and create lifestyle avenues for the people at higher level. Today, company has ambitious plans of PAN-India presence in order to build a better world.

Mission

- To cater to the real needs of a growing population
- To improve and set standards of man's environment
- To deliver value for money & good investment returns
- To respond to the evolution of man's requirements
- To focus on strategic growth
- To evolve contemporary benchmarks in construction & marketing practices. give a different focus to customer relationship & satisfaction
- To Broad base product offerings by catering to different markets and segments.

Core Value

Business in the new globalised economy is all about reaching out to the emerging markets and getting competitive in the existing markets with better understanding of new variables. This requires an integrated approach for both horizontal and vertical operational synergy across various segments. In this new environment, the demand for multi-faceted development has become crucial for keeping pace with the progression.

BOARD OF DIRECTORS AND OTHER INFORMATION

DIRECTORS

Lt. Col. (Retd.) S. S. Deswal
Mr. Rajiv Kashyap
Mr. Virender Gandhi
Mr. Vijay Patel

Director
Director
Additional Director
Additional Director

REGISTERED OFFICE

Shop No. 1, Gole Market
Sai Road, Baddi, Pin Code 173 205
Himachal Pradesh, INDIA

AUDITORS

M/s. S. Agarwal & Co.
Chartered Accountants
123, Vinoba Puri, Lajpat Nagar, New Delhi
Pin Code 110 065, INDIA

ADVISORS

RSJ CapitalVentures Private Limited
2/11 B, Basement, Jangpura Block – A,
New Delhi, Pin Code 110 014, INDIA

PRACTICING COMPANY SECRETARIES

M/s. Mast Ram Chechi & Associates
SCO. 2936, Sector 22-C, Chandigarh (U.T.),
Pin Code 160 022, INDIA

REGISTRAR AND SHARE TRANSFER AGENTS

M/s Skyline Financial Services Private Limited
1st Floor, D-153A, Okhla Industrial Area, Phase I, New Delhi
Pin Code 110 020, INDIA

BANKERS OF THE COMPANY

UCO Bank, Bank Square, Sector-17-C,
Chandigarh (U.T.)
Pin Code 160 017, INDIA

LISTING AT MUMBAI

Bombay Stock Exchange Limited
P.J. Towers,
Dalal Street Fort, Mumbai
Pin Code 400 001, INDIA

DELHI

Delhi Stock Exchange Limited
DSE House, 3/1, Asaf Ali Road,
New Delhi, Pin Code 110 006, INDIA

LUDHIANA

Ludhiana Stock Exchange Limited
Feroze Gandhi Market, Ludhiana,
Pin Code 141 001, Punjab, INDIA

COMPLIANCE OFFICER

Mr. Rajiv Kashyap
Director

ANNUAL GENERAL MEETING 2010

Date	30th September, 2010
Day	Thursday
Time	11.00 AM
Venue	Tarika Jungle, Retreat – Chail, Chail Blossom, P.O.- Chail, Tehsil Kandaghat, District Solan, Pin 173 217, Himachal Pradesh

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Bhoomi Infrastructures Corporation Limited will be held on Thursday, the 30th Day of September 2010 at 11.00 A.M at Tarika Jungle, Retreat – Chail, Chail Blossom, P.O.- Chail, Tehsil Kandaghat, District Solan, Himachal Pradesh to transact the following business (s):

Ordinary Business

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2010 and the Profit & Loss Account for the year ended on that date, together with the report of the Directors and Auditors thereon.
2. To appoint Mr. Rajiv Kashyap, director of the Company who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s S. Agarwal & Co. auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Next Annual General Meeting and to fix their remuneration.

Special Business

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

"RESOLVED THAT Mr. Virender Gandhi, who was appointed as an Additional Director of the company, by the board under Section 260 of the Companies Act 1956 and who holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and given his consent and not disqualified to act as Director, be and is hereby appointed as a Director of the Company."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Vijay Patel, who was appointed as an Additional Director of the company, by the board under Section 260 of the Companies Act 1956 and who holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and given his consent and not disqualified to act as Director, be and is hereby appointed as a Director of the Company."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant the provisions of Section 257 of the Companies Act, 1956, and Articles of Association of the Company, Brig. (Retd.) Harpal Singh, in respect of whom the company has received a notice proposing his candidature for the office of Director and who has already given his consent pursuant to the provisions of Section 264 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT Mr. Rajiv Kashyap, Director of the Company, be and is hereby authorised to sign the form 32 and make arrangement to file the same with Registrar of Companies and to take such other steps as may be necessary in this regard."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant the provisions of Section 257 of the Companies Act, 1956, and Articles of Association of the Company, Mr. Ashok Aggarwal, in respect of whom the company has received a notice proposing his candidature for the office of Director and who has already given his consent pursuant to the provisions of Section 264 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT Mr. Rajiv Kashyap, Director of the Company, be and is hereby authorised to sign the form 32 and make arrangement to file the same with Registrar of Companies and to take such other steps as may be necessary in this regard."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant the provisions of Section 257 of the Companies Act, 1956, and Articles of Association of the Company, Dr. Gurnam Singh, in respect of whom the company has received a notice proposing his candidature for the office of Director and who has already given his consent pursuant to the provisions of Section 264 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT Mr. Rajiv Kashyap, Director of the Company, be and is hereby authorised to sign the form 32 and make arrangement to file the same with Registrar of Companies and to take such other steps as may be necessary in this regard."

9. To consider and if thought fit, to give assent/dissent to the following resolutions as **Ordinary Resolutions:**

"RESOLVED THAT pursuant to the provisions of section 94(1)(a) of the Companies Act, 1956 and other applicable provisions if any, the authorised share capital of the company be increased from 6,00,00,000/- (Rupees Six Crores) divided into 60,00,000 (Sixty Lacs) Equity shares of Rs. 10/- (Rupees Ten each) to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 18,00,00,000/-(Rupees Eighteen Crores only), comprising 1,80,00,000 (One Crore Eighty Lacs Shares) Equity Shares of Rs. 10/- (Rupees Ten each) and 7,00,00,000 (Rupees Seven Crore only) divided into 70,00,000 (Seventy Lacs) Preference Shares of Rs. 10/- (Rupees Ten each).

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution."

"RESOLVED FURTHER THAT Mr. Rajiv Kashyap, Director of the Company be and is hereby authorised to file necessary forms with the Registrar of Companies and do all such acts, deeds and things and to sign all such documents as may be necessary to give effect to the above resolution."

10. To consider and if thought fit, to give assent/dissent to the following resolutions as **Special Resolutions:**

"RESOLVED THAT Pursuant to section 31 of the Companies Act, 1956 and other applicable provision, if any, consent of the shareholders be and is hereby given to amend the Article of Association of the Company by substituting existing article 1 with the following new article:

"The authorized share Capital of the Company shall be the amount referred to in clause V of the Memorandum of Association."

"FURTHER RESOLVED THAT Mr. Rajiv Kashyap, Director of the Company, be and is hereby authorized to sign and file Form 23 and all other necessary documents with the Registrar of Companies, and do all acts deeds and things as may be necessary to carry out above purpose."

11. To consider and if thought fit, to give assent/dissent to the following resolutions as **Special Resolutions:**

APPOINTMENT OF Lt. Col. (Retd.) S. S. Deswal AS MANAGING DIRECTOR

"RESOLVED THAT in accordance with the provisions of Sections 269 and all other applicable provisions, if any, of the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof, approval of the Company be and is hereby accorded for the appointment of Lt. Col. (Retd.) S. S. Deswal, as the Managing Director of the Company, for a period of 5 (five) years with effect from September 30, 2010, on such terms and conditions as the Board may consider appropriate".

RESOLVED FURTHER THAT during his tenure as Managing Director of the Company, Lt. Col. (Retd.) S. S. Deswal shall not be liable to retire by rotation.

"FURTHER RESOLVED THAT Mr. Rajiv Kashyap, Director of the Company, be and is hereby authorized to sign and file Form 25 C and all other necessary documents with the Registrar of Companies, and do all acts deeds and things as may be necessary to carry out above purpose."

