

BSEL INFRASTRUCTURE REALTY LIMITED



CIN : L99999MH1995PLC094498

Date: 04th October, 2016

To

The Corporate Relationship Manager
Bombay Stock Exchange Ltd
Dalal Street, Fort,
Mumbai-400001

SUBJECT: ANNUAL REPORT (Regulation 34 of SEBI (LODR) Regulations, 2015)

Dear Sir

As per Regulation 34 of SEBI (LODR) Regulations, 2015, the Annual Report of 21st Annual General Meeting of the Company which was held on 29th September, 2016 at 09.00 A.M is enclosed herewith.

Kindly take a note and do the needful.

For BSEL INFRASTRUCTURE REALTY LIMITED

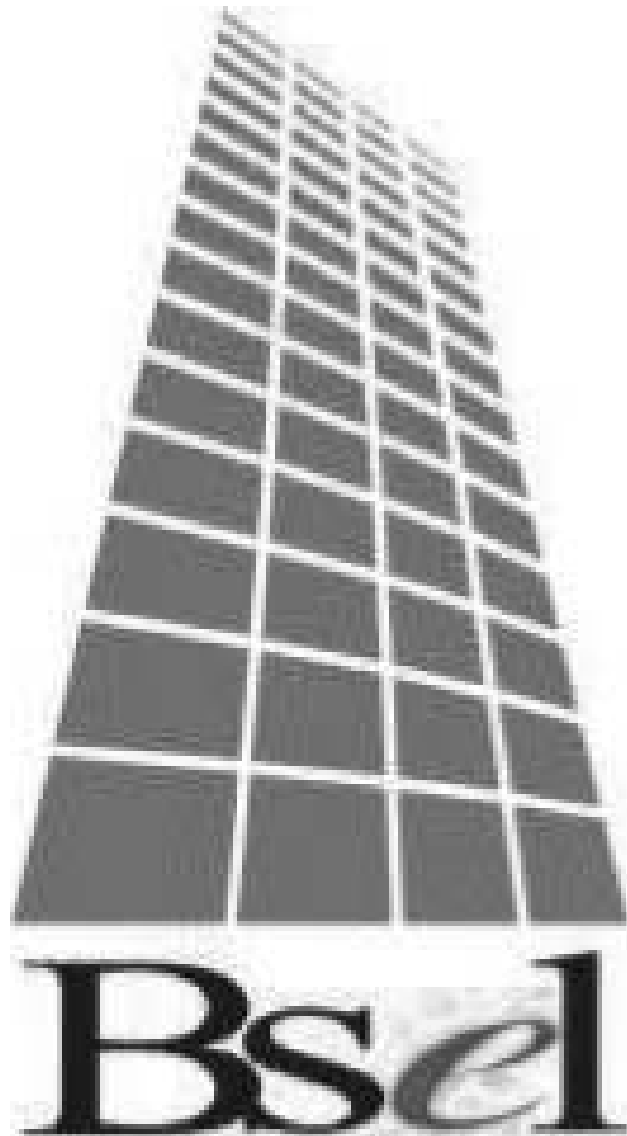
Mr. Kirit Kanakiya

Director

DIN: 002666631

BSEL INFRASTRUCTURE REALTY LIMITED

21st Annual Report 2015-2016



BSEL INFRASTRUCTURE REALTY LIMITED

BOARD OF DIRECTORS

| | |
|-------------------|------------------------------------|
| Kirit R. Kanakiya | Non-Executive Director |
| Disha Devrukhkar | Whole-Time Director |
| Dipal Muchhala | Non-Executive Independent Director |
| Archit Kulkarni | Non-Executive Independent Director |
| Himanshu Vaidya | Non-Executive Independent Director |

COMPLIANCE OFFICER

Disha Devrukhkar

REGISTERED OFFICE

737, 7th Floor, The Bombay Oilseeds & Oils Exchange Premises Co-op. Socy. Ltd., The Commodity Exchange, Plot No. 2, 3 & 4, Sector 19, Vashi, Navi Mumbai - 400 705.

UAE

Sharjah Airport Int. Zone, SAIF Plus, R4-07/A, P.O. Box No. 121525, Sharjah, UAE

MALAYSIA

17-03, SusurDewata, JalanDeata, Larkin Perdana, 80350 Johor Bahru

REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Private Limited, Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri-Kurla Road, Andheri (E), Mumbai - 400 072.

AUDITORS

CA Deepak Vekaria, Proprietor
M/s. Deepak Vekaria & Associates, Chartered Accountants

Secretarial Auditors:

CS Avni Busa, Proprietor
M/s. Avni Busa & Co., Company Secretary

BANKERS

State Bank of India
Axis Bank Limited
Ratnakar Bank Ltd.
Bank of Baroda, UAE

CONTENTS

| | |
|---|----|
| Notice | 01 |
| Annexure to the Notice | 06 |
| Directors' Report & Annexure | 07 |
| MR-3 (Secretarial Audit Report) | 15 |
| Report on Corporate Governance | 23 |
| Declaration on Compliance of Code of Conduct | 30 |
| Compliance Certificate on Corporate Governance..... | 31 |
| Auditors' Report | 32 |
| Balance Sheet..... | 36 |
| Profit and Loss Account..... | 37 |
| Cash Flow Statement..... | 38 |
| Notes to the Financial Statements | 39 |
| Consolidated Financial Statements | 52 |
| Attendance slip & Proxy Form | 73 |

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* | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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# | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • 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 to [helpdesk.evoting@cdslindia.com](mailto: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), Murbai, 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

DIRECTORS' REPORT

To,
The Members,
BSEL Infrastructure Realty Limited

1. INTRODUCTION

Your Directors are elated in presenting the 21st Annual Report of the Company along with the Audited Statement of Accounts for the year ended as on 31st March, 2016.

2. FINANCIAL RESULTS

(₹ in Lakhs)

| Particulars | Consolidated | | Standalone | |
|--|-------------------|-------------------|----------------|-----------------|
| | 2015-2016 | 2014-2015 | 2015-2016 | 2014-2015 |
| Profit/(Loss) before Tax | 75.24 | (431.78) | 82.94 | 109.15 |
| Provision for Tax | (33.58) | (59.63) | (33.58) | (59.56) |
| Profit/(Loss) after Tax | 41.66 | (491.41) | 49.36 | 49.52 |
| Balance Brought Forward | (9,321.24) | (8,826.22) | 6,674.14 | 6,628.23 |
| Add: Excess/(Short) Provision Reversed MVAT Credit | - | - | - | - |
| Less: Transitional Provision of Depreciation | - | (3.61) | - | - |
| Less: Adjustment related to fixed asset | - | - | - | (3.61) |
| Balance carried to Balance Sheet | (9,279.58) | (9,321.24) | 6,723.5 | 6,674.14 |

3. BUSINESS OVERVIEW

The Standalone Net Profit stands at Rs. 49.36 lakhs for financial year under review as compared to Rs. 49.52 lakhs in the previous financial. Due to favourable market situations, the Company's Consolidated Net Profit after tax stands at Rs. 41.66 lakhs for the year under review as compared to a loss of Rs. 491.41 lakhs in the previous financial year. Further, the Board of Directors look towards the future performance with a positive approach.

4. DIVIDEND

Directors of the Company are unable to declare any dividend for the financial year under review.

5. SUBSIDIARIES

Ministry of Corporate Affairs (MCA) issued General Circular No. 2/2011 vide letter no. 51/12/2007-CL-III dated February 8, 2011, through which it granted a General Exemption to companies from attaching Directors' Report, Balance Sheet and Profit & Loss Account of subsidiaries to its Balance Sheet. The Conditions prescribed by the MCA, for availing exemption under this circular, have been fulfilled by your Company.

