

## **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.



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

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