BSEL INFRASTRUCTURE REALTY LIMITED

CIN : L99999MH1995PLC094498

Date: 2nd September, 2016

To,
The Manager,
Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra East, Mumbai-400051.

Reference: REF: BSELINFRA

Dear Sir,

Subject: Notice of 21st Annual General Meeting

Please find attached the notice of Twenty First Annual General Meeting (AGM). This is for your information and record.

You are requested to kindly take the record of the same.

Thanking You,

Yours Faithfully,

For BSEL Infrastructure Realty Limited

D. R. Devrukhkar

BSEL INFRASTRUCTURE REALTY LTD. NAVI MUMBAI

Mrs. Disha Devrukhkar
Whole Time Director
(DIN: 05156891)

Encl: 1) Notice of 21st AGM
2) Instruction of E-voting
3) Proxy Form
4) Attendance slip

NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-first Annual General Meeting of the Members of BSEL Infrastructure Realty Limited (CIN: L99999MH1995PLC094498) will be held on Thursday, 29th September, 2016 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 2016, 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 Mr. Kirit Kanakiya (DIN: 00266631), a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seeks re-appointment, be re-appointed as the director of the Company."
3. 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."

SPECIAL BUSINESS:

4. Appointment of Mr. Dipal Muchhala (DIN: 06628759) as an Independent Director of the Company

   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.
5. Appointment of Mrs. Disha Devrukhkar (DIN: 05156891) as a Whole-Time Director of the Company

   To consider and if thought fit, pass with or without modification(s) if any, 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 on ly) 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.

   "RESOLVED FURTHER THAT the Director of the Company be and are hereby jointly and severally authorised to execute, sign various agreements, documents, deeds, drafts; to file required forms with Registrar of the Companies; to inform various Government as well as Non-government authorities and to take all the necessary actions to give the effect to the above resolution."
6. Appointment of Mr. Archit Kulkarni (DIN: 06548055) as an Independent Director of the Company

   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.
7. Appointment of Mr. Himanshu Vaidya (DIN: 07269291) as an Independent Director of the Company

   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.

On Behalf of the Board of Directors
BSEL Infrastructure Realty Ltd.

Sd/-
Mrs. Disha Devrukhkar
Whole-Time Director (DIN: 05156891)

Place: Navi Mumbai
Date: 10/08/2016

NOTES:

1. A Member entitled to attend and vote on a poll is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. The Register of Members and Share Transfer Books will remain closed from 19th September, 2015 to 21st September, 2015.
2. Members are requested to address all communication regarding transfer of shares, change of address etc. directly to the Share Transfer Agent of the Company, Sharex Dynamic (India) Private Limited, Unit 1 Luthra Industrial Premises, Safed Pool, Andheri–Kurla Road, Andheri (East), Mumbai, Maharashtra - 400 072 and in case their shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
3. The Equity Shares of the Company are listed on the Bombay Stock Exchange Ltd. (BSE), 25th Floor, Sir. P. J. Towers, Dalal Street, Mumbai - 400 001 & National Stock Exchange of India Ltd. (NSE), C-1, Block G, Bandra–Kurla Complex, Bandra (East), Mumbai - 400 051. The listing fee up to 31st March, 2017 of both the exchanges has been paid by the Company. The ISIN Number of the Company is: INE395A01016.
4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/Company.
5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Whole-Time Director, so as to reach the Registered Office of the Company at least Seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.
6. On dematerialization of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialized) form, the Members are given an option of nomination at the time of opening a demat account. If no nomination is made at the time of opening the demat account, they should approach their respective Depository Participant.
7. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs("MCA"), Government of India, through its Circular nos. 17/2011 and 18/2011, dated 21st April, 2011 and 29th April, 2011 respectively, has allowed companies to send official documents through electronic mode. In the spirit of the above circulars and as part of the Company's Green Initiative, we henceforth propose to send documents like Notice convening the general meetings, Financial Statements, Directors Report, etc. to the e-mail address provided by the members. We, therefore, appeal to the members to register their name in getting the documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP ID/Client ID to the dedicated e-mail address at investorgrievance@bsel.com.
8. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for attending the meeting.
9. Members are requested to bring their copy of Annual report to the meeting.
10. In terms of circular no. MRD/DoP/Cir-05/2010 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI) it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholders are requested to furnish copy of PAN card at the time of transferring their physical shares.
11. As part of the Companies (Management and Administration) Rules, 2014 Companies are allowed to send official documents through electronic mode. We, therefore, appeal to the members to register their name in getting the said documents in electronic mode and to record/intimate changes therein by sending an email giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at investorgrievance@bsel.com.