BSEL is having three Wholly Owned Subsidiaries including step down subsidiaries named (I) BSEL Infrastructure Realty FZE (II) BSEL Infrastructure Realty Sdn. Bhd. and (III) BSEL Waterfront Sdn. Bhd., Balance Sheets, Profit & Loss accounts, Reports of the Directors and Auditors will be made available upon request by any member on application and will also be kept for inspection at the Registered Office of your Company. The financial data of the subsidiaries has been furnished along with the statement pursuant to the provisions of the Companies Act, 2013 forming part of the Annual Report. Also, pursuant to Accounting Standard (AS-21) issued by the Institute of Chartered Accountants of India and listing agreement, your Company has presented the consolidated financial statements which include the financial information relating to its subsidiaries and forms part of the Annual Report as **ANNEXURE - I**.

6. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.

7. STATUTORY AUDITORS

M/s. Deepak Vekaria & Associates, Chartered Accountants, (Membership Number: 35908) was appointed as the Statutory Auditors of the company at the 20th AGM held on 29th September, 2015, to hold office upto this Annual General meeting.

Further M/s. Deepak Vekaria & Associates are eligible to be re-appointed as statutory Auditors and who have given their eligibility and consent to the proposed re-appointment, be and is hereby re-appointed at this Annual General meeting and who shall hold office till the conclusion of next Annual general meeting of the Company.

8. SECRETARIAL AUDITORS

M/s. Avni Busa & Co, Practicing Company Secretaries, have been appointed in the Board Meeting held on 10th August, 2016 as the Secretarial Auditor of the Company u/s 204 of the Companies Act, 2013 to conduct Secretarial Audit of the matters of the Company and report thereof. The Secretarial Auditor's Report has been annexed to the Board Report under **ANNEXURE - V**.

9. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS.

There was no qualification, reservation or adverse remark made by the Auditors in their report.

The explanations made by the Board relating to the qualifications, reservations, adverse remarks made by the Practicing Company Secretary in her Secretarial Audit Report are furnished as under:

1. The Company has invited applications for the designation of Company Secretary in whole time employment. However, the Company has failed to receive any suitable candidature for the same.
2. The company has failed to file E-Form MGT-14 within 30 days from the date of appointment of Internal Auditor due to inadvertent error. However, the company is in process of rectification of the same.

10. DIRECTORS

Mr. Kirit Kanakiya (DIN:00266631), Non-Executive Director retires at this Annual General Meeting by rotation and being eligible offers himself for re-appointment. The Board recommends the re-appointment of Mr. Kirit Kanakiya as Director of the Company.

Mr. Dipal Muchhala, who was appointed as an additional director, and in respect of whom the company has received a notice in writing under section 160 of the Companies Act 2013, along with a deposit of Rs. 1,00,000, proposing his candidature as a director of the Company, be and his hereby appointed as an Independent Director at this AGM for 5 consecutive year, not liable to retire by rotation.

Mr. Archit Kulkarni who was appointed as an additional director, and in respect of whom the company has received a notice in writing under section 160 of the Companies Act 2013, along with a deposit of Rs. 1,00,000, proposing his candidature as a director of the Company, be and his hereby appointed as an Independent Director at this AGM for 5 consecutive year, not liable to retire by rotation.

Mr. Himanshu Vaidya who was appointed as an additional director, and in respect of whom the company has received a notice in writing under section 160 of the Companies Act 2013, along with a deposit of Rs. 1,00,000, proposing his candidature as a director of the Company, be and his hereby appointed as an Independent Director at this AGM for 5 consecutive year, not liable to retire by rotation.

Mrs. Disha Devrukhkar is appointed as Whole-Time Director for 1 year from 28th December, 2015 to 27th December, 2016.

Mr. Hitesh Vora has resigned from the post of Independent Director of the Company on 9th August, 2016, and the Board has accepted his resignation in their meeting, held on 10th August, 2016.

Apart from this no other changes took place in the composition of the directors of the Company during the year under review.

11. DECLARATION BY THE INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

12. BOARD MEETINGS

The Board of Directors met Six times during the financial year under review i.e., on (1) 30th May, 2015; (2) 12th August, 2015; (3) 31st August, 2015; (4) 9th November, 2015; (5) 9th February, 2016; & (6) 29th February, 2016.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES MADE PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013

The details of Related Party Transactions entered by the Company with Related party/Parties as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review are furnished in **ANNEXURE - II** and forms part of this report.

During the year under review, there were no related party transactions which were material in nature.

14. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are applicable to the Company and hence the Company has devised a policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

15. INFORMATION PURSUANT TO RULE 5 (2) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The details of employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, are annexed in **ANNEXURE -III**.

16. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16.

No. of complaints received : Nil

No. of complaints disposed off : Nil

17. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, your Directors state that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- (b) They have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of its Profit for the year ended on that date;
- (c) They have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) They have prepared the annual accounts for the year ended 31st March, 2016 on a 'going concern' basis;
- (e) They have laid down Internal Financial Controls, which are adequate and are operating effectively;
- (f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not made any investments during the year under review. The details of loans, advance and guarantees given pursuant to Section 186 of the Companies Act, 2013 have been provided in **ANNEXURE - IV**.

19. DISCLOSURES OF AMOUNTS, IF ANY, TRANSFER TO ANY RESERVES

It is not proposed to carry any amount to any reserves from the profits of the Company. Hence, disclosure under Section 134 (3) (j) of the companies act, 2013 is not required.

20. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate on the date of this report.

21. ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption are not required

to be furnished considering the nature of activities undertaken by the Company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

22. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Company has developed & implemented Risk Management Policy. However, Company has not come across any element of risk which may threaten the existence of the Company.

23. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There are no significant material orders passed by the Regulators/Courts/Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

24. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS PURSUANT TO RULE 8 (5) (viii) OF COMPANIES (ACCOUNTS) RULES, 2014

The Company has an adequate Internal Financial Control system, commensurate with the size of its business operations.

25. EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **ANNEXURE - VI**.

26. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee consists of the following members;

- (a) Mr. Hitesh Vora
- (b) Mr. Dipal Muchhala
- (c) Mrs. Disha Devrukhkar

The above composition of the Audit Committee consists of independent Directors viz., Mr. Hitesh Vora and Mr. Dipal Muchhala who form the majority.

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

27. CORPORATE GOVERNANCE

Your Company is committed to adopting the best Corporate Governance practices. It believes that proper corporate governance is not just a regulatory compliance but also a facilitator for enhancement of stakeholder's value. Reports on Corporate Governance forms part of this report.

28. APPRECIATION AND ACKNOWLEDGEMENT

The Board of Directors wish to place on record their appreciation for the co-operation and support of the Company's Bankers, its valued customers, employees and all other intermediaries concerned with the Company's business.

Your directors are grateful towards all members for supporting and sustaining us during the intricate days. We look forward to your continued support and reiterate that we are determined to ensure that the plans are successfully implemented.