12. To consider and if thought fit, to give assent/dissent to the following resolutions as **Special Resolutions:**

"RESOLVED THAT Pursuant to section 31 of the Companies Act, 1956 and other applicable provision, if any, consent of the shareholders be and is hereby given to amend the Article of Association of the Company by adding

the following new article:

Dematerialisation of Securities

- (a) The provisions of this Article shall apply only in respect of Securities held in Depository mode and the provisions of the other Articles shall be construed accordingly:
- (b) for the purpose of this Articles

"Beneficial Owner" means the beneficial owner as defined in Clause (a) of Subsection I of Section 2 of the Depositories Act, 1996.

"Depository" means a Depository as defined under Clause (e) of Sub-section 1 of Section 2 of the Depositories Act, 1996.

"Depositories Act, 1996" shall include any Statutory modification(s) or reenactment(s) thereof, for the time being in force.

"SEBI" means Securities and Exchange Board of India established under Securities and Exchange Board of India Act, 1992.

"Security" has the meaning assigned to it in Section 2 of the Securities Contracts (Regulation) Act, 1956 or any statutory modification or reenactment thereof for the time being in force.

Power to dematerialize:

Notwithstanding anything contained in these articles, the Company shall be entitled to dematerialise its existing shares, debentures and other securities as also rematerialize its shares, debentures and other securities held in Depository Mode and/or offer securities in dematerialised form pursuant to the Depositories Act, 1996 and the rules framed there under.

Options for investors:

Every person subscribing to or holding securities of the Company shall have the option to receive security certificates in accordance with provisions of the other Articles or to hold the same with a Depository. Such a person who is the beneficial owner of the securities may/can at any time opt out of the Depository, if permitted by Law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall in the manner and within the time prescribed therein, issue to the beneficial owner the required certificates of securities.

If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details- of allotment of security, and on the receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.

Securities in Depositories to be in fungible form :

- (a) All the Securities held by a Depository shall be dematerialized and be in fungible form.
- (b) Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the said Act shall apply to a Depository in respect of the Securities held by it on behalf of the beneficial owners.

Rights of Depositories and Beneficial Owners of Securities:

- (a) Notwithstanding anything to the contrary contained in the said Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member of the Company.
- (d) The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities of a member in respect of his securities, which are held by a Depository.

Furnishing of information by Depository:

- (a) Notwithstanding anything contained in the said Act or these Articles where securities are held in a

depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs or in such other manner as may be practicable.

Transfer of Securities:

(a) Nothing contained in Section 108 of the said Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.

(b) In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.

Distinctive numbers of Securities Held in a Depository:

Nothing contained in the said Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to the Securities held with a Depository. Every forfeited or surrendered share held in a material form shall continue to bear the number by which the same was originally distinguished.

Register and index of Beneficial owners

The Register and Index of beneficial owners maintained by a Depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security holders as the case may be for the purposes of these Articles.

"RESOLVED FURTHER THAT Mr. Rajiv Kashyap, Director of the Company, be and is hereby authorized to sign and file Form 23 and all other necessary documents with the Registrar of Companies, and do all acts deeds and things as may be necessary to carry out above purpose."

13. To consider and if thought fit, pass with or without modification the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 17 of the Companies Act, 1956 read with the rules and regulations made thereunder and subject to the confirmation of the Company Law Board, the Registered Office of the Company be shifted from Himachal Pradesh to "National Capital Territory of Delhi" and that clause II of the Memorandum of Association of the Company be altered by substituting the words "State of Himachal Pradesh" by the words "National Capital Territory of Delhi" and be as follows:.

II. The Registered Office of the company will be situated in the National Capital Territory of Delhi.

"RESOLVED FURTHER THAT Mr. Rajiv Kashyap, Director of the Company be and is hereby authorized to file a petition alongwith other required documents and papers before the Company Law Board and to appoint a Authorized Representative to appear for and represent the Company before the Company Law Board and to do all such acts and things as may be deemed necessary in connection therewith and incidental and ancillary thereto."

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

Allotment of 12% Non Convertible non cumulative fully redeemable preference shares to the promoters

"RESOLVED THAT 12% Non Convertible non cumulative fully redeemable preference shares be and hereby allotted to the following allottees:-

Name of Allottee	Number of Preference shares
Lt. Col. (Retd.) S S Deswal	10,50,000
Rajiv Kashyap	6,25,000
Vijay Patel	6,25,000
Virender Gandhi alias Dev Raj Gandhi	2,00,000
	25,00,000

"RESOLVED FURTHER THAT the requisite share certificates be issued under the relevant provisions of the Companies Act, 1956 read with Companies (Issue of Share Certificate) Rules, 1960, under the Common Seal of the Company to be affixed in the presence of Mr. Rajiv Kashyap and Mr. Virender Gandhi Director, who shall sign the said certificates along with Mr. Ajai Patel authorised signatory of Company on the said share certificates."

"RESOLVED FURTHER THAT requisite corporate actions under the relevant provisions of the Companies, Act, 1956 and the Depositories Act, 1996, be executed for deliverance of such of the aforesaid shares as are in the physical form and that Mr. Rajiv Kashyap and Mr. Virender Gandhi Director, be and are hereby severally authorised to make, sign and execute requisite certificates, deeds and documents and that the common seal of the Company be affixed wherever required in the presence of both the above named persons who shall sign the same and the said persons be and are hereby further authorised to severally file requisite forms, returns and memorandum of information in respect of the above with the Registrar of Companies, and other authorities concerned and to do all the such acts, deeds and things as may be required, considered necessary and incidental."

By Order of the Board

Lt. Col. (Retd.) S.S. Deswal

Chairman

Place: Himachal Pradesh
Dated: 04.09.2010

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANY OTHER PERSON AS HIS / HER PROXY TO ATTEND AND VOTE (IN CASE OF POLL) INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH ADMISSION SLIP.
2. Corporate members are requested to send the Company a duly certified copy of the Board Resolution, pursuant to section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
3. The Register of Members and share Transfer Books of the Company will remain closed from Thursday, 23rd September, 2010 to Thursday, 30th September, 2010(both days inclusive).
4. Members / Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
5. Members are requested to notify any change in their addresses immediately. In any event not later than 22nd September 2010 at Company's address to dispatch any requisite document.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members are requested to write their folio number in the attendance slip for attending the meeting.
8. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to and inclusive of the date of the Annual General Meeting.
9. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to submit to the Registrars and Transfer Agents the details as required in Form 2B.
10. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of Item Nos. 4, 5, 6, 7, 8, 9, 10, 11, 12, 13 and 14 is appended hereto.

By Order of the Board
Lt. Col. (Retd.) S.S. Deswal

Chairman

Place : Himachal Pradesh

Date : 04.09.2010

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 and forming part of the Notice convening the Annual General meeting of the Company.

Item Nos. 4

Mr. Virender Gandhi was appointed as an Additional Director by the Board of Directors of the Company in their Meeting held on 02nd February, 2010 in terms of Section 260 of the Companies Act, 1956.

Pursuant to the provisions of Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company, the term of office of the said Additional Directors expires at the ensuing Annual General Meeting of the Company.

The Board recommends the appointment of Mr. Virender Gandhi as the Director of the Company.

The documents relating with these businesses are available for inspection till the date of AGM on all working days (except on Saturday) at the Registered Office of the company from 11:00 a.m. to 1:00 p.m.

Mr. Virender Gandhi is deemed to be interested in the proposed resolution to the extent of their appointment as a Director.

Item Nos. 5

Mr. Vijay Patel was appointed as an Additional Director by the Board of Directors of the Company in their Meeting held on 01st April, 2010 in terms of Section 260 of the Companies Act, 1956.

Pursuant to the provisions of Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company, the term of office of the said Additional Directors expires at the ensuing Annual General Meeting of the Company.

The Board recommends the appointment of Mr. Vijay Patel as the Director of the Company.

The documents relating with these businesses are available for inspection till the date of AGM on all working days (except on Saturday) at the Registered Office of the company from 11:00 a.m. to 1:00 p.m.

Mr. Vijay Patel is deemed to be interested in the proposed resolution to the extent of their appointment as a Director.