12. Statement to be annexed to the notice calling General Meeting forms part of the notice pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification of Companies Act 2013 dated 12th September 2013.

13. Details of Directors seeking appointment/re-appointment are as follows:

Name	**Mr. Dipal Muchhala**	**Mrs. Disha Devrukhkar**	**Mr. Kirit Kanakiya**	**Mr. Archit Kulkarni**	**Mr. Himanshu Vaidya**
Date of Birth	08/02/1981	20/07/1984	06/05/1957	19/09/1986	17/03/1989
Qualification	Diploma in MBA-Finance	Diploma in Naturopathy	Chartered Accountant	B.Com.	Post Graduate
Nature of Expertise	Good knowledge in Investment in Shares trading & Derivative Strategy Trading.	Wide knowledge Human Resource management, Marketing, Customer Relation Building	Wide knowledge in Taxation and Management Consultancy.	Labour & Manpower Planning	Software Development
Experience	10 years	10 years	25 years	8 years	4 years
Number of Companies in which also holds Directorships	Nil	Nil	2	4	1
Number of Companies in committees of which also holds Membership/ Chairmanship	Nil	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	7,39,406	Nil	Nil

14. E-VOTING:

i) According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.

ii) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):

iii) A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

iv) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.

v) The e-Voting shall remain open from 22nd September, 2016 (9.00 a.m. IST) till 28th September, 2016 (17.00 p.m. IST).

vi) *E-Voting shall be completed one day prior to the date of Annual General Meeting which is scheduled to be held on 29th September, 2016.

vii) The Board of Directors at their meeting have appointed Mr. Harsh Vijay Gor, Partner of H V Gor & Co, Practicing Company Secretaries as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.

viii) Vote once casted by the member cannot be changed/altered.

PROCESS OF E-VOTING

1. Log on to the e-voting website www.evotingindia.com
2. Click on “Shareholders” tab.
3. Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
4. Now Enter your User ID

5. For CDSL: 16 digits beneficiary ID,
6. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
7. Members holding shares in Physical Form should enter Folio Number registered with the Company.
8. Next enter the Image Verification as displayed and Click on Login.
9. 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.
10. 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 1 then enter RA00000001 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. • If both the details are not recorded with the depository or company please enter the member ID/folio number in the Dividend Bank details field as mentioned in instruction (v).

11. After entering these details appropriately, click on "SUBMIT" tab.
12. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
13. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
14. Click on the EVSN for the relevant BSEL Infrastructure Realty Ltd. on which you choose to vote.
15. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
16. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
17. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
18. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
19. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
20. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
21. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
    - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity tohelpdesk.evoting@cdslindia.com.
    - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
    - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

22. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

23. The e-Voting period commences on 22nd September, 2016 (9.00 a.m.) and ends on 28th September, 2016 (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 i.e. 21st September, 2016 may cast their vote electronically. The e-Voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder will not be allowed to change it subsequently.

24. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 21st September, 2016.

25. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 21st September, 2016 and not casting their vote electronically, may cast their vote at the Annual General Meeting.

26. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock 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 favour or against, if any, forthwith to the Chairman of the Company. The Results shall be declared on or after the Annual General Meeting of the Company.

    The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bsel.com and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company on 29th September, 2016 and communicated to the BSE Limited and National Stock Exchange of India Limited.

CONTACT DETAILS:

COMPANY	: BSEL INFRASTRUCTURE REALTY LTD. CIN: L99999MH1995PLC094498 737, 7th Floor, The Bombay Oilseeds & Oils Exchange Premises Co-operative Society Ltd., The Commodity Exchange, Plot No. 2, 3 & 4, Sector 19, Vashi, Navi Mumbai, Maharashtra - 400705. Tel: 022-27811598, 27810138 Fax: 022-27812411 E-mail: investorgrievance@bsel.com Website: www.bsel.com
REGISTRAR & SHARE TRANSFER	: Sharex Dynamic (India) Pvt. Ltd., Unit No. 1, Luthra Ind Premises, Safed Pool, Andheri–Kurla Road, Andheri (East), Murmbai, Maharashtra - 400 072. Tel: 022-28515644, 28515606 Fax: 022-28515885 E-mail: sharexindia@vsnl.com Website: www.sharexindia.com
REMOTE E-VOTING AGENTS	: Central Depository Services (India) Limited 17th Floor, P J Towers, Dalal Street, Mumbai - 400 001. **Contact:** Toll-free - 1800-200-5533 E-mail: complaints@cdslindia.com
SCRUTINIZER	: Mr. Harsh Vijay Gor, Partner H V Gor and Company, Practicing Company Secretary 37, Shree Manoshi Complex, Plot No. 5 & 6, Sector 3, Opp. Ghansoli Railway Station, Ghansoli, Navi Mumbai, Maharashtra - 400 701, India. Tel.: 022-27547907 E-mail: pcshvgor@gmail.com

STATEMENT ANNEXED TO THE NOTICE

(Pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification of the Companies Act, 2013 dated 12th September, 2013.)

Item No. 4:

As per the provisions of Section 149(4) of Companies Act, 2013, the Board of Directors of every listed Company shall have at least one-third of the total number of directors as Independent Directors and an Independent Director can hold office for a term of upto 5 consecutive years. In the opinion of the Board Mr. Dipal Muchhala (DIN: 06628759), who was appointed as Independent Director as per clause 49 of the Listing Agreement, fulfilling the conditions for independence specified under Companies Act, 2013 for such appointment.

The Company has received notice in writing from a member of the company along with deposit of Rs. 1,00,000 as per the provisions of Section 160 of Companies Act, 2013, signifying his intention to propose the candidature of Mr. Dipal Muchhala (DIN: 06628759), for the office of Independent Director of the Company.

The Copy of Notice as aforesaid and the copy of draft letter of appointment of aforesaid director as Independent director, setting out the terms and conditions of appointment would be available for inspection at the registered office of the Company on all working days, during the business hours till the date of the Annual general Meeting and said documents shall also be placed at the meeting.

The Board recommends the resolution as set out in Item no. 4 of the Notice to the members for their acceptance.

Save and except the above, none of the directors, promoters, key managerial Personnel or their relatives, in any way concerned or interested financially or otherwise in this resolution.

Item No. 5:

Mrs. Disha Devrukhkar was appointed as a Director and Whole-Time Director of the Company in the meeting of Board of Director held on November 9, 2015, for the period of one (1) year commencing from 28th December, 2015 to 27th December, 2016 at a remuneration, which will, including all perquisites, not exceeding Rs. 188,000/- p.a. (Rupees One Lac Eighty Eight Thousand only) subject to the approval of shareholders. Brief profile of Mrs. Disha Devrukhkar is given herein below:

Brief Profile of Mrs. Disha Devrukhkar:

Ms. Disha Devrukhkar is qualified with (DNYS) Diploma in Naturopathy and Yogic Sciences through Delhi University (INYS) International Institute of Naturopathy and Yogic Sciences and also completed ND i.e. Diploma in Naturopathy. She is having wide experience in Human resource management. She is well-versed with the new trends on the International Horizon of the industry. She is also having experience of marketing, customer relation building, project management, production management, administration, database maintenance.

The Board requests your approval for Appointment of Mrs. Disha Devrukhkar as Whole-Time Director of the Company. None of the Directors, except Mrs. Disha Devrukhkar is concerned or interested in the resolution. The draft copy of the Letter of Appointment of Mrs. Disha Devrukhkar is available for inspection at the registered office of the Company on all days except Sunday and other bank holidays between 10.30 A.M. to 12.30 A.M.

Item No. 6:

Mr. Archit Kulkarni (DIN: 06548055) was appointed as additional director in nature of Independent Director in the meeting of Board of Directors on 10th August, 2016. The Nomination and Remuneration Committee has identified Mr. Archit Kulkarni (DIN: 06548055) as the qualified candidate for the post of Director and Independent Director and has recommended his appointment to the Board of Directors. The Board of Directors recommends to appoint Mr. Archit Kulkarni (DIN: 06548055) as the Independent Director vide Item No. 6. Further, the Independent Director shall not be liable to retire by rotation.

The Board recommends the proposed resolution for your approval as an Ordinary resolution. Except Mr. Archit Kulkarni, no other director is interested in the resolution.