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

Sd/-
Mr. Kirit Kanakiya
Director
DIN: 00266631

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

Place: Navi Mumbai
Date: 10/08/2016

ANNEXURE - I**FORM AOC-1****PERFORMANCE OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES AS REQUIRED UNDER FIRST PROVISIO TO SECTION 129(3) OF COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014****(Information in respect of each subsidiary/Associate Companies/Joint Venture Companies to be presented with amounts in Rs.)**

| Sl. No. | Name of the Subsidiary | BSEL INFRASTRUCTURE REALTY FZE | BSEL INFRASTRUCTURE REALTY SDN. BHD. | BSEL WATERFRONT SDN. BHD. |
|----------------|---|---|--|--|
| 1. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 01.04.2015 – 31.03.2016 | 01.04.2015 – 31.03.2016 | 01.04.2015 – 31.03.2016 |
| 2. | Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries | AED (Arab Emirates Dirham) Exchange Rate: 18.05 | MYR (Malaysian Ringgit) Exchange Rate: 16.88 | MYR (Malaysian Ringgit) Exchange Rate: 16.88 |
| 3. | Share capital | 54,13,96,800 | 16,88,330 | 3,37,66,600 |
| 4. | Reserves and Surplus | (1,55,34,87,403) | (16,88,330) | (3,37,66,600) |
| 5. | Total Assets | 6,48,23,88,619 | - | - |
| 6. | Total Liabilities | 7,49,44,78,022 | - | - |
| 7. | Investments | NIL | NIL | NIL |
| 8. | Turnover | NIL | NIL | NIL |
| 9. | Profit before taxation | (7,70,408) | - | - |
| 10. | Provision for taxation | NIL | NIL | NIL |
| 11. | Profit after taxation | (7,70,408) | - | - |
| 12. | Proposed Dividend | NIL | NIL | NIL |
| 13. | % of shareholding | 100% | 100% | 100% |

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

Sd/-
Mr. Kirit Kanakiya
Director
DIN: 00266631

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

Place: Navi Mumbai
Date: 10/08/2016

ANNEXURE - II

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arms length basis

| Name(s) of the related party and nature of relationship | BSEL Infrastructure Realty FZE (WOS) | | | |
|---|--|--|--|--|
| Nature of contracts/arrangements/transactions | Investment of Rs. 54,13,96,800/-, Loans Rs. 371,21,07,949/- | | | |
| Duration of the contracts/arrangements/ transactions | | | | |
| Salient terms of the contracts or arrangements or transactions including the value, if any | | | | |
| Justification for entering into such contracts or arrangements or transactions | | | | |
| Date(s) of approval by the Board | | | | |
| Amount paid as advances, if any | | | | |
| Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | | | | |

NO TRANSACTION WITH RELATED PARTIES DURING THE YEAR.

2. Details of material contracts or arrangement or transactions at arm's length basis

| | | | | |
|--|----------------|--|--|--|
| Name(s) of the related party and nature of Relationship | Not Applicable | | | |
| Nature of contracts/arrangements/transactions | | | | |
| Duration of the contracts/arrangements/ transactions | | | | |
| Salient terms of the contracts or arrangements or transactions including the value, if any | | | | |
| Date(s) of approval by the Board, if any | | | | |
| Amount paid as advances, if any | | | | |

DURING THE YEAR NO MATERIAL CONTRACT/ARRANGEMENTS OR TRANSACTIONS WITH RELATED PARTY.

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

Sd/-
Mr. Kirit Kanakiya
Director
DIN: 00266631

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

Place: Navi Mumbai
Date: 10/08/2016

ANNEXURE - III**DISCLOSURE FOR RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND OTHER DETAILS AS PER RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014**

1. **Median Remuneration** : Rs. 2,54,500
2. **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:**

| Executive Directors | Ratio to Median Remuneration |
|----------------------|------------------------------|
| Disha R. Devrukhakar | 0.74 |

| Non-Executive Directors | Ratio to Median Remuneration |
|-------------------------|------------------------------|
| Kirit R. Kanakiya | 0.12 |
| Dipal Muchhala | 0.08 |
| Hitesh Vora | 0.08 |

3. **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

| Directors, CEO, CFO & CS | Total Remuneration | % increase in remuneration |
|-----------------------------|--------------------|----------------------------|
| Disha R. Devrukhakar (WTD)* | 1,88,000 | 4.44% |
| Kirit R. Kanakiya – NED** | 30,000 | 50.00% |
| Dipal Muchhala- NE-ID*** | 20,000 | - |
| Hitesh Vora – NE-ID | 20,000 | 33.33% |
| Vijay Chauhan– CFO | 4,15,000 | 0.36% |

*WTD – Whole-Time Director/**Non-Executive Director/**Non-Executive Independent Director

4. **The percentage increase in the median remuneration of employees in the financial year: 10.17%**

5. **The number of permanent employees on the rolls of company: 5**

6. **The explanation on the relationship between average increase in remuneration and company performance:**

The increase in remuneration is in line with the market trends in the respective countries. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organisation performance, apart from an individual's performance.

7. **Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:**

The increase in remuneration of the Key Managerial Personnel is decided on the parameters set out in the Nomination, Remuneration and Performance Evaluation Policy of the Company, which is directly linked to individual performances as well as the performance of the Business.

| | |
|--|-------|
| Aggregate remuneration of Key Managerial Personnel (KMP) in FY 15- 16 (Rs. in Lakhs) | 4.15 |
| Revenue (Rs. in Lakhs) | 63.86 |
| Remuneration of KMPs (as a % of Revenue) | 6.50% |
| Profit before Tax (PBT) (Rs. in Lakhs) | 82.94 |
| Remuneration of KMP (as a % of PBT) | 5.00% |

8. **Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:**

| Particulars | March 31, 2016 | March 31, 2015 | % Change |
|--------------------------------|----------------|----------------|----------|
| Market Capitalization (Crores) | 27.68 | 15.28 | 81.15 |
| Price Earnings Ratio | 0.06 | 0.06 | - |

9. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There was no increase in the average percentile in the salaries of employees (other than managerial personnel).

Increase in managerial remuneration for the year under review was 4.44%

10. The key parameters for variable component of remuneration availed by the directors: NIL

11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Ms. Disha R. Devrukhakar: Rs. 1,88,000 (Highest Paid Director)

| Name of Employees | Ratio to Highest Paid Director |
|-----------------------|--------------------------------|
| Mr. Vijay Chauhan | 2.21 |
| Mr. Vikas Salunkhe | 1.35 |
| Mr. Santosh Tambe | 1.15 |
| Ms. Marie Anie Garcia | 2.87 |

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

Sd/-

Mr. Kirit Kanakiya

Director

DIN: 00266631

Sd/-

Mrs. Disha Devrukhkar

Whole-Time Director

DIN: 05156891

Place: Navi Mumbai

Date: 10/08/2016

ANNEXURE - IV

PARTICULARS OF LOANS, GUARANTEE & INVESTMENTS

Details for Loans & Investment:

| Name of the party | Nature & Purpose of Transactions | Amount at the beginning of the year | Transactions during the year | Balance at the end of the year |
|--|---------------------------------------|-------------------------------------|------------------------------|--------------------------------|
| Bsel Infrastructure Realty FZE | Investment in wholly owned subsidiary | 50,97,15,000 | 3,16,81,800 | 54,13,96,800 |
| Bsel Infrastructure Realty FZE | Loans wholly owned subsidiary | 349,48,80,471 | 21,72,27,478 | 371,21,07,949 |
| Goa Tech Parks Pvt. Ltd. | Investment in JV Company | 58,460 | - | 58,460 |
| Gorkap Properties and Investment Pvt. Ltd. | Advance towards property purchase | 15,30,000 | - | 15,30,000 |
| M M Project Consultant Pvt. Ltd. | Advance towards property | 30,00,000 | - | 30,00,000 |
| Sailok Properties Pvt. Ltd. | Advance towards property | 60,00,000 | (60,00,000) | - |
| Sakshi Jain | Advance towards property | 5,00,000 | (5,00,000) | NIL |

Details of Guarantee given:

| Name of the party | Purpose for giving corporate guarantee | Amount of guarantee |
|---|--|---------------------|
| Directorate of Enforcement, Government of India | FEMA case Bank guarantee given on 12.03.2005 | Rs. 8,00,000/- |