Item Nos. 6

As required by Section 257 of the Companies Act, 1956 a notice has been received from Brig. (Retd.) Harpal Singh along with the requisite fee of Rs. 500/-, signifying his intention to propose himself to be appointed as Director at the forthcoming Annual General Meeting. Brig. (Retd.) Harpal Singh has given his consent as per the provisions of Section 264 of the Companies Act, 1956. Hence, necessary resolution is placed before the Meeting for Member's approval.

The documents relating with these businesses are available for inspection till the date of Annual General Meeting on all working days (except on Saturday) at the Registered Office of the company from 11:00 a.m. to 1:00 p.m.

None of the Director is deemed to be interested in the proposed resolution to the extent of his appointment.

The Board recommends the resolution for your approval.

Item Nos. 7

As required by Section 257 of the Companies Act, 1956 a notice has been received from Mr. Ashok Aggarwal along with the requisite fee of Rs. 500/-, signifying his intention to propose himself to be appointed as Director at the forthcoming Annual General Meeting. Mr. Ashok Aggarwal has given his consent as per the provisions of Section 264 of the Companies Act, 1956. Hence, necessary resolution is placed before the Meeting for Member's approval.

The documents relating with these businesses are available for inspection till the date of Annual General Meeting on all working days (except on Saturday) at the Registered Office of the company from 11:00 a.m. to 1:00 p.m.

None of the Director is deemed to be interested in the proposed resolution to the extent of his appointment.

The Board recommends the resolution for your approval.

Item Nos. 8

As required by Section 257 of the Companies Act, 1956 a notice has been received from Dr. Gurnam Singh along with the requisite fee of Rs. 500/-, signifying his intention to propose himself to be appointed as Director at the forthcoming Annual General Meeting. Dr. Gurnam Singh has given his consent as per the provisions of Section 264 of the Companies Act, 1956. Hence, necessary resolution is placed before the Meeting for Member's approval.

The documents relating with these businesses are available for inspection till the date of Annual General Meeting on all working days (except on Saturday) at the Registered Office of the company from 11:00 a.m. to 1:00 p.m.

None of the Director is deemed to be interested in the proposed resolution to the extent of his appointment.
The Board recommends the resolution for your approval.

Item No. 9

Presently, the company is working with an Authorised Share Capital of Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lacs Only) equity shares of Rs. 10/- (Rupees Ten Only) each. Now, to meet the increased requirement of funds for the company, the Company wishes to increase its authorized share capital from Rs. 6,00,00,000/- (Rupees Six Crores Only) to Rs. 25,00,00,000/- (Rupees Twenty five Crores Only) by addition of 1,20,00,000 (One crore twenty five Lacs shares Only) Equity shares of Rs. 10/- (Rupees Ten Only) and 70,00,000 (Seventy Lacs Only) Preference shares of Rs. 10/- (Rupees Ten Only) each of the Company. Under Section 94 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956, alteration in Clause V of the Memorandum of Association of the Company is required.

Consent of the members is sought to change the Memorandum of the Company for increase of Authorized Share Capital and hence the proposed resolution.

The documents relating with these businesses are available for inspection till the date of Annual General Meeting on all working days (except on Saturday) at the Registered Office of the company from 11:00 a.m. to 1:00 p.m.

None of the Director is deemed to be interested in the proposed resolution.

The Board recommends the resolution for your approval.

Item No. 10

At present Articles No. 1 of the Articles of Association of the company of your company is required to be altered every time as and when the Capital Clause of the Memorandum of Association of the Company is altered.

Therefore, the Article No. 1 relating to the authorized share capital should be modified so that it is not required to be altered at the time of alteration to the Capital Clause of the Memorandum of Association

The Special Resolution is recommended for your approval.

The documents relating with these businesses are available for inspection till the date of AGM on all working days (except on Saturday) at the Registered Office of the company from 11:00 a.m. to 1:00 p.m.

None of the Directors is concerned or interested in the above said resolution

Item No. 11

In Compliance with the provisions of Section 269 of the Companies Act 1956, the Board recommends for the appointment of Lt. Col. (Retd) S. S. Deswal, Director, as the Managing Director of the Company for a period of five years with effect from September 30, 2010.

None of the Directors is deemed to be interested in the proposed resolution except Lt. Col. (Retd) S. S. Deswal.

The Board recommends the resolution for your Approval.

Item No. 12

Articles of Association of the company of your company is required to be altered in accordance with the requirement of Depositories Act, 1996 for incorporating the provisions relating to dematerialisation of shares.

Therefore, the Article No. 10 A. Is being incorporated to the effect.

The Special Resolution is recommended for your approval.

None of the Directors is concerned or interested in the above said resolution

Item No. 13

Presently, the registered office of the company is situated at the Himachal Pradesh. To carry on its business more economically and more efficiently, the Board of Directors considers it desirable to shift its registered office to the National Capital Territory of Delhi. Also, there are good business opportunities in Delhi. The Board of Directors of the company has decided in its meeting held on 04 September 2010 that the registered office of the company should be shifted from State of Himachal Pradesh to National Capital Territory of Delhi.

As per section 17 of the Companies Act, 1956 alteration in Clause II of the Memorandum of Association of the Company may be made only after getting the approval of shareholders in their Annual General Meeting by way of special resolution and subject to further confirmation of Hon'ble Company Law Board, therefore, it is necessary to seek your consent by way of Special resolution to give effect to such provision.

The proposed change will in no way be detrimental to the interests of any member of the Public, Employees or other Acquaintances of your Company in any manner whatsoever.'

Consent of the members is sought to change Clause II of the Memorandum of Association of the company for shifting of registered office to the National Capital Territory of Delhi.

The Board recommends the Special resolution for your approval.

The documents relating with these businesses are available for inspection till the date of AGM on all working days (except on Saturday) at the Registered Office of the company from 11:00 a.m. to 1:00 p.m.

None of the Director is deemed to be interested in the proposed Special Resolution.

Item No. 14

Allotment of 12% Non Convertible non cumulative fully redeemable preference shares to the promoters As the Members are aware, the Company is facing financial crisis and the Promoter of the Company want to infuse the capital for the operation of the Company. It is now proposed to issue, on a preferential basis, preference shares of the face value of Rs. 10 at par to the promoters of the Company. Your Board, at its meeting held on Saturday 04th September 2010 has proposed, subject to the approval of the shareholders at the General Meeting Pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 and requisite approvals.

The allotment of preference shares shall be completed within the time permitted.

The identity of the proposed allottees of the Equity shares and the percentage of post preferential issue capital that may be held by him:

Sr. No.	Name of Proposed Allottees	No. of Preference Shares to be allotted	% in the post-issue capital (including pre issue holding)
1.	Lt. Col. (Retd.) S. S. Deswal	10,50,000	42%
2.	Rajiv Kashyap	6,25,000	25%
3.	Vijay Patel	6,25,000	25%
4.	Virender Gandhi	2,00,000	8%
	Total	25,00,000	

Preference Shares to be allotted to the Promoter Group, shall not be required to be locked in.

As per Section 81 (1A) of the Companies Act, 1956, approval of shareholders in the General Meeting is required for allotment of shares on preferential basis and hence the resolution is placed before the shareholders.

Place: Himachal Pradesh

Date: 04.09.2010

For BHOOMI INFRASTRUCTURES CORPORATION LIMITED

Lt. Col. (Retd.) S. S. Deswal
Chairman

DIRECTOR'S REPORT

TO THE MEMBERS OF BHOOMI INFRASTRUCTURES CORPORATION LIMITED

Dear Shareholders,

Your Directors have immense pleasure in presenting the 15th Annual Report of the company for the year ended 31st March, 2010.

FINANCIAL RESULTS

(Rs. In Thousands)

Details	Year Ended 31.03.2010	Year Ended 31.03.2009
Sales & Other Income	0.00	0.00
Expenditure	8066.54,	60.52
Depreciation	0.00	0.00
Profit/Loss before Tax	(8066.54,)	(60.52)
Provision for Tax	0.00	0.00
Net Profit/loss after tax	(8066.54,)	(60.52)
Paid up share capital	50,732.00	50,732.00

REVIEW OF OPERATIONS AND FUTURE PROSPECTS:

The company had been engaged in trading in securities since its inception. During the financial year, the company has changed its business activity. Presently Company is engaged in real estate business.

