

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 Board of Directors of the Company consists of persons with considerable expertise and experience and experience in the manufacturing industry, finance & management.

The Board of Directors of the Company consists of three Directors including the Executive Chairman. Out of 3, 2 directors are non-executive independent directors. The Company does not have any pecuniary relation or transaction with Non-Executive Independent Directors during the year under review.

Composition:

As on 31st March 2008, the total numbers of Directors of the Company were three comprising of:-

Name	Category
Mr. Rajendra Tekriwal	Executive Director
Mr. Sharad Dubey	Non-Executive Director
Mr. Vishwanth Kanungo	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 met 6 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 2007	Indore	3	3
2.	30 th July 2007	Indore	3	3
3.	04 th September 2007	Indore	3	3
4.	30 th October 2007	Indore	3	3
5.	29 th January 2008	Indore	3	3
6.	04 th March 2008	Indore	3	3

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 29.9.2007
Mr. Rajendra Tekriwal	6	6	Yes
Mr. Sharad Dubey	6	6	Yes
Mr. Vishwanth Kanungo	6	6	Yes

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. Mr. Sharad Dubey (Chairman- Independent Director)
2. Mr. Rajendra Tekriwal (Member- Executive Director)
3. Mr. Vishwanth Kanungo (Member- Independent Director)

Mr. Sharad Dubey 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 28th April 2007, 29th July 2007, 04th September 2007, 30th October 2007 and 28th January 2008.

The attendance record of the members of the Audit Committee for the FY 2007-08 is as under:

Name of the Member Director	No. of Meetings Held	No. of Meetings attended
Mr. Sharad Dubey	5	5
Mr. Rajendra Tekriwal	5	5
Mr. Vishwanth Kanungo	5	4

Terms of Reference:

The Board constituted an Audit Committee consisting of 3 Directors. All members of Audit Committee are financially literate as stipulated in Clause 49 of the Listing Agreement.

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. Mr. Sharad Dubey (Independent Director)
2. Mr. Rajendra Tekriwal (Executive Director)
3. Mr. Vishwanth Kanungo (Independent Director)

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
Mr. Sharad Dubey	3	3
Mr. Rajendra Tekriwal	4	4
Mr. Vishwanth Kanungo	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:

The company has constituted a Remuneration Committee to decide and fix payment of remuneration and sitting fees to the Directors of the Company.

The Remuneration Committee consists of Mr. Sharad Dubey, Mr. Vishwanath Kanungo, and Mr. R.K.Tekriwal,. Two meeting of the committee held during the year under review

GENERAL BODY MEETINGS

Date and venue of last Annual/ Extra Ordinary General Meeting

Nature of Meeting	Date and Time	Venue
2004-2005	30-09-2005	Regd. Office – 115, Sector – III, Ind. Area, Pithampur, Dist- Dhar(MP)
2005 -2006	30-09-2006	Regd. Office – 115, Sector – III, Ind. Area, Pithampur, Dist- Dhar(MP)
2006-2007	29-9-2007	Regd. Office – 115, Sector – III, Ind. Area, Pithampur, Dist- Dhar(MP)

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.

CEO & CFO CERTIFICATION

The managing Director have given certificate to Board as contemplated in clause 49 of the Listing Agreement & is enclosed at the end of the report.

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, 2008 at 11.00 A.M.
- **Venue:** regd. Office – 115, Sector – III,
Ind. Area, Pithampur, Dist-
Dhar(MP)

b) Financial Calendar: 2007-2008

The Company follows financial year of April to March.