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

Sd/-

Mr. Kirit Kanakiya

Director

DIN: 00266631

Sd/-

Mrs. Disha Devrukhkar

Whole-Time Director

DIN: 05156891

Place: Navi Mumbai

Date: 10/08/2016

ANNEXURE - V

FORM MR-3

**[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

SECRETARIAL AUDIT REPORT

For the year ended 31st March, 2016

To,
The Members,
BSEL Infrastructure Realty Ltd.,
Navi Mumbai.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to the good corporate practices by **BSEL Infrastructure Realty Limited** (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts and statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the auditing period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board Process and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2016 according to the provisions of:

- i) The Companies Act, 2013 and rules made thereunder;
- ii). The Securities Contract (Regulation) Act, 1956 and rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investments, External Commercial Borrowings;
- v) The following regulations and guidelines prescribed under the Securities Exchange Board of India (SEBI) Act, 1992 (the Act):
 - (a) The SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 ;
 - (c) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The SEBI (Registrar to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with client;
 - (g) The SEBI (Delisting of Equity Shares) Regulations, 2009;
 - (h) The SEBI (Buyback of Securities) Regulations, 1998;

I have also examined compliance with the applicable clause of the following:

1. Secretarial Standards issue by the Institute of Company Secretaries of India;
2. Listing Agreements entered into by the Company with Stock Exchanges;
3. The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 – w.e.f 1st December, 2015.

I further report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *Pursuant to Section 203 (1) of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has failed to appoint Company Secretary in whole time employment of the Company;*
2. *Pursuant to Section 179(3)(k) of the Companies Act, 2013, read with Rule 8(4) of the Companies (Meeting of Board and its Powers) Rules, 2014, the company has failed to file E-Form MGT-14 with the Registrar of Companies within 30 days from the date of such appointment.*

I further report that

The Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and Independent directors. There were no changes in the composition of the Board during the year under review. Adequate notice is given to all the directors to schedule the Board meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions are carried through while the dissenting members' views are captured and recorded as the part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the reporting period, there have been no specific events or actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For **Avni Busa & Co.,**

Sd/-

Mrs. Avni Busa

Proprietor

ACS No. 40539

CP No. 15944

Date: 10/08/2016

Place: Mumbai

Note: *This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.*

ANNEXURE - A

To,

The Members,

BSEL Infrastructure Realty Ltd.,

Navi Mumbai.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company or of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Avni Busa & Co.,**

Sd/-

Mrs. Avni Busa

Proprietor

ACS No. 40539

CP No. 15944

Date: 10/08/2016

Place: Mumbai

ANNEXURE - VI**FORM MGT-9****EXTRACT OF ANNUAL RETURN**As on financial year ended on 31st March 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I REGISTRATION AND OTHER DETAILS:

| | | |
|--|---|--|
| CIN | : | L99999MH1995PLC094498 |
| Registration Date | : | 15-11-1995 |
| Name of the Company | : | BSEL INFRASTRUCTURE REALTY LTD. |
| Category/Sub-Category of the Company | : | COMPANY LIMITED BY SHARES/NON-GOVERNMENT COMPANY |
| Address of the Registered office and contact details | : | THE BOMBAY OILSEEDS & OILS EXCHANGE PREMISES CO-OP. SOCIETY, 737, 7TH FLOOR, THE COMMODITY EXCHANGE, PLOT NO. 2, 3 & 4, SECTOR-19-A, VASHI, NAVI MUMBAI - 400 705. |
| Whether listed company | : | Yes |
| Name, Address and Contact details of Registrar and Transfer Agent, if any: | : | SHAREX DYNAMIC (INDIA) PRIVATE LIMITED, Unit 1, Luthra Industrial Premises, Safed Pool, Andheri-Kurla Road, Andheri (East), Mumbai, Maharashtra - 400 072. |

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

| Sl. No. | Name and Description of Main Products/Services | NIC Code of the Product/Service | % to Total Turnover of the Company |
|---------|--|---------------------------------|------------------------------------|
| 1 | Infrastructure Activity | 4520 | Nil |
| 2 | Hotel & Resort | 55101 | 100% |

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding/Subsidiary/Associate | % of Shares Held | Applicable Section |
|---------|--------------------------------------|----------|---|------------------|--------------------|
| 1 | Bsel Infrastructure Realty FZE | 11-94498 | Subsidiary Incorporated at U.A.E. | 100% | Section 2(87) |
| 2 | Bsel Infrastructure Realty Sdn. Bhd. | 823503-W | Sub-subsidiary Incorporated at Malaysia | 100% | Section 2(87) |
| 3 | Bsel Waterfront Sdn. Bhd. | 821754-U | Sub-subsidiary Incorporated at Malaysia | 100% | Section 2(87) |

I SHARE HOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity):**i) Category-wise Share Holding:**

| Category of Shareholders | No. of Shares Held at the beginning of the year | | | | No. of Shares Held at the end of the year | | | | % Change during the year |
|--------------------------|---|----------|-------------|-------------------|---|----------|-------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| 1. Indian | | | | | | | | | |
| a) Individual/HUF | 77,87,860 | 0 | 77,87,860 | 9.43 | 98,14,286 | 0 | 98,14,286 | 11.88 | 2.45 |
| b) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt.(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corporate | 99,52,108 | 0 | 99,52,108 | 12.05 | 0 | 0 | 0 | 0 | (12.05) |
| e) Banks/Fls | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any other | 0 | 0 | 0 | 0 | 99,52,108 | 0 | 99,52,108 | 12.05 | 12.05 |
| Sub-total(A)(1): | 1,77,39,968 | 0 | 1,77,39,968 | 21.48 | 1,97,66,394 | 0 | 1,97,66,394 | 23.93 | 2.45 |

| Category of Shareholders | No. of Shares Held at the beginning of the year | | | | No. of Shares Held at the end of the year | | | | % Change during the year |
|---|---|----------|-------------|-------------------|---|----------|-------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| 2. Foreign | | | | | | | | | |
| a) NRIs - Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other – Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks/FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (A)(2): | | | | | | | | | |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 1,77,39,968 | 0 | 1,77,39,968 | 21.48 | 1,97,66,394 | 0 | 1,97,66,394 | 23.93 | 2.45 |
| B. Public Shareholding | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 1. Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Banks/FIs | 10 | 180 | 190 | 0 | 10 | 180 | 190 | 0 | 0 |
| c) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt.(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 3,100 | 0 | 3,100 | 0 | 3,100 | 0 | 3,100 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 830 | 0 | 830 | 0 | 0 |
| Sub-total (B)(1): | 3,110 | 180 | 3,290 | 0 | 3,940 | 180 | 4,120 | 0 | 0 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corporate | 59,97,543 | 1,260 | 59,98,803 | 7.26 | 0 | 0 | 0 | 0 | (7.26) |
| i) Indian | | | | | | | | | |
| ii) Overseas | 19,92,072 | 0 | 19,92,072 | 2.41 | 0 | 0 | 0 | 0 | (2.41) |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 2 lakh | 0 | 0 | 0 | 0 | 3,88,52,946 | 95,393 | 3,89,48,339 | 47.14 | 47.14 |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh | 0 | 0 | 0 | 0 | 1,60,50,094 | N.A. | 1,60,50,094 | 19.43 | 19.43 |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 3,39,67,533 | 95,393 | 3,40,62,926 | 41.23 | 0 | 0 | 0 | 0 | (41.23) |