Over the past few years, the real estate sector has transformed from a nascent and unorganised sector to a professionally organised industry, which has been contributing significantly to the nations' GDP. Even though beginner in the industry, your Directors make sure to capitalise the opportunities in an efficient manner.

DIVIDEND

The Board of Directors of your company is of the opinion that as there is consistent losses in the company so no dividend should be recommended.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and analysis of financial condition of the Company for the financial year under review, as required under clause 49 of the listing agreement with the Stock Exchange, is given as a separate statement in Annual Report

DIRECTORS

The Board of Directors is duly constituted. During the period under review, there have been four changes in the directorship of the company. Mr. Virender Gandhi and Mr. Vijay Patel appointed as Additional Director and Mrs. Neelam Girotra and Mr. Ajai Patel Resigned from the directorship. Mr. Rajiv Kashyap retires by rotation and being eligible offers himself for reappointment.

DIRECTOR'S RESPONSIBILITY STATEMENT

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

- i. In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- iii. The Directors had 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 the company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on a going concern basis

SHARE CAPITAL

The Authorised Share Capital of the company is Rs. 60,000,000 divided into 6,000,000 equity shares of Rs.10/- each. During the period under review, the said capital has not been raised by the company. The Issued & Subscribed remains at Rs. 50,732,000/-.

CORPORATE GOVERNANCE

As per schedule of implementation of Corporate Governance Code mentioned in Clause 49 of the Listing Agreement, the Company has implemented the mandatory requirements of the code.

PARTICULARS OF EMPLOYEES

During the period under review, the company had no employee who are covered under Section 217(2 A) of the Companies Act 1956.

PUBLIC DEPOSIT

During the year under review, your company has not invited any deposits from the Public U/s 58 A of the Companies Act, 1956.

AUDITOR

M/s S. Agarwal & Co., Chartered Accountants, the Company's auditors, retire at the conclusion of this Annual General Meeting and being eligible offer themselves for re-appointment which, if made, will be in confirmation with the provisions of sec. 224 (1B) of the Companies Act, 1956.

LISTING

The securities of the Company are listed at Delhi Stock Exchange, Ludhiana Stock Exchange and Bombay Stock Exchange.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.

Information required to be given pursuant to section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosures of particulars in the report of the Directors) Rules 1988 and forming part of the Director's report for the year ended 31st March, 2010 are given below :

A. CONSERVATION OF ENERGY

Company is taking necessary measures for conservation of energy. Company does not have any business operation as on date.

B. TECHNOLOGY ABSORPTION

RESEARCH AND DEVELOPMENT (R & D)

- a) Specific areas in which R&D carried out by the company.
- b) Benefits derived as a result of above
- c) Future plan of action

None
Nil

EXPENDITURE ON R&D

No expenditure is incurred by Company on Research & Development

C. FOREIGN EXCHANGE EARNINGS AND OUTGO.

Details of Foreign Exchange, earnings and Outgo are given as below:-

	Year 2010 (Amt.)	Year 2009 (Amt.)
Foreign Exchange earning	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

INDUSTRIAL RELATIONS

The over all Industrial relations have remained cordial throughout the year under review.

ACKNOWLEDGMENT

Your Directors wish to place on record their deep gratitude to the Departments of State/Central Governments, Banks and other concerned authorities for their valuable co-operation and assistance.

Yours Directors also wish to place on record their appreciation of the wholehearted and continued support extended by the shareholders and the employees of the company which had always been a source of strength for the company.

Place: Baddi, Himachal Pradesh
Dated: 04.09.2010

for & On Behalf of Board of Directors

**SD/-
Lt. Col. (Retd.) S. S. Deswal
Chairman**

CORPORATE GOVERNANCE

A brief statement on Company's philosophy on code of governance:

Good Corporate Governance refers to a system that entails transparency, fairness, accountability and integrity. The Company is committed to transparency in all its dealings and places uncompromising emphasis on integrity and regulatory compliance.

The basic philosophy of corporate governance in the Company is to achieve business excellence and enhance shareholder value, keeping in view the needs and interests of its stakeholders.

BOARD OF DIRECTORS

The Company is continuously trying to follow its policy to have an appropriate mix of executive, non-executive and Independent Directors as per Clause 49 of Listing Agreement so as to ensure the independence of the Board. But due to Non availability of Independent Director in the Company, It is not following appropriate structure of Board. Presently, the Board of Directors comprises of only four members viz. Lt. Col. (Retd.) S.S. Deswal, Mr. Rajiv Kashyap, Mr. Vijay Patel and Mr. Virender Gandhi.

Composition:

As on 31st March 2010, the total number of Directors of the Company was four comprising of all Non-Executive Directors.

Name	Category
Lt. Col. (Retd.) S. S. Deswal	Non-Executive Director
Mr. Rajiv Kashyap	Non-Executive Director
Mr. Ajai Patel	Non-Executive Director
Mr. Virender Gandhi	Non-Executive Director

Note:

None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than five Committees across all the Public Companies in which they are Directors.

BOARD MEETING

The Board of Directors meeting 12 times during the year under review as against the minimum requirement of 4 times. No two Board Meetings have a gap of more than 120 days between them. The dates of meetings, place of meetings and the number of directors present therein are mentioned below:

S. No.	Date of the Board Meetings	City	Total No. of Directors	Directors Present
1	30 th April 2009	Baddi	3	3
2	18 th June 2009	Baddi	3	3
3	20 th July 2009	Baddi	4	4
4	24 th July 2009	Baddi	4	4
5	30 th July 2009	Baddi	4	4
6	31 st August 2009	Baddi	4	4
7	01 st October 2009	Baddi	3	3
8	30 th October 2009	Baddi	3	3
9	17 th November 2009	Baddi	3	3
10	29 th January 2010	Baddi	3	3
11	02 nd February 2010	Baddi	3	3
12	04 th March 2010	Baddi	4	4

The Attendance record of the Directors at the Board Meetings held during the year under review and the last Annual General Meeting is as under:

Name of the Directors	Number of Board Meetings held while holding the Office	Number of Board Meetings attended while holding the office	Attendance at the Last AGM held on 30.9.2009
Lt. Col. (Retd.) S. S. Deswal	10	10	Yes
Mr. Rajiv Kashyap	12	12	Yes
Mr. Ajai Patel	12	12	Yes
Mr. Virender Gandhi	1	1	No

Other Directorship etc.

None of the Directors of your company held any Directorship, Committee membership and Chairmanship in any Other Public Limited Company.

Committees Of Directors

The Board has constituted two committees viz-a-viz the Audit Committee and Shareholders'/Investors' Grievance Committee and fixed their terms and reference of functioning. The committees of board are as follows:

Audit Committee

The Audit Committee constituted by the Board of Directors consists of three members. All of them are well versed in finance matters, accounts, company law matters and general business practices. The Committee covers all the functions envisaged under section 292A of the Companies Act, 1956 as well as Clause 49 of the Listing Agreement.

Composition:

The Audit Committee comprises of Three Non Executive Directors:

1. Lt. Col. (Retd.) S. S. Deswal - (Non Executive Director)
2. Mr. Rajiv Kashyap - (Non Executive Director)
3. Mr. Ajai Patel - (Non-Executive Director)

Mr. Rajiv Kashyap is heading the Committee. During the year under review audit committee had met five times. No two meetings have a gap of more than 120 days in between them. During the year, five Committee Meetings were held on 16th April 2009, 10th July 2009, 29th August 2009, 15th October 2009 and 17th January 2010.

