BSEL INFRASTRUCTURE REALTY LIMITED

CIN : L99999MH1995PLC094498

NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING:

Notice is hereby given that the Twentieth Annual General Meeting of the Members of BSEL Infrastructure Realty Limited (CIN: L99999MH1995PLC094498) will be held on Tuesday, 29th day of September 2015 at 9.30 A.M. at Hotel Abbott, Sector-2, Vashi, Navi Mumbai – 400 703 to transact the following business:

Ordinary Business:

1. To consider and adopt the Balance Sheet as at 31st March 2015, the Profit & Loss Account for the year ended on that date including notes thereto, together with the Reports of Directors and Auditors thereon.

2. To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

   "**RESOLVED THAT** Mrs. Disha Rajendra Devrukhkar (DIN 05156891), a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seek re-election, be re-appointed as the director of the Company."

3. To ratify the appointment of M/s Deepak Vekaria & Associates Chartered Accountants, Mumbai as Statutory Auditors of the Company by passing following resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the consent of the members of the Company be and is, hereby, accorded to ratify the appointment of M/s Deepak Vekaria & Associates Chartered Accountants, Mumbai as the Statutory Auditor of the Company till the conclusion of the next Annual General Meeting of the Company.

NOTES:

1. A Member entitled to attend and vote at general meeting is entitled to appoint a proxy to attend and vote in the meeting and a proxy need not be a member of the Company.

2. The instrument appointing the proxy must be deposited at the Registered Office of the Company not later than 48 (forty eight) hours before the commencement of the meeting.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

4. Members are requested to bring their duly filled attendance slip along with their copy of annual report to the meeting.

5. Members who hold their shares in dematerialized form are requested to write their client ID and DP ID and those who hold their shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.

6. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday 21st September, 2015 till Monday 28th September, 2015 (both days inclusive).

8. **VOTING THROUGH ELECTRONIC MEANS :**
In compliance with section 108 of the Companies Act, 2013, read with rule 20 of the Companies (management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to the members which will enable the members to cast their vote electronically. All business to be transacted at the annual general meeting can be transacted through the electronic voting system. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 25th September, 2015 at 9.00 a.m. and ends on 28th September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to `use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter **the number of shares held by you as on the cut off date** in the **Dividend Bank details field**.

(viii) Mr. Harsh Vijay Gor, Proprietor, H V Gor & Co, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(ix) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

(x) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bsel.com within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and the National Stock Exchange of India Limited.

9. The Members are requested to forward all applications for transfer and all other shares related correspondence, including intimation for change of address, if any, to the Registrars and Share Transfer Agent of the Company at the following address:

   Sharex Dynamic (India) Pvt. Ltd.
   Unit No. 1, Luthra Industrial Premises, Safed Pool,
   Andheri – Kurla Road, Andheri (E), Mumbai – 400 072
   ✆Telephone No. (022) 2851 5606/5644 🖷 Fax: (022) 2851 2885

10. Shareholders who have not encashed the dividend warrants so far are requested to make their claim to the Company's Registrars and Share Transfer Agents at the above mentioned address.

11. Pursuant to the provisions of sub – section (5) of section 205A of the Companies Act, 1956, any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of (7) seven years from the date of such transfer to unpaid dividend account, shall be transferred by the Company to the Investor Education and Protection Fund of the Central Government. Those members who have so far not encashed their dividend warrants for any previous years may claim or approach the Companies Registrar and Share Transfer Agent, M/s Sharex Dynamic (India) Pvt. Ltd. at the above mentioned address for the payment thereof.

Registered Office:
737, 7th Floor, the Bombay Oil Seeds and Oil Exchange Premises Co.op. Society Ltd. ,
The Commodity Exchange, Plot No. 2.3 & 4, Sector 19, Vashi, Navi Mumbai – 400705

Navi Mumbai
August 31, 2015

For BSEL Infrastructure Realty Ltd.

D. K. Devrukhkar

Disha Devrukhkar
Whole Time Director

BSEL INFRASTRUCTURE REALTY LTD. NAVI MUMBAI

ANNEXURE TO THE NOTICE
INFORMATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT

Details of Directors seeking appointment at the 20th Annual General Meeting to be held on September 29, 2015.

Name of Director	Kirit R. Kanakiya	Hitesh Vora	Disha Rajendra Devrukhkar	Dipal Ajit Muchhala
Date of Birth	May 06, 1957	December 19, 1967		
Date of Appointment	April 01,1998	August 31, 2001	December 28, 2011	June 18, 2013
Experience in specific functional areas	Mr. Kirit R. Kanakiya is a Chartered Accountant by profession having business experience of more than 25 years. He is having wide experience in project development in and outside India.	Mr.Hitesh Vora is a Chartered Accountant by profession having business experience of more than 20 years. He is having wide experience in Audit and Finance.		
Qualifications	Chartered Accountant	Chartered Accountant		
List of Directorship in other Companies	2	Nil	Nil	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	3 (Three)	Nil	Nil	Nil
Chairman/Member of the Committee of the Directors of other Companies in which he is a Director	Nil	Nil	Nil	Nil
No. of Shares	4,942,180	6,500	0	900

Registered Office:
737, 7th Floor, The Bombay Oil Seeds and Oil Exchange Premises Co.op. Society Ltd. ,
The Commodity Exchange, Plot No. 2.3 & 4, Sector 19, Vashi, Navi Mumbai – 400705

Navi Mumbai
August 31, 2015

By Order of the Board of Directors
For BSEL Infrastructure Realty Ltd.

D. R. Devrukhkar

Disha Devrukhkar
Whole Time Director

BSEL INFRASTRUCTURE REALTY LTD. NAVI MUMBAI