| Category of Shareholders | No. of Shares Held at the beginning of the year | | | | No. of Shares Held at the end of the year | | | | % Change during the year |
|---|---|----------|-------------|-------------------|---|----------|-------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 2,05,40,552 | 0 | 2,05,40,552 | 24.86 | 0 | 0 | 0 | 0 | (24.86) |
| c) Others Clearing Members | 4,42,599 | 160 | 4,42,759 | 0.54 | 78,46,473 | 1,420 | 78,47,893 | 9.50 | 8.96 |
| Sub-total(B)(2): | 6,29,40,299 | 96,813 | 6,30,37,112 | 76.30 | 6,27,49,513 | 96,813 | 6,28,46,326 | 76.07 | (0.23) |
| Total Public Shareholding (B) = (B)(1) + (B)(2) | 6,29,43,409 | 96,993 | 6,30,40,402 | 76.30 | 6,27,53,453 | 96,993 | 6,28,50,446 | 76.07 | (0.23) |
| C. Shares held by Custodian for GDRs & ADRs | 18,36,470 | 0 | 18,36,470 | 2.22 | 0 | 0 | 0 | 0 | (2.22) |
| Grand Total (A + B + C) | 82,519,847 | 96,993 | 8,26,16,840 | 100 | 82,519,847 | 96,993 | 8,26,16,840 | 100 | 0 |

ii) SHAREHOLDING OF PROMOTERS:

| Sl. No. | Shareholder's Name | No. of Shares Held at the beginning of the year | | | No. of Shares Held at the end of the year | | | % change in share holding during the year |
|---------|--------------------------------------|---|----------------------------------|--|---|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the Company | % of Shares Pledged/encumbered to total shares | No. of Shares | % of total Shares of the Company | % of Shares Pledged/encumbered to total shares | |
| 1. | Pooja K. Kanakiya | 13,87,440 | 1.68 | 0 | 13,87,440 | 1.68 | 0 | - |
| 2. | BabulalSermal Jain | 70,800 | 0.09 | 0 | 70,800 | 0.09 | 0 | - |
| 3. | K K Foram | 13,87,440 | 1.68 | 0 | 13,87,440 | 1.68 | 0 | - |
| 4. | Kirit R. Kanakiya | 49,42,180 | 5.98 | 0 | 70,39,406 | 8.52 | 0 | 2.54 |
| 5. | Blackmore Investment & Trading Co | 12,63,381 | 1.53 | 0 | 12,63,381 | 1.53 | 0 | - |
| 6. | Pleasant Packaging Company Pvt. Ltd. | 9,71,526 | 1.18 | 0 | 9,71,526 | 1.18 | 0 | - |
| 7. | Relaxed Packagers Pvt. Ltd. | 14,75,344 | 1.79 | 0 | 14,75,344 | 1.79 | 0 | - |
| 8. | Consistent Packagers Pvt. Ltd. | 14,97,000 | 1.81 | 0 | 14,97,000 | 1.81 | 0 | - |
| 9. | Pravara Commercial Pvt. Ltd. | 13,57,226 | 1.64 | 0 | 13,57,226 | 1.64 | 0 | - |
| 10. | Beachcraft Investment Trading Co | 9,40,631 | 1.14 | 0 | 9,40,631 | 1.14 | 0 | - |
| 11. | Timberhill Engineers Pvt. Ltd. | 2,86,000 | 0.35 | 0 | 2,86,000 | 0.35 | 0 | - |
| 12. | Total Bizcon Solutions Ltd. | 5,00,000 | 0.61 | 0 | 5,00,000 | 0.61 | 0 | - |
| 13. | Stockwatch Securities Pvt. Ltd. | 16,61,000 | 2.01 | 0 | 16,61,000 | 2.01 | 0 | - |
| | Total | 1,77,39,968 | 21.49 | 0 | 1,98,37,194 | 24.03 | 0 | 2.54 |

iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|---|--|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of Total Shares of the Company | No. of Shares | % of Total Shares of the Company |
| | At the beginning of the year | 1,77,39,968 | 21.49 | 8,26,16,840 | 100 |
| | Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) | Increase in shareholding of 20,97,226 shares on 31 st March, 2016 due to market purchase of shares. | 2.54 | - | - |
| | At the End of the year | 1,98,37,194 | 24.03 | 8,26,16,840 | 100 |

iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

| Sl. No. | For each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|---|--|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of Total Shares of the Company | No. of Shares | % of Total Shares of the Company |
| | At the beginning of the year | 29,34,823 | 3.55 | 8,26,16,840 | 100 |
| | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) | There is increase in shareholding of 4,12,023 shares due to market purchase of shares. | 0.5 | - | - |
| | At the End of the year (or on the date of separation, if separated during the year) | 33,46,846 | 4.05 | 8,26,16,840 | 100 |

v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

| Sl. No. | For each of the Directors and KMP (Mr. Kirit Kanakiya – Non-Executive Director) | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|---|--|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of Total Shares of the Company | No. of Shares | % of Total Shares of the Company |
| | At the beginning of the year | 49,42,180 | 5.98 | 8,26,16,840 | 100 |
| | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) | There was increase of 20,97,226 shares on 31 st March, 2016 due to market purchase of shares. | 2.54 | 0 | 0 |
| | At the End of the year | 70,39,406 | 8.52 | 8,26,16,840 | 100 |

II INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

| | Secured Loans excluding Deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|-------------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 0 | 0 | 0 | 0 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i + ii + iii) | 0 | 0 | 0 | 0 |
| Change in Indebtedness during the financial year | | | | |
| Addition | 0 | 0 | 0 | 0 |
| Reduction | 0 | 0 | 0 | 0 |
| Net Change | 0 | 0 | 0 | 0 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 0 | 0 | 0 | 0 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (I + ii + iii) | 0 | 0 | 0 | 0 |

III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:
A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/Manager | | | | Total Amount |
|---------|---|-----------------------------|-------|-------|-------|--------------|
| | | Mrs. Disha Devrukhkar (WTD) | ----- | ----- | ----- | |
| 1. | Gross salary | 1,73,000 | N.A.. | N.A.. | N.A.. | 1,73,000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | N.A.. | N.A.. | N.A.. | N.A.. | NA |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 15,000 | N.A.. | N.A.. | N.A.. | 15,000 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | N.A.. | N.A.. | N.A.. | N.A.. | N.A.. |
| 2. | Stock Option | N.A.. | N.A.. | N.A.. | N.A.. | N.A.. |
| 3. | Sweat Equity | N.A.. | N.A.. | N.A.. | N.A.. | N.A.. |
| 4. | Commission | N.A.. | N.A.. | N.A.. | N.A.. | N.A.. |
| 5. | Others, please specify | N.A.. | N.A.. | N.A.. | N.A.. | N.A.. |
| | Total (A) | 1,88,000 | ----- | N.A.. | N.A.. | 1,88,000 |
| | Ceiling as per the Act | N.A.. | N.A.. | N.A.. | N.A.. | N.A.. |

B. Remuneration to other Directors:

| Sl. No. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|---------|--|-------------------|--------------------|--------------------|------|--------------|
| | | Mr. Hitesh Vora | Mr. Dipal Muchhala | Mr. Kirit Kanakiya | - | |
| 1. | Independent Directors | N.A. | N.A. | N.A. | N.A. | |
| | Fee for attending board/committee meetings | 20,000 | 20,000 | N.A. | N.A. | 40,000 |
| | Commission | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Others, please specify | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total (1) | 20,000 | 20,000 | N.A. | N.A. | 40,000 |
| 2. | Other Non-Executive Directors | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Fee for attending board/committee meetings | N.A. | N.A. | 30,000 | N.A. | 30,000 |
| | Commission | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Others, please specify | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total (2) | N.A. | N.A. | 30,000 | N.A. | 30,000 |
| | Total (B) = (1 + 2) | 20,000 | 20,000 | 30,000 | N.A. | 70,000 |
| | Total Managerial Remuneration | 20,000 | 20,000 | 30,000 | N.A. | 70,000 |
| | Overall Ceiling as per the Act | N.A. | N.A. | N.A. | N.A. | N.A. |