The attendance record of the members of the Audit Committee for the FY 2009-10 is as under:

Name of the Member Director	No. of Meetings Held	No. of Meetings attended
1. Lt. Col. (Retd.) S. S. Deswal	4	4
2. Mr. Rajiv Kashyap	5	5
3. Mr. Ajai Patel	5	5

Terms of Reference:

Since none of the Independent Director in the Company, the composition of Audit Committee is not as per relevant guidelines and legislations. The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting, reviewing with

the management, external and internal auditors, the adequacy of internal control systems and review the adequacy of internal audit functions. The terms of reference are as under:

- a) To review financial statements and pre-publication announcements before submission to the Board.
- b) To ensure compliance of internal control systems and action taken on internal audit reports.
- c) To apprise the Board on the impact of accounting policies, accounting standards and legislation.
- d) To hold periodical discussions with statutory auditors on the scope and content of the audit.
- e) To review the company's financial and risk management policies.

INVESTORS GRIEVANCE COMMITTEE

Composition:

The Committee consists of the following Directors:

1. Lt. Col. (Retd.) S. S. Deswal
2. Mr. Rajiv Kashyap
3. Mr. Ajai Patel

Meeting and attendance:

The Constitution of the Committee and the attendance of each member of the Committee are given below:

Name of the Member	No. of Meetings	
	Held	Attended
Lt. Col. (Retd.) S. S. Deswal	3	3
Mr. Rajiv Kashyap	4	4
Mr. Ajai Patel	4	4

Role and Powers of Shareholders' / Investors' Grievance Committee:

The Investors' Grievance Committee shall have the following role, functions and responsibilities:

- (i) To look into and supervise the redressal of shareholders'/Investors' Complaints.
- (ii) To oversee the performance of the Registrars and Share Transfer Agents and recommend measures for overall improvement of the quality of investor services.
- (iii) To consider and approve transfer of shares, transmission of shares, dematerialization of shares, transposition of shares, issuance of duplicate share, deletion of names, splitting and consolidation of shares, etc.

REMUNERATION-CUM-COMPENSATION COMMITTEE

Composition:

None of the Director are being paid any remuneration, thus the company has not formed this committee.

GENERAL BODY MEETINGS

Date and venue of last Annual General Meeting

Nature of Meeting	Date and Time	Venue	Special Resolution passed
Annual General Meeting	September 29, 2007 at 09.30 A.M.	Barotiwala, Tehsil Kasuli, Distt. Solan, Himachal Pradesh	None
Annual General Meeting	September 30, 2008 At 10.30 A.M.	Barotiwala, Tehsil Kasuli, Distt. Solan, Himachal Pradesh	None
Annual General Meeting	September 30, 2009 At 12.30 P.M.	Barotiwala, Tehsil Kasuli, Distt. Solan, Himachal Pradesh	None

DISCLOSURES

(i) There are no materially significant transactions with the related parties viz. Promoters, Directors or the management, their subsidiaries or relatives conflicting with Company's interest. Suitable disclosures as required by the Accounting Standards (AS18) have been made in the Annual Report.

(ii) There were no penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

Brief Resume of the New Directors

- Brig. (Retd.) Harpal Singh

Brig. (Retd.) Harpal Singh was a veteran Army Officer who served with distinction in the Indian Army for 36 years. A Second Generation officer he held various command & staff appointments during his long career.

His motivation to the country is evident from the fact that he inspired both his sons also to join the Army as officers. After retirement has been rating past in numerous social activities at Panchkula and is one of the most well known ex-service man personality in this area.

- Mr. Ashok Aggarwal

Mr. Ashok Aggarwal comes from a business family & has established a name in the steel industry. His experience in the steel industry is far & wide with business activities spread over at different locations to include Mandi Gobindgarh, Kala Amb & Panchkula.

Recently, his group has launched a state of the art pipe manufacturing unit at Kala Amb. His business activities involve all steel activities such as ingot trading, furnances, steel wire manufacturing & pipe manufacturing.

- Dr. Gurnam Singh

Dr. Gurnam Singh is a well known agricultural & veterinary expert who served in the animal husbandry deptt of HP for 35 years.

During his service he handled many prestigious projects related to the Kandi area development. Even after retirement his advice is often sought by various agencies and he is a consultant to many institutions. Dr. Gurnam Singh is a well known agriculture scientist and has won many awards by virtue of his contribution in this field.

MEANS OF COMMUNICATION

- The Company communicates with the shareholders at large through its Annual report and publication of financial results.

- The Board of Directors of the Company approves and takes on record the Un-audited financial results within one month of the close of the quarter and the results are announced to all the stock exchanges where the shares of the company are listed. Further the highlights of the quarterly results in the prescribed Performa are published in the newspapers.

GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting

- Date and Time: 30th September, 2010 at 11.00 A.M.
- Venue: Tarika Jungle, Retreat – Chail, Chail Blossom, P.O.- Chail, Tehsil Kandaghat, District Solan, Himachal Pradesh

b) Financial Calendar: 2009-2010

The Company follows financial year of April to March.

Financial Reporting for

1st Quarter ending June 30, 2009	:	End of July 2009
2nd Quarter ending September 30, 2009	:	End of October 2009
3rd Quarter ending December 30, 2009	:	End of January 2010
Annual Result for the year ended March 31, 2010	:	End of April 2010

- c) **Date of Book Closure/Record Date** : 23rd September to 30th September 2010
(Both Days inclusive)
- d) **Registered Office** : Shop No. 1, Gole Market Sai Road, Baddi,
Himachal Pradesh 173205
- e) **Dividend Payment Date** : Not Applicable as the
Board has not proposed any dividend
- f) **Listing of Equity Shares on
Stock Exchanges** : Delhi Stock Exchange
Ludhiana Stock Exchange,
Bombay Stock Exchange
- g) **Stock Code Delhi Stock Exchange** : 113290
Ludhiana Stock Exchange : MAJS
Bombay Stock Exchange Code : 531479
- h) **Registrar & Share Transfer Agents** : Skyline Financial Services Private Limited
1st Floor, D-153A, Okhla Industrial Area, Phase I,
New Delhi 110020
- i) **Market Price Data**

Month	Value (In Rupee)		Volumes
	High	Low	
October, 09	N.A.	N.A.	N.A.
November, 09	N.A.	N.A.	N.A.
December, 09	N.A.	N.A.	N.A.
January, 10	N.A.	N.A.	N.A.
February, 10	N.A.	N.A.	N.A.
March, 10	N.A.	N.A.	N.A.

j) **Liquidity**

Shares of Bhoomi Infrastructures Corporation Limited are listed on the Delhi Stock Exchange, Ludhiana Stock Exchange and Bombay Stock Exchange. The trading has been suspended at all Stock Exchange. So there is no liquidity in the scrips of the Company.

m) **Dematerialization of Shares**

Company's shares are in physical mode. Company is taking effective steps to provide investors option for the dematerialisation of shares.

n) **Outstanding GDRs/ADRs/Warrants or any other convertible instruments**

Company does not have any GDRs/ADRs/Warrants or any other Convertible Instruments.

o) **Investor Correspondence**

For transfer/dematerialization of shares, payment of dividend on shares and any other queries relating to the shares:

Address for Correspondence

Mr. Rajiv Kashyap
Shop No.1, Gole Market, Sai Road, Baddi (Himachal Pradesh)

(j) Shareholding Pattern

The shareholding pattern as on 31st March 2010:

	Category	No. of shares held	Percentage of Shareholding
A.	Shareholding of Promoter and Promoter Group		
(1)	Indian	950,600	18.74%
(2)	Foreign	-	-
	Total	950,600	18.74%
B.	Public Shareholding		
(1)	Institutions		
(a)	Mutual Funds/UTI	0	0.00
(b)	Financial Institutions/Banks	0	0.00
(c)	Foreign Institutional Investors	0	0.00
(d)	Any Other	0	0.00
	Sub Total	0	0.00
(2)	Non Institutions		
(a)	Bodies Corporate	145,700	2.87
(b)	Individuals	3,976,900	78.39%
(c)	Any Other (Specify)	0	0
	Sub Total	4,122,600	81.26%
	Total (A+B)	5,073,200	100.00
	Grand Total	5,073,200	100.00

For and on behalf of the Board of Directors of
BHOOMI INFRASTRUCTURES CORPORATION LIMITED

Lt. Col. (Retd.) S. S. Deswal
Chairman

Place: Himachal Pradesh
Date: 04.09.2010

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY OVERVIEW

In recent years, India has been amongst the fastest growing economies in the world. The real estate industry in India has grown on the back of fast developing housing segment.