Financial reporting for

- 1st Quarter ending June 30, 2007 : End of July 2007
- 2nd Quarter ending September 30, 2007 : End of October 2007
- 3rd Quarter ending December 30, 2007 : End of January 2008
- Annual Result for the year ended March 31, 2008 : End of April 2008

- c) **Date of Book Closure/Record Date:** 27th September to 30th
September 2008
(Both Days inclusive)

Registered Office

Regd.Off.: 115, Sector-III,
Industrial Area, Pithampur,
Dist-Dhar(MP)

- e) **Dividend Payment Date:** Not Applicable as the

Board has not proposed any dividend

f) Listing of Equity Shares on Stock Exchanges:

Indore Stock Exchange
, Bombay Stock Exchange,
Ahmedabad Stock Exchange &
Chennai Stock Exchange

g) Stock Code

Bombay Stock Exchange Code : 530683

h) Registrar & Share Transfer Agent

**M/S. ANKIT CONSULTANCY
PRIVATE LIMITED**
2nd Floor, Alankar Point,
Gita Bhawan Square,
Indore(MP)-452001
PH-0731-2491298

i) Market Price Data

Month	Value (In Rupee)		Volumes
	High	Low	
October, 07	N.A.	N.A.	N.A.
November, 07	N.A.	N.A.	N.A.
December, 07	N.A.	N.A.	N.A.
January, 08	N.A.	N.A.	N.A.
February, 08	N.A.	N.A.	N.A.
March, 08	N.A.	N.A.	N.A.

j) Liquidity

Shares of Bhoomi Infrastructures Corporation Limited are listed on the Indore Stock exchange, Bombay Stock Exchange, Delhi Stock Exchange and Chennai 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.

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

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

o) Address for Correspondence

Mr. R.K Tekriwal
Compliance officer

Regd.Off.: 115, Sector-III,Industrial Area,
Pithampur, Dist-Dhar(MP)

p) Investor Correspondence

For transfer/dematerialization of shares, payment of dividend on shares and any other queries relating to the shares you make contact to Company's RTA - M/s. Ankit Consultancy Pvt.ltd., 2nd Floor, Alankar Point,Gita Bhawan Square, Indore(MP)-452001

(j) Shareholding Pattern

The shareholding pattern as on 31st March 2008:

	Category	No. of shares held	Percentage Shareholding	of
A.	Shareholding of Promoter and Promoter Group			
(1)	Indian	2493500	51.16	
(2)	Foreign	-	-	
	Total	2493500	51.16	
B.	Public Shareholding			
(1)	Institutions			
(a)	Mutual Funds/UTI	0	0.00	
(b)	Financial Institutions/Banks	0	0.00	
©	Foreign Institutional Investors	0	0.00	
(d)	Any Other	0	0.00	
	Sub Total	0	0.00	
(2)	Non Institutions			
(a)	Bodies Corporate	250400	5.14	
(b)	Individuals	2130100	43.70	
©	Any Other (Specify)	0	0	
	Sub Total	2380500	48.84	
	Total (A+B)	4874000	100.00	
	Grand Total	4874000	100.00	

CODE OF CONDUCT

The Company's Board of Directors has adopted the code of conducts which govern the conduct of all directors /employees. All Directors and senior management personnel have affirmed compliance with respective codes for the year ended on 31st March 2008.

For and on behalf of the Board of Directors of
PITHAMPUR POLY PRODUCTS LIMITED

R. K. Tekriwal
Chairman

Place: Indore
Date: 04.09.2008

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY OVERVIEW

The Company is in the business of manufacturing and trading of HDPE/PP WOVEN SACKS AND ALLIED PRODUCTS. The key issues of the Management Discussion and Analysis is given below:

OPPORTUNITIES AND THREATS

Indian economy is growing at a much faster rate as compared to the rest of the world. Your company is in an industry which has a growth element in it. The Company continued its growth alongwith the lines of industry and has maintained its market position

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 financial year 2007-08, the company has posted a satisfactorily performance. All expenses are under control. The Operating profits are upto the industry mark.

OUTLOOK

Your company clearly has the potential to continue its fast growth. However, over the next few years, competition in the industry is expected to increase considerably, as a result of global trends, which will become applicable to the liberalizing economy of country. To survive the competition, we need to adopt radically new methods and approaches to reduce costs, improve market and customer service and management of performance. Our company is making the best efforts in this regard. Your company definitely has the potential to grow further.

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.