Item No. 7:

Mr. Himanshu Vaidya (DIN: 07269291) was appointed as additional director in nature of Independent Director in the meeting of Board of Directors on 10th August, 2016. The Nomination and Remuneration Committee has identified Mr. Himanshu Vaidya (DIN: 07269291) as the qualified candidate for the post of Director and Independent Director and has recommended his appointment to the Board of Directors. The Board of Directors recommends to appoint Mr. Himanshu Vaidya (DIN: 07269291) as the Independent Director vide Item No. 7. Further, the Independent Director shall not be liable to retire by rotation.

The Board recommends the proposed resolution for your approval as an Ordinary resolution. Except Mr. Himanshu Vaidya, no other director is interested in the resolution.

On Behalf of the Board of Directors
BSEL Infrastructure Realty Ltd.

Sd/-
Mrs. Disha Devrukhkar
Whole-Time Director (DIN: 05156891)

Place: Navi Mumbai
Date: 10/08/2016

BSEL INFRASTRUCTURE REALTY LIMITED
CIN : L99999MH1995PLC094498
(REGISTERED OFFICE: 737, 7TH FLOOR, THE BOMBAY OILSEEDS AND OIL EXCHANGE PREMISES CO-OP. SOCT.LTD., THE COMMODITY EXCHANGE, PLOT NO. 2,3 & 4, SECTOR-19, VASHI, NAVI MUMBAI–400705)

ATTENDANCE SLIP

(To be presented at the entrance)

21stANNUAL GENERAL MEETING ON THURSDAY, SEPTEMBER 29, 2016
AT HOTEL ABBOTT, SECTOR-2, VASHI, NAVI MUMBAI- 400 705

Folio No._____ DP ID No._____ Client A/c No._____

Name of the Shareholder(s)_____

Signature of Shareholder(s)_____

(only shareholders/proxies are allowed to attend the meeting)

----------X----------X----------

Form No. MGT-11
PROXY FORM

(PURSUANT OT Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the Member(s) :_____
Registered Address :_____
_____
Email ID :_____ Folio No./D.P. ID and Client ID No.**_____

I/We being member(s) of _____Shares of BSEL Infrastructure Realty Limited, hereby appoint:

1. Name :_____ Email Id :_____
   Address:_____
   _____ Signature :

or failing him

2. Name :_____ Email Id :_____
   Address:_____
   _____ Signature :

or failing him

3. Name :_____ Email Id :_____
   Address:_____
   _____ Signature :

As my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the Twenty first Annual General Meeting of the Company to be held on Thursday the 29th September, 2016 at 9.30 am at the Hotel Abbott, Sector-2, Vashi, Navi Mumbai – 400 705 and at any adjournment thereon in respect of such resolution and in such manner as indicated below :

Resolution No.	Description of Resolution	Vote*	
		For	Against
1	Adoption of Financial Statement for the year ended 31st March, 2016 together with reports for the Director's and Auditor's thereon.		
2	Re-appointment of Mr. KiritKanakiya(DIN 00266631) a Director liable to retire by rotation, seek re-appointment as the Director of the Company.		
3	Re-appointment of Deepak Vekaria& Associates, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.		
4	Appointment of Mr. DipalMuchhala (DIN 06628759) as Independent Director for the period of 5 consecutive years up to September, 2021.		
5	Appointment of Mrs. DishaRajendraDevrukhkar (DIN 05156891) as a Director, who is liable to retire by rotation and being eligible, offers himself for re-appointment.		
6	Appointment of Mr. AnchitKulkarni (DIN 06548055) as Independent Director for the period of 5 consecutive years up to September, 2021.		
7	Appointment of Mr. HimanshuVaidya (DIN 07269291) as Independent Director for the period of 5 consecutive years up to September, 2021.		

Signed this _____ day of _____2016.

Note : 1. Proxy need not be a member

2. Proxy form, complete in all respects, should reach the Company's Registered Office not Less than 48 hours before the schedule time of the meeting.

** Applicable only in case of investors holding shares in Electronic form.

*Please tick anyone

Affix Revenue Stamp

_____

Signature of Shareholder

If undelivered please return to:

Sharex Dynamic (India) Private Limited

Unit : BSEL Infrastructure Realty Limited

Unit No.1, Luthra Industrial Premises,Safed Pool, Andheri-KurlaRoad,Andheri (E), Mumbai – 400 072