The housing construction industry is poised for tremendous growth in coming years in the backdrop of large population base, rising income level, increasing demand for housing units, fast changing rural housing landscape. In addition, the housing construction industry is expected to overtake other industrial sectors in terms of contribution to GDP growth in the next few years.

OPPORTUNITIES AND THREATS

Indian economy is growing at a much faster rate as compared to the rest of the world. The government has a special emphasis towards infrastructure sector in particular. The policies of the government have always been favorable to this sector and there is a great hope that it will continue the same way in future as well.

There is a shortage of more than nearly 20 Million housing units in India and this is a positive sign of the untapped opportunities for this sector. It is also expected that housing and real estate sector will undergo a revolutionary transformation to grow at around 14% annually.

Looking at the impressive pace of the Indian economy in general and housing sector in particular, it can be fairly concluded that the housing sector will grow at around 14%. The sector will also contribute to employment generation with a capacity of creating roughly 3.2 Million new job opportunities in the coming decade.

Threats to be faced by our company is same as of the threats which any other company of this industry will face. Variation in standards across the industry imposes systematic risks, which can be a potential threat.

FINANCIAL PERFORMANCE

During the year the company has not able to reach its target of generating business. Company is continuously looking to generate some positive vibes by exploring new projects, contracts from different sectors of industries and committed to generating profits into the company.

OUTLOOK

Your Company has changed its Main Activity. Before getting into the activity of Infrastructure development, the Company was into trading of securities business.

As the company is beginner in this activity so the performance of the company during the year was only satisfactory. Your company is very optimistic, barring unforeseen circumstances, the company expects to improve its growth rate as well as the profitability.

RISK AND CONCERN

The company like any other company is exposed to the risk factors relating to the business of the company and the industry in which it operates i.e. risk arising from within the industry itself (structural risk), risks arising from the expected future performance of the industry (growth risk) and risk arising from forces external to the industry (external sensitivity risk).

The company manages these risks by adherence to best practices, internal control measures and risk management systems.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control systems to ensure monitoring and controlling against unauthorized use/ deposition of assets and ensuring that all transactions are authorized , recorded and reported correctly. The company ensures compliance with all the regulations applicable to the company.

The Audit Committee of the Board reviews Internal Control Systems of the company on periodical basis.

HUMAN RESOURCES

The Company has adequate human resources which is commensurate with the current volume of activity and is reviewed by the management periodically and the company would induct competent personnel on increase/ expansion of the activity.

BUSINESS OVERVIEW

BHOOMI GROUP, came into being to develop townships for offering a healthy combination of modern city infrastructure and ideal business environment for all industry sectors with commercial, residential and recreational options. We understand that home is the best place in the world and thus it is also engaged in developing solutions for quality life. The residential options range from independent houses to multistory complexes from two bed room economy accommodations to luxury penthouses with facilities like terrace garden and pool. The residential complexes provide assured water supply, hassle free parking, clutter free surroundings, Hi end security and landscaped gardens. The company is involved into constructing buildings for collective benefit of public & humanities. Very shortly we are coming up with big residential and industrial projects in different parts of Punjab, Haryana, Himachal Pradesh and NCR. These projects are on the anvil and only waiting for a formal announcement, beside the above the Company is eyeing land to the tune of 1000 acres in different part of the country.

The Company starts with a critical competitive edge: there are very few residential complexes or townships that offer the same level of quality and technological amenities as company planned, something that is unparalleled in this industry company believes it's essential that the customer feels he/she is being treated with the utmost care and urgency. The Company also has a much optimized software and administration backup, all staff and personnel go through a training program that teaches many of the skills needed for successful client relations and customer service.

The Company will develop and provide a living environment of unmatched proportion. It starts with the commitment to customer satisfaction and fulfilling their demands. Our commitment to quality, comfort with safety. The aspect of our living developments differentiates company from all other real estate companies. The Company's focus is to maintain the most advanced technological innovations in the market for our customers.

Certificate by Chief Executive Officer/Director on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement(s)

The Board of Directors
Bhoomi Infrastructures Corporation Limited

We hereby certify that for the Financial Year 2009-10:

1. we have reviewed the financial statements and the cash flow statement and that to the best of our knowledge and belief : -
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2009-10 which are fraudulent, illegal or violate the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
4. We further certify that: -
 - a. there have been no significant changes in internal control during this year.
 - b. there have been no significant changes in accounting policies during this year.
 - c. there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system.

Place : Himachal Pradesh
Dated: 04th September 2010

Sd/-
Lt. Col. (Retd.) S. S. Deswal
Director

CERTIFICATE

To
The Members of Bhoomi Infrastructures Corporation Limited

We have examined the compliance of conditions of corporate governance by M/s. Bhoomi Infrastructures Corporation Limited for the year ended on 31.03.2010 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange(s).

The compliance of 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 compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mention Listing Agreement.

We state that no grievance(s) is pending against the company as per the records maintained by the Company.

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

**For Mast Ram Chechi & Associates
Company Secretaries**

Sd/-
Mast Ram Chechi
(Proprietor)
C. P. No. 2906

Place: Chandigarh
Date: 04.09.2010

AUDITOR' S REPORT

TO THE MEMBERS OF

BHOOMI INFRASTRUCTURES CORPORATION LIMITED

1. We have audited the attached Balance Sheet of Bhoomi Infrastructures Corporation. LTD. as at 31st March, 2010 and the Profit and Loss and Cash Flow Statement of the Company for the year ended on 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.
2. We have 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 from material misstatement. 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 financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, as applicable to this company, we give in the Annexure, a statement on the matters specified in paragraphs 4 & 5 of the said Order.
4. Further to our comments in the Annexure referred to 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 purpose of audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet and Profit and Loss Account referred to in this report are in agreement with the books of account.
 - d) In our opinion, the Profit and Loss Account and the Balance Sheet comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Income Tax Act, to the extent applicable to the Company.
 - e) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with notes in Schedule No. 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 affairs of the Company as at 31st March, 2010 and
 - ii) In the case of the Profit and Loss Account of the loss of the Company for the year ended on that date.
 - iii) In the case of the Cash Flow Statements of the Cash inflows & outflow of the company for the year ended on 31st March 2010

for S. Agarwal & Co.
Chartered Accountants
(Reg. No 000808N)
Sd/-
S.N. Agarwal
(Proprietor)

Dated: 01.09.2010
Place: New Delhi

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE OF THE ACCOUNTS OF M/S BHOOMI INFRASTRUCTURES CORPORATION LTD. FOR THE YEAR ENDED ON 31ST MARCH, 2010.

1. The Company was not carrying any fixed assets during the year.
2. The Company was not carrying any inventories during the year
3. a) The Company has granted a sum of of Rs 99,60,805 as interest free advances to M/S Vasant Vihar Land project (p) Ltd., covered in the register maintained under section 301 of the Companies Act, 1956 during the year. In our opinion, the rate of interest and other terms and conditions of such loans are prime facie, prejudicial to the interest of the Company.
b) Since the loans have been granted on demand basis, there is no overdue amount.
c) The Company has not taken loans during the year.
4. In our opinion and according to the information and explanation given to us the Company has an internal control procedure commensurate with the size of the Company and nature of its business, however, the same is required to be strengthened. We have neither come across nor have been informed of any instance of major weaknesses in the aforesaid internal control procedures.
5. a) According to information and explanation given to us, we are of the opinion that the transactions that need to be entered in the register maintained under section 301 of the company Act 1956, have been so entered
6. The Company has not accepted any deposits during the year from the public within the meaning of the provisions of section 58A and 58AA of The Companies Act, 1956 and the rules made there under.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. To the best of our knowledge and according to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records U/S 209(1) (d) of the Companies Act 1956 in respect of any products of any Company.
9. a) The Company, is generally regular in depositing undisputed statutory dues including P.F investor Education and protection Fund , Employees state insurance Income Tax , Sales Tax, wealth tax , Custom Duties, Excises Duties , Cess and there are no outstanding dues as on 31-3-2010, for a period exceeding six months from the date , they become payable.
b) There are no disputed amounts on account of the above statutory dues as on 31-3-2010.
10. In our opinion, accumulated losses of the company at the end of financial are more then fifty percentage of it net worth. Further the Company has incurred a sum of Rs. 80, 21,544 as cash loss during the financial year covered by our audit and immediately preceding the financial year.
11. The company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. In our opinion and according to the information and explanation given to us the Company has not issued any debentures.
13. According to the information and explanation given to us the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures or other securities.
14. The Company is not a chit fund or a Nidhi/ Mutual benefit Funds/ society. Therefore clause 4 (xiii) of the Companies (Auditors Report) order 2003 are not applicable to the Company.
15. The Company is not dealing in or trading in shares, securities, debentures, or other investments and hence, requirement of paragraph 4 (xiv) of the Companies (Auditors order Report) are not applicable to the Company.
16. According to the information and explanation given to us, the Company has not given guarantee for loans taken by related parties from the Banks and Financial Institutions.
17. The Company has not taken any Term Loan during the year
18. On the basis of information and explanation given to us and on the basis of overall examination of the Balance Sheet of the company, no fund raised for short-term basis have been utilized for long term investment.
19. The Company has not made any preferential allotment of shares to any party or company covered in the register maintained under Section 301 of the Companies Act, 1956.
20. The Company has not raised any money by Public issue, during the year.
21. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