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|---|--------------------------|-------------------|-----------------------|----------|
| | | CEO | Company Secretary | CFO Mr. Vijay Chauhan | Total |
| 1 | Gross salary | N.A. | N.A. | 4,15,000 | 4,15,000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | N.A. | N.A. | N.A. | N.A. |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | N.A. | N.A. | N.A. | N.A. |

IV PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD/ NCLT/COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | N.A. | N.A. | N.A. | N.A. | N.A. |
| Punishment | N.A. | N.A. | N.A. | N.A. | N.A. |
| Compounding | N.A. | N.A. | N.A. | N.A. | N.A. |
| B. DIRECTORS | | | | | |
| Penalty | N.A. | N.A. | N.A. | N.A. | N.A. |
| Punishment | N.A. | N.A. | N.A. | N.A. | N.A. |
| Compounding | N.A. | N.A. | N.A. | N.A. | N.A. |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | N.A. | N.A. | N.A. | N.A. | N.A. |
| Punishment | N.A. | N.A. | N.A. | N.A. | N.A. |
| Compounding | N.A. | N.A. | N.A. | N.A. | N.A. |

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

Sd/-

Mrs. Disha Devrukhkar

Whole-Time Director

DIN: 05156891

Sd/-

Mr. Kirit Kanakiya

Director

DIN: 00266631

Place: Navi Mumbai

Date: 10/08/2016

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2015-2016**I COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

Your company has been practicing the principles of good corporate governance and believes in importance of transparency and accountability in all facets of its operations. It is following sound systems to support healthy business operations and endeavors continuous improvements. Your company has implemented, to the extent possible, the recommendations of the code of corporate governance as per the guide-lines.

The Board of Directors of the company has adopted the code of conduct for its members and senior management covering company's value, principles, behavioral ideals, integrity, ethical conduct whereby interest of the company is taken care.

Whistle Blower Mechanism

The Company has established a mechanism which encourage all employees, officers and directors to report any suspected violation's which is promptly attended to and investigated for immediate action.

Pursuant to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh listing Agreement with Stock Exchange (BSE).

The Company is in compliance with the requirements stipulated under Clause 49 of Listing Agreements and Regulations 17-20 & 22-27 of Chapter IV read with Schedule V of SEBI Listing Regulations, as applicable, with regard to Corporate Governance.

II BOARD OF DIRECTORS:**(a) Composition:**

The Board of the Company presently consists of Five Directors. The Board comprises of One Executive Directors & Four Non-Executive Directors among them Three are Independent Directors. The Independent Directors brings in Independent judgment in the Board's deliberations and decisions. The maximum tenure of Independent Director is in compliance with the Act. All Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act. The Composition of Directors is as) under:

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting as also the number of Directorships and Committee Memberships held by them in other companies were as under:

| Name of the Director/ DIN No. | Nature of Directorship | No. of Directorships in other public limited companies | Memberships of other Committee(s) of other public limited companies | | No. of Board Meetings Attended | Last AGM Attended (Yes/No) |
|--|---------------------------------------|--|--|--------|---|-------------------------------------|
| | | | Chairman | Member | | |
| Mr. Kirit Kanakiya DIN: 00266631 | Non-Executive Director | 2 | - | - | 06 | Yes |
| *Mr. Hitesh Vora DIN: 00342768 | Non-Executive Independent Director | - | - | - | 04 | Yes |
| Mrs. Disha Devrukhkar DIN: 05156891 | Whole-Time Director | - | - | - | 06 | Yes |
| Mr. Ajit Muchhala DIN: 06628759 | Non-Executive Independent Director | - | - | - | 04 | Yes |
| **Mr. Archit Kulkarni DIN: 06548055 | Non-Executive Independent Director | - | - | - | 00 | No |
| **Mr. Himanshu Vaidya DIN: 07269291 | Non-Executive Independent Director | - | - | - | 00 | No |

* Mr. Hitesh Vora has resigned w.e.f. his resignation letter dated 9th August, 2016

** Mr. Archit Kulkarni and Mr. Himanshu Vaidya are appointed as Additional Director categorized as Independent Director.

(b) Meetings of Board of Directors:

During the year 2015-2016, the Board met Six times and the gap between two meetings did not exceed one hundred and twenty days. The date on which the said meetings were held are as under:

(1) 30th May, 2015; (2) 12th August, 2015; (3) 31st August, 2015; (4) 9th November, 2015; (5) 9th February, 2016; (6) 29th February, 2016.

The necessary quorum was present for all the meetings.

During the year a meeting of the Independent Directors was held on 5th April, 2016. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

III BOARD COMMITTEES:**i) Audit Committee**

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013.

The Terms of Reference of the Audit Committee are broadly as under:

- Oversight of Companies financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- Approval of payments to Statutory Auditors for any other services rendered by the Statutory Auditors.
- Reviving, with the management, the Annual Financial Statements & Auditors Report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section 3 of Section 134 of the Act.
 - Changes, if any, in Accounting policies and practices and reasons for the same.
 - Major Accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications under Draft Audit Report
- Reviving with the management, the quarterly financial statements before submission to the Board.
- Review and monitor Auditor's Independence and performance, and effectiveness of Audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Examination of Financial Statements and the Auditors Report thereon.
- Evaluation of Internal Financial Controls and Risk Management Systems
- Establish Vigil Mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.
- The Audit Committee may call for comments of the auditors about Internal Control Systems, the scope of audit, including observations of the auditors & review of financial statements before their submission to the Board and may also discuss any issue with the internal and Statutory Auditors and the management of the Company.
- The Audit Committee shall review the information required as per SEBI listing Regulations.

ii) Composition and Attendance of Audit Committee

During the year the Committee met 4 times on (1) 30th May, 2015; (2) 12th August, 2015; (3) 9th November, 2015; (4) 9th February, 2016

| Name of Director | Category | No. of Meetings Attended |
|-----------------------|---------------------------------|--------------------------|
| Mr. Hitesh Vora** | Independent – *N E D (Chairman) | 4 |
| Mr. Dipal Muchhala | Independent – *N E D (Member) | 4 |
| Mrs. Disha Devrukhkar | Whole-Time Director- (Member) | 4 |

* N E D: Non-Executive Director

** Mr. Hitesh Vora has resigned w.e.f. his resignation letter dated 9th August, 2016 & Mr. Archit Kulkarni and Mr. Himanshu Vaidya are appointed as Additional Director categorized as Independent Director.

The necessary quorum was present at the meetings.

- All members of the Board Audit Committee are financially literate and have relevant finance and/or audit exposure.
- At least One Audit Committee Meeting was held every quarter.

The Chairman of the Audit Committee Mr. Hitesh Vora was present at 20th Annual General Meeting held on 29th September, 2015.

iii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Companies Act, 2013.

