BSEL INFRASTRUCTURE REALTY LIMITED

CIN : L99999MH1995PLC094498

Date: 30th September, 2016

To,
The Listing Compliance Department
National Stock Exchange of India Ltd.
Exchange Plaza,C-1 Block -G
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051

SUBJECT: SCRUTINIZER'S REPORT AND REGULATION 44 OF SEBI (LODR) REGULATIONS, 2015

Dear Sir

The 21st Annual General Meeting of the Company was held on 29th September, 2016 at 09.30 A.M. In relation to the mentioned, we hereby forward you the following:

1. Scrutinizer's Report on Poll & E-voting
2. Report under Regulation 44 of SEBI (LODR) Regulations, 2015

Kindly take a note and do the needful.

Regards

For BSEL INFRASTRUCTURE REALTY LIMITED

Mr. Kirit Kanakiya
Director
DIN: 00266631

BSEL INFRASTRUCTURE REALTY LTD. NAVI MUMBAI

H V Gor & Co
Practicing Company Secretaries

FORM No. MGT-13

Report of Scrutinizer

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

To,
Mr. Kirit Kanakiya
Chairman
21st Annual General Meeting
BSEL Infrastructure Realty Limited
Held on 29th September, 2016 at Hotel Abbott , Sector-2, Vashi, Navi Mumbai - 400 703.

Dear Sir,

I, Mr. Harsh Vijay Gor, Partner of H V Gor & Co, Practicing Company Secretaries appointed as Scrutinizer for the purpose of the poll & E-voting taken on the below mentioned resolution(s), at the 21st Annual General Meeting of the Equity Shareholders of **BSEL Infrastructure Realty Limited,** held on 29th September, 2016 at Hotel Abbott , Sector-2, Vashi, Navi Mumbai - 400 703, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. No votes were cast through E-voting facility provided by Company.
5. The result of the Poll is as under:

H V GOR AND CO, PRACTICING COMPANY SECRETARIES
OFFICE - 1 : 37, Shree Manoshi Complex, Plot No. 5 & 6, Sector 3, Opp. Ghansoli Railway Station, Ghasoli, Navi Mumbai - 400701. Maharashtra (India)● Tel. No. : 022-27547907 ● E-mail : pcshvgor@gmail.com
OFFICE - 2 : B3-001, Shankheshwar Nagar, Near Shani Mandir, Manpada Rd., Dombivli (E) 421 201 +91-8108750605 (w), +91-8450967900 ● E-mail : pcshvgor@gmail.com

(a) To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2016 together with Directors' Report and Auditors' Report thereon

(i) Voted **in favour** of the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Poll	32	19335252	100%
Total	32	19335252	100%

(ii) Voted **against** the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

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

"RESOLVED THAT Mr. Kirit Kanakiya (DIN: 00266631), a Director liable to retire by rotation, who seek re-election, be re-appointed as the director of the Company.

(i) Voted **in favour** of the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Poll	32	19335252	100%
Total	32	19335252	100%

(ii) Voted **against** the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(C) To approve re- appointment of Statutory Auditors and fix their remuneration. In this regard consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with Rule 3 of Companies (Audit and Auditors) Rules, 2014, the consent of the members of the Company be and is, hereby, accorded to re-appoint M/s. Deepak Vekaria & Associates, Chartered Accountants, Mumbai, (Membership No. 35908) as the Statutory Auditors of the Company till the conclusion of next Annual General Meeting of the Company."

(i) Voted **in favour** of the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Poll	32	19335252	100%
Total	32	19335252	100%

(ii) Voted **against** the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(D) To consider and if thought fit, to pass following resolution, with or without modification, as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force, Mr. Dipal Muchhala (DIN: 06628759), Non-Executive Director of the Company in respect of whom, the Company has received a notice in writing from a member proposing his candidature for office of Director along with requisite deposit, be and is hereby appointed as Independent Director of the Company for a period of 5 consecutive years upto September,2021 and that he shall not be liable to retire by rotation as stipulated u/s 149(13) of Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Poll	32	19335252	100%
Total	32	19335252	100%

(ii) Voted **against** the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast

E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(e) To consider and if thought fit, to pass following resolution, with or without modification, as **SPECIAL RESOLUTION:**

"**RESOLVED THAT**, subject to the provisions under Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof, for time being in force, read with Schedule IV of the Companies Act, 2013 and clause 49 of the listing agreement and Article 153 of the Articles of Association of the company, Mrs. Disha Devrukhkar, be and is hereby appointed as the Whole-Time Director of the Company, for period of one (1) year commencing from 28th December, 2015 to 27th December, 2016 at a remuneration which will, including all perquisites, not be exceeding Rs. 1,80,000/- p.a. (Rupees One Lakh Eighty Thousand only) and a copy of the Draft Letter of Appointment as placed before this meeting be and is hereby specifically approved and sanctioned with the liberty to the Board of Directors to alter and vary terms and conditions.