for S. Agarwal & Co.
Chartered Accountants
(Reg. No 000808N)

SD/-
S.N. Agarwal
(Proprietor)

Dated: 01.09.2010
Place: New Delhi

BALANCE SHEET AS AT 31st MARCH, 2010

BHOOMI INFRASTRUCTURES CORPORATION LIMITED

Shop No. 1, Gole Market, Sai Road, Baddi 173205, Himachal Pradesh, INDIA

PARTICULARS	SCH	Amount (Rs.)	
		As on 31.03.10	As on 31.03.09
SOURCES OF FUNDS			
(a) Shareholders Fund			
Share Capital	1	54,112,500.00	50,732,000.00
TOTAL		54,112,500.00	50,732,000.00
APPLICATION OF FUNDS			
INVESTMENTS	2	-	1,100,000.00
CURRENT ASSETS, LOANS & ADVANCES			
Cash & Bank Balances	3	13,105,173.00	3,820.00
Loans & Advances Recoverable in cash or kind	4	19,035,805.00	9,793,700.00
Total Current Assets		32,140,978.00	9,797,520.00
Less: Current Liabilities	5	26,356,632.00	427,130.00
		5,784,346.00	9,370,390.00
PROFIT & LOSS A/C		48,328,154.00	40,261,610.00
TOTAL		54,112,500.00	50,732,000.00

NOTES TO ACCOUNTS

Subject to our report of even date

for **S. AGARWAL & CO.**
Chartered Accountants
Reg. No. 000808N

for & on behalf of the Board

PLACE : NEW DELHI
DATED : 01.09.2010

Sd/-
(S.N. AGARWAL)
Proprietor

Sd/-
Director

Sd/-
Director

PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31st MARCH, 2010

BHOOMI INFRASTRUCTURES CORPORATION LIMITED

Shop No. 1, Gole Market, Sai Road, Baddi 173205, Himachal Pradesh, INDIA

PARTICULARS	SCH	Amount(Rs.)		
		As on 31.3.10		As on 31.3.09
INCOME				
INCOME		-		
		-		-
EXPENDITURE				
Operating & Administrative Expenses	6	7,970,162.00	59,965.00	60,515.00
Financial Charges		96,382.00	550.00	
		8,066,544.00		60,515.00
		8,066,544.00		60,515.00
Net Profit/(Loss) before Taxation		(8,066,544.00)		(60,515.00)
Less : Provisions For Income Tax		-		-
Less : Provision for Fringe Benefit Tax		-		-
Add: Provision for Deferred Tax Assets		-		-
Profit after Tax		(8,066,544.00)		(60,515.00)
Add: Profit b/f from previous year		(40,261,610.00)		(40,201,095.00)
Profit Carried to Balance Sheet		(48,328,154.00)		(40,261,610.00)
Earning Per Share		(1.59)		(0.61)

NOTES TO ACCOUNTS

Subject to our report of even date

PLACE : NEW DELHI
DATED : 01.09.2010

for S. AGARWAL & CO.
Chartered Accountants
Reg. No. 000808N

Sd/-
(S.N. AGARWAL)
Proprietor

for & on behalf of the Board

Sd/-
Director

Sd/-
Director

ACCOUNTING YEAR ENDED 31st MARCH, 2010

BHOOMI INFRASTRUCTURES CORPORATION LIMITED

Shop No. 1, Gole Market, Sai Road, Baddi 173205, Himachal Pradesh, INDIA

SHARE CAPITAL		SCHEDULE-1	
Particulars	Amount (Rs.)	Amount (Rs.)	
	As on 31.3.2010	As on 31.3.09	
AUTHORIZED			
60,00,000 Equity Shares of Rs.10/- each	60,000,000.00	60,000,000.00	
Issued, Subscribed and Paid up			
50,73,200 equity shares of Rs.10/-fully paid up	50,732,000.00	50,732,000.00	
Share Application Money	3,380,500.00	-	
TOTAL	54,112,500.00	50,732,000.00	
			SCHEDULE-2
	Amount (Rs.)		Amount (Rs.)
INVESTMENTS			
Trade Unquoted			
M. K Iron P. Limited			
P.Y. 300000 Equity shares of Rs 10/ each Fully paid up	-	300,000.00	
Punjab Telenet Cables Private Limited			
P.Y. 800000 Equity shares of Rs 10/ each Fully paid up	-	800,000.00	
TOTAL	-	1,100,000.00	
			SCHEDULE-3
	Amount (Rs.)		Amount (Rs.)
CURRENT ASSETS			
Cash & Bank Balances			
Cash in Hand	7,695,932.00	3,470.00	
Cash at Bank	5,409,241.00	350.00	3,820.00
TOTAL	13,105,173.00		3,820.00
			SCHEDULE-4
	Amount (Rs.)		Amount (Rs.)
LOAN & ADVANCES			
Vasant Vihar Land Project pvt Ltd.	9,960,805.00		9,793,700.00
Advance Against property	6,000,000.00		-
Shri.Hans Raj	2,500,000.00		-
Vkas Puri Delhi Project	500,000.00		-
Veinna IT Solution	75,000.00		-
TOTAL	19,035,805.00		9,793,700.00
			SCHEDULE-5
	Amount (Rs.)		Amount (Rs.)
CURRENT LIABILITIES & PROVISION			
Sundry Creditors			
M.R. Chechi & Associates	43,500.00		-
S.M Trading & financial Services others	15,997.00		15,997.00
Provision for Income Tax	245,000.00		245,000.00
Advance against Sale of investment	-		155,000.00
Expenses Payable	-		11,133.00
Advances	25,907,994.00		-
T.D. S on Commission payable	105,023.00		-
T.D. S on Professional charges payable	26,985.00		-
S. AGARWAL & CO.	12,133.00		-
TOTAL	26,356,632.00		427,130.00
			SCHEDULE-6
	Amount (Rs.)		Amount (Rs.)
OPERATING & ADMINISTRATIVE EXP.			
Auditor's Remuneration	12,133.00		5,515.00
Other Administrative expenses	-		9,450.00
Printing Charges	11,500.00		35,000.00
Professional charges	327,829.00		10,000.00
Salary to staff	45,000.00		
Licence fees	5,881,282.00		
Advertisement Expenses	27,670.00		
Business Promotion Exp.	200,000.00		
Commission paid	994,684.00		
Computer Repairs & Maintinace	7,200.00		
Technical Charges	10,000.00		
Donation	21,000.00		
Freight & Carriages Expenses	200.00		
Legal Charges	10,600.00		
Listing Fees	85,000.00		
Misc. Charges	16,730.00		
Rent Paid	18,000.00		
Postages & Courier Exp.	1,960.00		
Site office Expenses	257,538.00		
Surveiou Charges	41,836.00		
TOTAL	7,970,162.00		59,965.00

