

**NOTICE OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING:**

**Notice** is hereby given that the Twenty-Fourth Annual General Meeting of the Members of BSEL Infrastructure Realty Limited (CIN: L99999MH1995PLC094498) will be held on **Saturday, 28<sup>th</sup> September, 2019 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, approve, and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019, and the Independent Auditors' and Directors' Report thereon;
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."
3. 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 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 1<sup>st</sup> April, 2019 till 31<sup>st</sup> March, 2020, to hold office till the conclusion of 25<sup>th</sup> Annual General Meeting of the members of the Company."

**SPECIAL BUSINESS:**

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 29<sup>th</sup> Annual General Meeting of the members of the Company."
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 29<sup>th</sup> Annual General Meeting of the members of the Company."

On Behalf of the Board of Directors

**BSEL Infrastructure Realty Ltd.**

Sd/-

**Mr. Kirit Kanakiya**

Director

DIN: 00266631

Sd/-

**Mrs. Disha Devrukhkar**

Director

DIN: 05156891

Place: Navi Mumbai

Date: 31<sup>st</sup> August, 2019

**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 17<sup>th</sup> September, 2019 to 19<sup>th</sup> September, 2019.
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), 25<sup>th</sup> 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 31<sup>st</sup> March, 2019 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 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 21<sup>st</sup> April, 2011 and 29<sup>th</sup> 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 [kiritbsel@gmail.com](mailto:kiritbsel@gmail.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 20<sup>th</sup> 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 [kiritbsel@gmail.com](mailto:kiritbsel@gmail.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 12<sup>th</sup> September 2013.
13. 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 instructions by shareholders voting electronically are as under:
    - (a) The voting period begins on 25<sup>th</sup> September, 2019 at 9.00 a.m. and ends on 27<sup>th</sup> September, 2019 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) i.e. 21<sup>st</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - (c) Click on Shareholders tab.
    - (d) Now Enter your User ID
      - i) For CDSL: 16-digit beneficiary ID,
      - ii) For NSDL: 8-character DP ID followed by 8-digit Client ID,
      - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - (e) Next enter the Image Verification as displayed and Click on Login.
    - (f) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the Member ID/Folio No. in the Dividend Bank details field as mentioned in instruction (d).</li> </ul>

- (h) After entering these details appropriately, click on “SUBMIT” tab.
- (i) Members holding shares in physical form will then directly reach 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.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for BSEL INFRASTRUCTURE REALTY LIMITED on which you choose to vote.
- (l) 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.
- (m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (q) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (r) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (s) **Note for Non-Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (t) 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

14. The e-Voting period commences on 25<sup>th</sup> September, 2019 (9.00 a.m.) and ends on 27<sup>th</sup> September, 2019 (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. 21<sup>st</sup> September, 2019 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.
15. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 21<sup>st</sup> September, 2019
16. 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 21<sup>st</sup> September, 2019 and not casting their vote electronically, may cast their vote at the Annual General Meeting.

17. 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 28<sup>th</sup> September, 2019 and communicated to the BSE Limited and National Stock Exchange of India Limited.

<b>CONTACT DETAILS:</b>	
<b>Company</b>	: <b>BSEL INFRASTRUCTURE REALTY LTD.</b> <b>CIN: L99999MH1995PLC094498</b> 737, 7th Floor, The Bombay Oil Seeds & Oils Exchange Premises Co-operative Society Ltd., The Commodity Exchange, Plot Nos. 2, 3 & 4, Sector 19, Vashi, Navi Mumbai, Maharashtra – 400 705. Tel: 022-27811598, 27810138 • Fax: 022-27812411 E-mail: investor grievance@bsel.com • Website: www.bsel.com
<b>Registrar &amp; Share Transfer Agency</b>	: <b>Sharex Dynamic (India) Pvt. Ltd.</b>
<b>Registered Office</b>	: Unit 1, Luthra Ind Premises, Safed Pool, Andheri-Kurla Road, Andheri (East), Mumbai, Maharashtra – 400 072. Tel: 022-2264 1376, 22702485 • Fax: 022-22641349 E-mail: support@sharexindia.com • Website: www.sharexindia.com
<b>Branch Office</b>	: C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083. Fax: 022 2851 2885
<b>Remote E-voting Agents</b>	: <b>Central Depository Services (India) Limited</b> 17th Floor, P J Towers, Dalal Street, Mumbai – 400 001. Contact: Toll-free 1800-200-5533 E-mail: complaints@cdslindia.com
<b>Scrutinizer</b>	: <b>Mr. Harsh V. Gor</b> , Proprietor (ACS: 38377, CP: 14269) <b>M/s. H V Gor &amp; Co.</b> , Company Secretaries 4, Sawant Sadan, Near Domino's Pizza, Opp. Gujarati Society, Nehru Road, Off WEH, Vile Parle (E), Mumbai – 400 057, Maharashtra, India. Contact: +91-9137196502 • Email: harsh@hvgor.co.in

### Explanatory Statement

*[Pursuant to Section 102 of the Companies Act, 2013]*

#### Item No. 4:

In order to ensure additional efficiency in the function of the Corporate Governance mechanism of the Company, the Company is of the opinion of appointing more number of Independent Directors of the Board of Directors of the Company.

The Company has approached Ms. Usha Gupta and Ms. Deepa Jani for their appointment as Non-Executive Independent Director of the Company. Ms. Usha Gupta and Ms. Deepa Jani have give their respective consent for appointment of them as Non-Executive Independent Directors of the Company.

The Company, in order to ensure stability in the Corporate Governance Mechanism, recommends appointing Ms. Usha Gupta, and Ms. Deepa Jani as the Non-Executive Independent Director of the Company for the period of 5 years, to hold office till the conclusion of 29th Annual General Meeting of the members of the Company.

The Board of Directors of the Company propose to carry the aforesaid items as Ordinary Resolution, and seeks support of the members of the Company.

The Board of Director mentions that none of the Directors of the Company, except Ms. Usha Gupta and Ms. Deepa Jani, are interested in passing of the aforesaid resolutions.

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

Sd/-  
**Mr. Kirit Kanakiya**  
Director  
DIN: 00266631

Sd/-  
**Mrs. Disha Devrukhkar**  
Director  
DIN: 05156891

Place: Navi Mumbai  
Date: 31<sup>st</sup> August, 2019