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- Recommend to the Board the set up and composition of the Board and its Committees including the formulation of the criteria for determining qualifications, positive attributes and independence of a director.
- Recommend to the Board the appointment and re-appointment of the Directors.
- Recommend to the Board the appointment of Key Managerial Personnel (“KMP” as defined by the Act) and Executive team members of the Company (as defined by this Committee)
- Carry out evaluation of every director’s performance and support the Board and Independent Directors in the evaluation of the performance of the Board, its committees and individual directors. This shall include the formulation of criteria for evaluation of Independent Directors and Board.
- Recommend to the Board the Remuneration policies for directors, executive team, key managerial personnel as well as rest of employees.
- Reviewing the performance of the Managing Director(s) and recommending to the Board the quantum of annual increments and annual commission.
- Oversee familiarization programmes for directors.
- Performing such other duties and responsibilities as may be consistent with the provisions of the Companies Charter.

iv) Composition and Attendance of Remuneration Committee:

During the year 2015-2016, the Committee met once on 9th November, 2015

The Composition and Attendance at the Remuneration Committee Meeting during the year were as under:

| Name of the Director | Category | No. of Meetings Attended |
|----------------------|----------------------------------|--------------------------|
| Mr. Hitesh Vora ** | Independent – *N E D (Chairman) | 1 |
| Mr. Dipal Muchhala | Independent – *N E D (Member) | 1 |
| Mr. Kirit Kanakiya | Non-Executive Director- (Member) | 1 |

* N E D: Non-Executive Director

** Mr. Hitesh Vora has resigned w.e.f. his resignation letter dated 9th August, 2016 & Mr. Archit Kulkarni and Mr. Himanshu Vaidya are appointed as Additional Director categorized as Independent Director

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration committee. Indicative lists of factors that may be evaluated include participation and contribution by a director. Commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

Remuneration Policy:

The Remuneration Policy has been formed in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013. The criteria for determining the remuneration of directors are laid down by the Nomination and Remuneration committee. Indicative list of criteria defined in the policy are;

- Minimum Qualification : Graduate
- Positive Attribute : Analyzing, Visionary, Determined
- Experience : 5 Years (2 years for professional)

Details of Remuneration for the year ended March 31, 2016:

- Remuneration of Executive Directors:

| Name of the Director | Remuneration | Benefits, Perquisites and Allowances | Commission (Rs. in Lakhs) |
|-----------------------|---------------------|--------------------------------------|---------------------------|
| Mrs. Disha Devrukhkar | Rs. 1,73,000/- p.a. | Rs. 15,000/- | -- |

- Remuneration to Non-Executive independent Directors/Other Non-Executive Director

| Name of the Directors | Sitting Fees |
|--------------------------------------|--------------|
| Mr. Hitesh Vora(Independent-NED) ** | Rs. 20,000 |
| Mr. Dipal Muchhala(Independent- NED) | Rs. 20,000 |
| Mr. Kirit Kanakiya(NED) | Rs. 30,000 |

* NED – Non-Executive Director

** Mr. Hitesh Vora has resigned w.e.f. his resignation letter dated 9th August, 2016 & Mr. Archit Kulkarni and Mr. Himanshu Vaidya are appointed as Additional Director categorized as Independent Director

v) Stakeholders Relationship Committee:

The Stakeholders Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178 of the Companies Act, 2013.

The Broad terms of reference of the Stakeholders Relationship Committee areas under:

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer of securities, non receipt of dividend/notice/annual reports, etc. and all other securities holders' related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate Share certificates), transfer and transmission of securities, etc.

Composition and attendance of Stakeholders Relationship committee:

During the year 2015-2016, the Committee met once on 12th August, 2015.

The Composition and Attendance at the Remuneration Committee Meeting during the year were as under:

| Name of the Director | Category | No. of Meetings Attended |
|----------------------|---------------------------------|--------------------------|
| Mr. Dipal Muchhala | Independent – *N E D (Chairman) | 1 |
| Mr. Hitesh Vora | Independent – *N E D (Member) | 1 |
| Mr. Kirit Kanakiya | Non-Executive Director (Member) | 1 |

* N E D: Non-Executive Director

IV GENERAL MEETINGS:

Details of Annual General Meetings:

- (a) The particulars of last three Annual General Meetings of the Company are as under:

| Financial Year | Date | Time | Venue |
|----------------|----------------------------------|------------|--|
| 2014-2015 | 29 th September, 2015 | 09.30 A.M. | Hotel Abbott, Sector-2, Vashi, Navi Mumbai - 400 703 |
| 2013-2014 | 30 th September, 2014 | 09.30 A.M. | Hotel Abbott, Sector-2, Vashi, Navi Mumbai - 400 703 |
| 2012-2013 | 30 th September, 2013 | 09.30 A.M. | Hotel Abbott, Sector-2, Vashi, Navi Mumbai - 400 703 |

- (b) The particulars of special resolution passed in the last three Annual General Meetings are as under:

| Financial Year | No. of Special Resolution Passed | Details of Resolution Passed |
|----------------|----------------------------------|---|
| 2014-2015 | NIL | - |
| 2013-2014 | 2 | 1. Appointment of Mr. Hitesh Vora as Director of the Company 2. Appointment of Mrs. Disha Devrukhkar as Whole-Time Director of the Company |
| 2012-2013 | 1 | Appointment of Mrs. Disha Devrukhkar as Whole-Time Director of the Company |

V DISCLOSURES:

(a) Subsidiary Companies:

The Company have three subsidiaries as on 31st March, 2016, details of which are annexed to **ANNEXURE - I**.

(b) Disclosures on materially significant transactions with related party

As per the Listing Agreement, the Company needs to disclose the transactions in which its promoters, directors or the management, their subsidiaries or relatives have potential conflict of the interest. Details of such materially significant transactions are forming part of the accounts in accordance with the provisions of Accounting Standard 18.

(c) Disclosure of Accounting Treatment

The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and in the preparation of financial statement, the Company has not adopted any treatment of Accounting Policies different from those prescribed in Accounting Standards.

(d) Proceeds from Public issue or Preferential allotment

The Company has not made any public issue or preferential allotment during the year under review.

(e) Management Discussion and Analysis Report

The Management Discussion and Analysis Report has been annexed to the Directors report.

(f) Details of non-compliances with regard to Capital market

With regard to the matters related to the Capital market, the Company has complied with all the requirements of listing Agreement as well as SEBI Regulations. No penalties were imposed or strictures passed against the Company by the Stock Exchange, SEBI or any other Statutory Authority during the last three years in this regard.

(g) Whistle Blower Policy And Vigil Mechanism

Pursuant to the provisions of Section 177 of Companies Act, 2013 and the rules made there under, the Company has established " Whistle Blower Policy/Vigil Mechanism," in its endeavor to provide its Board, Senior Management and Employees a secure and a fearless working environment, for directors and employees to report genuine concerns to the chairman of the Audit Committee. The purpose of this policy is to create an awareness and fearless environment for the employees to report an instance of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. The Framework of the policy strives to foster responsible and secure Whistle Blowing. The policy should be read in conjunction with applicable regulation and existing policies and procedures of the Company.

(h) Reconciliation of Share Capital Audit

A qualified Practicing Company Secretary carried out a Share Capital Audit to reconcile the total admitted Equity Share Capital with the National Securities Depository Limited("NSDL") and Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The Audit report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and total number of dematerialized shares held with NSDL and CDSL.

(i) Code of Conduct

The Company has adopted a Code of Conduct for the Directors and Senior Management Personnel of the Company. The Members of the Board and Senior Management Personnel have affirmed the compliance with code applicable to them during the year ended March 31, 2016. The Annual Report of the Company contains a certificate issued by the Executive Director holding position of Whole-Time Director in terms of SEBI Listing Regulations on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.

(j) Details of director seeking appointment

The details of Directors seeking appointment/re-appointment forms part of notice of Annual General Meeting.

VI MEANS OF COMMUNICATION:

The quarterly, half yearly, Annual Results of the Company, are published in leading newspapers in India. The results are also displayed on the company's website investorgrievance@bsel.com.

Further press releases made by the Company from time to time are also displayed on the Company's website.