(i) Voted **in favour** of the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Poll	32	19335252	100%
Total	32	19335252	100%

(ii) Voted **against** the resolution:

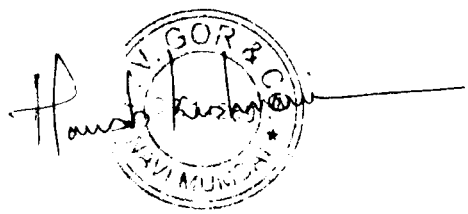
Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(f) To consider and if thought fit, to pass following resolution, with or without modification, as ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Archit Kulkarni (DIN: 06548055), who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 10th August, 2016, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for office of Director along with requisite deposit, be and is hereby appointed as Independent Director of the Company for a period of 5 consecutive years upto September 2021 and that he shall not be liable to retire by rotation as stipulated u/s 149(13) of Companies Act, 2013.



(i) Voted **in favour** of the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Poll	32	19335252	100%
Total	32	19335252	100%

(ii) Voted **against** the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(g) To consider and if thought fit, to pass following resolution, with or without modification, as ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Himanshu Vaidya (DIN: 07269291), who was appointed as an Additional Director of the Company by the Board of

Directors in their meeting held on 10th August, 2016, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for office of Director along with requisite deposit, be and is hereby appointed as Independent Director of the Company for a period of 5 consecutive years upto September 2021 and that he shall not be liable to retire by rotation as stipulated u/s 149(13) of Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Poll	32	19335252	100%
Total	32	19335252	100%

(ii) Voted **against** the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For H V GOR AND CO
PRACTICING COMPANY SECRETARIES

Mr. Harsh Vijay Gor
Partner
ACS No. 38377
COP No. 14269

Date: 30th September, 2016
Place: Navi Mumbai

Countersigned and received the report

For BSEL INFRASTRUCTURE REALTY LIMITED

Mr. Kirit Kanakiya
Director
DIN: 00266631

ANNUAL GENERAL MEETING REPORT

[Regulation 44 of SEBI (LODR) Regulations, 2015]

Date of AGM: **29th September, 2016**

Total number of shareholders on record date:

No. of Shareholders present in the meeting either in the person or through proxy: 32

No. of shareholders attended the meeting though video conferencing: **0**

Promoters and promoter group:**12**

Public: 20

Detail of Agenda

(Poll and E-voting)							
Resolution 1- Adoption of Financial Statement for the year ended on March 31, 2016. – Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	19315794	19315794	100	19315794	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	19458	19458	100	19458	0	100	0
Total	19335252	19335252	100	19335252	0	100	0

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(Poll and E-voting)							
Resolution 2- Reappointment of Mr. Kirit Kanakiya as Director - Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	19315794	19315794	100	19315794	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	19458	19458	100	19458	0	100	0
Total	19335252	19335252	100	19335252	0	100	0

(Poll and E-voting)							
Resolution 3- Appointment of M/s Deepak Vekaria And Associates, Chartered Accountants, as Statutory Auditor of the Company and fix their Remuneration - Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	19315794	19315794	100	19315794	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	19458	19458	100	19458	0	100	0
Total	19335252	19335252	100	19335252	0	100	0

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(Poll and E-voting)							
Resolution 4- Appointment of Mr. Dipal Muchhala as Independent Director of the Company. – Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	19315794	19315794	100	19315794	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	19458	19458	100	19458	0	100	0
Total	19335252	19335252	100	19335252	0	100	0

(Poll and E-voting)							
Resolution 5- Appointment of Mrs. Disha Devrukhkar (DIN: 05156891) as a Whole-Time Director of the Company. – Special Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	19315794	19315794	100	19315794	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	19458	19458	100	19458	0	100	0
Total	19335252	19335252	100	19335252	0	100	0

(Poll and E-voting)							
Resolution 6- Appointment of Mr. Archit Kulkarni as Independent Director of the Company. – Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	19315794	19315794	100	19315794	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	19458	19458	100	19458	0	100	0
Total	19335252	19335252	100	19335252	0	100	0

(Poll and E-voting)							
Resolution 7- Appointment of Mr. Himanshu Vaidya as Independent Director of the Company. – Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	19315794	19315794	100	19315794	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	19458	19458	100	19458	0	100	0
Total	19335252	19335252	100	19335252	0	100	0

For BSEL INFRASTRUCTURE REALTY LIMITED

Mr. Kirit Kanakiya
(DIN: 00266631)
Director