CASH FLOW STATEMENT
for the period ended on 31st March 2010
BHOOMI INFRASTRUCTURES CORPORATION LIMITED

Shop No. 1, Gole Market, Sai Road, Baddi 173205, Himachal Pradesh, INDIA

PARTICULARS	2009-10	2008-09
A: CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit(Loss) before tax as per Profit & Loss Account	(8,066,544.00)	(60,515.00)
Adjustments for:		
Add:		
Interest & Financial Charges	96,382.00	550.00
Operating Profit Before Working Capital Changes	(7,970,162.00)	(59,965.00)
Adjustments for:		
(Increase)/ Decrease in Current Assets	-	
Increase/ (Decrease) in Current Liabilities		
Sundry Creditors for Expenses	43,500.00	
Expenses Payable	133,008.00	5,515.00
Advance against sale of Investment	(155,000.00)	
Advances	25,907,994.00	-
Cash Generated from Operations	17,959,340.00	(54,450.00)
Taxes Paid	-	
Net Cash from Operating Activities	17,959,340.00	(54,450.00)
B: CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Investments	1,100,000.00	
Payment against capital Assets & advances	(9,242,105.00)	
Net Cash Used in Investing Activities	(8,142,105.00)	
C: CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From share application money	3,380,500.00	
Interest & Financial Expenses Paid	(96,382.00)	(550.00)
Net Cash from Financing Activities	3,284,118.00	(550.00)
D: Net Increase/ (Decrease) in Cash & Cash Equivalents [A+B+C]	13,101,353.00	(55,000.00)
E: Opening Balance of Cash & Cash Equivalents	3,820.00	58,820.00
F: Closing Balance of Cash & Cash Equivalents [E + F]	13,105,173.00	3,820.00

Subject to our report of even date

for S. AGARWAL & CO.
Chartered Accountants
 Reg. No. 000808N

for & on behalf of the Board

PLACE : NEW DELHI
 DATED : 01.09.2010

Sd/-
 (S.N. AGARWAL)
 Proprietor

Sd/-
 Director

Sd/-
 Director

BHOOMI INFRASTRUCTURES CORPORATION LIMITED.

Schedule -7

ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

- a) Accounting concepts : The company follows Mercantile System of Accounting and recognizes income & expenditure on accrual basis. However, indeterminate Income / Expenditures, if any have been accounted for as & when settled. The accounts have so far been prepared on historical cost convention
Accounting policies not specifically referred to otherwise, are consistent with generally accepted accounting polices.
- a) Fixed Assets: The Company did not carry any fixed assets during the year
- b) Depreciation: Since the company did not carry any fixed assets during the year, there has been no depreciation
- c) Investments: -. Shares and securities that are brought, held primarily for the purpose of selling in the near future are classified as investments. Such shares & securities are valued at cost price
- d) Revenue Recognition : Revenue is recognized when the sale of good/services /shares & securities etc. under a contract is completed.
- e) Retirement Benefits : The company did not have any employee during the review. Therefore, provision of Gratuity Act, Employees Provident Act & Employee State insurance Act etc did not apply.
- f.) Miscellaneous Expenditure/ Deferred Revenue Expenditure: The company follows the policy of treating some expenditure, the benefit of which is expected to accrue to the company over a period beyond a single financial period, as Miscellaneous or Deferred Revenue Expenditure and amortizes such expenditure over the said extended periods of accrual of benefits.

B. NOTES ON ACCOUNTS

1. Contingent Liabilities: - There are no contingent liabilities
2. Commitments for capital expenditure:-
The Company has made capital Commitment for capital expenditure for purchases of land & its development of a sum of Rs 59,40,00,000 (net of advances)
3. In the opinion of the Directors, "Current Assets," "Loans & Advances "are approximately of the value stated in the Balance Sheet, if realized in the ordinary course of business.
4. Balances appearing under the head "Current Assets", Loan & Advances and Current Liabilities & provisions are subject to confirmation.
5. The company has not accepted / held any deposit during the period, within the purview of provisions of section 58A and 58AA of the company Act 1956.
6. Managerial Remuneration: The Company has not paid any managerial remuneration during the year.
7. Payment to Auditors

	Current Year 31.03.10 (Rs in lacs)	Previous Year 31.03.09 (Rs in lacs)
Statutory Audit Fee	00.012	00.06
8. Previous Year figures have been re-arranged/re-grouped wherever considered necessary to confirm to the classification adopted for the current year.

9. The Company did not carry any manufacturing / Trading activity during the period, therefore the provision of paragraphs 3, 4-C & 4-D of part –II OF schedule vi of the company Act 1956 are not applicable.
10. There were no transaction in foreign currency, during the year (previous year-Null).
11. As per the information available with the Company, as on 31st March, 2010 there are no dues to Micro, Small and Medium Enterprises as per the Micro, Small and Medium Enterprises Development Act, 2006.
12. Figures have been rounded of to the near rupee.

for S. Agarwal & Co.
CHARTERED ACCOUNTANTS
(Reg. No 000808N)

SD/-
S.N. Agarwal
(Proprietor)

Dated: 01.09.2010
Place: New Delhi

BHOOMI INFRASTRUCTURES CORPORATION LIMITED

Shop No. 1, Gole Market, Sai Road, Baddi 173205, Himachal Pradesh, INDIA

**Additional information pursuant to Part IV of Schedule VI to the Companies Act, 1956
Balance Sheet Abstract and Company's General Business Profile****I. Registration Details**Registration No. State Code Balance Sheet Date
Date Month Year**II. Capital raised during the year (Amount Rs. in Thousand)**Public Issue
Right Issue
Bonus Issue
Private Placement
III. Position of Mobilisation and Development of Funds (Amount Rs. in Thousands):Total Liabilities
Total Assets
Source of Funds :Paid up Capital
Reserves and Surplus
Secured Loans
Unsecured Loans
Application of Funds :Net Fixed Assets
Investments
Net Current Assets
Miscellaneous Expenditure
Accumulated Losses
IV. Performance of Company (Amount Rs. in Thousands)Turnover (including other income)
Total Expenditure
Profit before tax
Profit after tax
Earning per share in Rs.
Dividend Rate %
V. Generic Name of Principal Produce of the Company (as per monetary terms)Item Code No. (ITC Code) Product Description

BHOOMI INFRASTRUCTURES CORPORATION LIMITED

Shop No. 1, Gole Market, Sai Road, Baddi 173205, Himachal Pradesh, INDIA

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

ANNUAL GENERAL MEETING

30th September, 2010

Members are requested to bring their copy of Annual Report along with them to the Annual General Meeting. Please complete this Attendance Slip and Hand over at the Entrance of Hall. Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder / Proxy

L.F.

Address

No. of Shares held

I/We hereby record my / our presence at the Annual General Meeting of the Company held on Thursday, 30th September, 2010.

Strike out whichever is not applicable

Signature of the Shareholder / Proxy

PROXY FORM

BHOOMI INFRASTRUCTURES CORPORATION LIMITED

Shop No. 1, Gole Market, Sai Road, Baddi 173205, Himachal Pradesh, INDIA

I/Weof
In the district ofbeing of a Member/Members of
BHOOMI INFRASTRUCTURES CORPORATION LIMITED hereby appoint.....In the district
ofor falling him / her
.....of.....
.....in the district of as my / our proxy to vote for me /
us on my / our behalf at the Fifteenth Annual General Meeting of the members of the company to be held at
Tarika Jungle, Retreat – Chail, Chail Blossom, P.O.- Chail, Tehsil Kandaghat, District Solan, Himachal Pradesh at
11.00 AM. On Thursday, 30th September, 2010 and any adjournment thereof.

Send the Day of2010.

Signature.....
Address.....
Folio No.
No. of Equity Shares Held.....

Affix Revenue Stamp of 1/- Rupee

Notes:

1. Any member entitled to attend and vote at the Meeting is entitled to attend and either vote in person or by Proxy and the Proxy need not be a Member.
2. The proxy form duly signed across Revenue Stamp of Re.1.00 should reach the Company's Registered Office not less than 48 hours before the time for holding the aforesaid Meeting. The proxy need not be a Member of the Company.

