H V GOR & CO

Company Secretaries

CS Harsh V Gor (B.Com, ACS)

Date: 28th September, 2019

Form MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

Shri. Kirit Kanakiya

Chairman

24th Annual General Meeting of the members of BSEL Infrastructure Realty Limited held on Saturday, 28th September, 2019 at 9.30 a.m. at Hotel Abott, Sector 2, Vashi, Navi Mumbai – 400 703, Maharashtra, India

Dear Sir

I, Shri. Harsh V Gor, Proprietor of H V Gor & Co., Company Secretaries, am appointed as Scrutinizer for the purpose of Poll and E-Voting taken on the below mentioned resolution, and hereby state that:

a. After the time fixed for closing the poll by the Chairman, 1 (One) Ballot Box was kept for polling was locked in my presence with due identification marks placed by me.

b. The E-Voting Report on the below mentioned resolutions was finalized and assessed by us on the closure of e-voting period i.e. after 9.30 a.m. on Saturday, September 28th, 2019;

c. I did not find any votes cast physically or electronically, invalid;

d. The result of the poll is as under:

Resolution No. 1

To consider, approve, and adopt the Audited Financial Statements for the financial year ended 31st March, 2019, and the Independent Auditors' and Directors' Report thereon

(i) Votes in favour of Resolution

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
51	23,334,050	100.00

(ii) Votes against Resolution

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

Resolution No. 2

To consider, and, if thought fit, to pass following resolution, with or without modification, as **Ordinary Resolution**:

"**RESOLVED THAT**, the consent of the Board of Directors of the Company be and is, hereby, accorded to appoint Mrs. Disha Rajendra Devrukhkar (DIN: 05156891), who is liable for retirement by rotation and, being eligible, has offered himself for re-appointment, as the Director of the Company."

(i) Votes in favour of Resolution

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
51	**23,334,050**	**100.00**

(ii) Votes against Resolution

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
0	**0**	**0**

(iii) Invalid Votes

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
0	**0**	**0**

Resolution No. 3

To, consider, and, if though fit, to pass following resolution, with or without modification, as **Ordinary Resolution**:

"**RESOLVED THAT**, pursuant to the provisions of Sections 139(1) and 141 of the Companies Act, 2013, read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of law, if any, for the time being in force in India, including any modification(s) and re-enactment(s) thereof, the consent of the members of the Company be and is, hereby, accorded to appoint M/s. Deepak Vekharia & Associates, Chartered Accountants (FRN: 126149W), Mumbai, as the Statutory Auditors of the Company for the period from 1st April, 2019 till 31st March, 2020, to hold office till the conclusion of 25th Annual General Meeting of the members of the Company."

(i) Votes in favour of Resolution

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
51	**23,334,050**	**100.00**

(ii) Votes against Resolution

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
0	**0**	**0**

(iii) Invalid Votes

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
0	**0**	**0**

Resolution No. 4

To consider and, if thought fit, to pass following resolution, with or without modification, as **Ordinary Resolution:**

"RESOLVED THAT, pursuant to Section 152 of Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and any other applicable provisions of law, if any, for the time being in force in India, including modification(s) and re-enactment(s) thereof, the consent of the members of the Company be and is, hereby, accorded to appoint Ms. Usha Gupta as Non-Executive Independent Director of the Company for the period of 5 years, to hold office till the conclusion of 28th Annual General Meeting of the members of the Company."

(i) Votes in favour of Resolution

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
51	**23,334,050**	**100.00**

(ii) Votes against Resolution

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
0	**0**	**0**

(iii) Invalid Votes

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
0	**0**	**0**

Resolution No. 5

To consider and, if thought fit, to pass following resolution, with or without modification, as **Ordinary Resolution:**

"RESOLVED THAT, pursuant to Section 152 of Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and any other applicable provisions of law, if any, for the time being in force in India, including modification(s) and re-enactment(s) thereof, the consent of the members of the Company be and is, hereby, accorded to appoint Ms. Deepa Jani as Non-Executive Independent Director of the Company for the period of 5 years, to hold office till the conclusion of 28th Annual General Meeting of the members of the Company."

(i) Votes in favour of Resolution

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
51	**23,334,050**	**100.00**

(ii) Votes against Resolution

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
0	**0**	**0**

(iii) Invalid Votes

Number of Members voting through paper/evoting	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

For H V Gor & Co.,

Company Secretaries

H. V. GOR & CO. CP. 14269 NAVI MUMBAI

Mr. Harsh V Gor

ACS: 38377 COP: 14269