VII GENERAL INFORMATION:

| | |
|--|--|
| Date of Incorporation | 15 th November, 1995 |
| Corporate Identity Number (CIN) | L99999MH1995PLC094498 |
| Registered Office | 737, 7th Floor, The Bombay Oilseeds & Oils Exchange Premises Co-op Soc. Ltd., The Commodity Exchange Building, Plot No. 2, 3 & 4, Sector-19-A, Vashi, Navi Mumbai, Maharashtra - 400 705, India. |
| Corporate Office (Address for Correspondence) | 737, 7th Floor, The Bombay Oilseeds & Oils Exchange Premises Co-op Soc. Ltd., The Commodity Exchange Building, Plot No. 2, 3 & 4, Sector-19-A, Vashi, Navi Mumbai, Maharashtra - 400 705, India. |
| Day and Date of the 21 st Annual General Meeting | Thursday, 29 th September, 2016 |
| Time and Venue of the Annual General Meeting | Hotel Abbott, Sector-2, Vashi, Navi Mumbai - 400 703 at 9.30 A.M. |
| Date of Book Closure | From 19 th September, 2016 to 21 st September, 2016 |
| Date and Time of Receipt of Proxy | 27 th September, 2016 till 9.30 A.M. |
| Financial Year: 2015-2016 | 1 st April, 2015 to 31 st March, 2016 |
| 1st Quarter ending 30 th June, 2015 | By 14 th August, 2015 |
| 2nd Quarter ending 30 th September, 2015 | By 14 th November, 2015 |
| 3rd Quarter ending 31 st December, 2015 | By 15 th February, 2016 |
| 4 th Quarter ending March 31, 2016 | By 30 th May, 2016 |
| Listing on Stock Exchange | BSE Limited 25th Floor, P.J. Towers Dalal Street, Mumbai - 400 001. Tel. No.: 91-22-22721233/34 Fax No.: 91-22-26598347/48 Website: www.bseindia.com National Stock Exchange of India Ltd. (NSE) Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra East, Mumbai-400051. Website: www.nseindia.com |
| BSE Stock Code | 532123 |
| NSE Stock Code | BSELINFRA |
| International Security Identification Number (ISIN) Code | INE395A01016 |

VIII LISTING OF EQUITY SHARES:

The Securities of the Company are listed at The Bombay Stock Exchange Limited, Mumbai and also the National Stock Exchange of India Limited, Mumbai and the trading in Securities of your Company has been functioning smoothly at both the Stock Exchanges. The Company has paid listing fees for the financial year 2015-2016 to both the Stock Exchanges.

IX MARKET PRICE DATA:

The month-wise movement (High & Low) of the equity shares of the Company at the BSE Limited and National Stock Exchange of India Limited, Mumbai, during each month for the year ended 31st March, 2016 is as under:

(In ₹)

| Year | Month | BSE | | | NSE | | |
|------|-----------|------|------|--------|------|------|-------|
| | | High | Low | Sensex | High | Low | NIFTY |
| 2015 | April | 2.54 | 1.88 | 27,011 | 2.60 | 1.75 | 8,182 |
| 2015 | May | 2.49 | 1.96 | 27,828 | 2.50 | 1.85 | 8,433 |
| 2015 | June | 2.45 | 1.70 | 27,781 | 2.30 | 1.70 | 8,369 |
| 2015 | July | 2.25 | 1.45 | 28,115 | 2.30 | 1.50 | 8,533 |
| 2015 | August | 2.20 | 1.62 | 26,283 | 2.25 | 1.60 | 7,971 |
| 2015 | September | 2.11 | 1.81 | 26,155 | 2.10 | 1.80 | 7,949 |
| 2015 | October | 2.26 | 1.69 | 26,657 | 2.25 | 1.95 | 8,066 |
| 2015 | November | 2.72 | 1.91 | 26,146 | 2.75 | 1.95 | 7,935 |
| 2015 | December | 2.69 | 2.12 | 26,118 | 2.70 | 2.25 | 7,946 |
| 2016 | January | 4.40 | 2.45 | 24,871 | 4.40 | 2.45 | 7,564 |
| 2016 | February | 3.65 | 2.50 | 23,002 | 3.60 | 2.50 | 6,987 |
| 2016 | March | 4.10 | 2.66 | 25,342 | 4.20 | 2.65 | 7,735 |

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2016:

(a) Distribution of Equity shareholding as on 31st March, 2016:

| No. of Shares | Holding | Percentage of Capital | Total Amount | % of Amount |
|-----------------|---------------|-----------------------|---------------------|----------------|
| Up to 5000 | 31,759 | 68.21% | 6,32,72,200 | 7.66% |
| 5001 to 10000 | 6,563 | 14.10% | 5,68,37,980 | 6.88% |
| 10001 to 20000 | 3,762 | 8.08% | 6,02,99,800 | 7.30% |
| 20001 to 30000 | 1,373 | 2.95% | 3,61,52,950 | 4.38% |
| 30001 to 40000 | 676 | 1.45% | 2,44,84,510 | 2.96% |
| 40001 to 50000 | 656 | 1.41% | 3,15,20,830 | 3.81% |
| 50001 to 100000 | 947 | 2.03% | 7,16,99,040 | 8.68% |
| 100001 to above | 823 | 1.77% | 48,19,01,090 | 58.33% |
| TOTAL | 46,559 | 100.00% | 82,61,68,400 | 100.00% |

(b) Shareholding pattern as on 31st March, 2016:

| Category | No. of Shares Held | Holding Strength % |
|-----------------------------|--------------------|--------------------|
| Promoter and promoter Group | 1,97,66,394 | 23.93 |
| Institutions | 4,120 | 0.00 |
| NRI/OCBs/FIIs | 5,49,98,433 | 66.57 |
| Bodies Corporate | - | - |
| Others | 78,47,893 | 9.50 |
| Total | 8,26,16,840 | 100.00 |

X REGISTRAR AND TRANSFER AGENT: (For Physical and Demat)

Sharex Dynamic (India) Pvt. Ltd.,
Unit No. 1, Luthra Ind Premises,
Safed Pool, Andheri-Kurla Road,
Andheri East, Mumbai,
Maharashtra - 400 072.

XI SHARE TRANSFER SYSTEM:

Share Transfers in physical form are to be lodged with Sharex Dynamic (India) Pvt. Ltd.; Registrar and Transfer Agent (RTA) at the above mentioned address. The transfers are normally processed within 15 days from the date of receipt of the relevant documents are complete in all respect. Now authority is given to RTA to approve the transfers.

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant (DP) regarding change of address, change of Bank/Bank Account number, nomination, etc.

XII DEMATERIALISATION OF SHARES:

As per Notification issued by SEBI, with effect from June 26, 2000, it has become mandatory to trade in the Company's shares in the electronic form. The Company's shares are available for trading in the depository systems of both the National Securities Depository Ltd. (NSDL) as well as the Central Depository Services (India) Ltd. (CDSL) for demat facility.

99.88% of the Company's total paid up capital representing 8,25,19,847 equity shares were held in dematerialized form as at March 31, 2016 and the balance 0.12% representing 96,993 equity shares were held in physical form.

XIII DEMAT AND PHYSICAL SHARES

| Particulars | As at March 31, 2016 | % |
|-------------------------------------|----------------------|---------|
| No. of Shares held at NSDL | 5,82,51,075 | 70.50% |
| No. of Shares held at CDSL | 2,42,68,772 | 29.38% |
| No. of Shares held in Physical form | 96,993 | 0.12% |
| Total | 8,26,16,840 | 100.00% |

Registered Office

737, 7th Floor, The Bombay Oilseeds & Oils Exchange
Premises Co-Operative Socy. Ltd.,
The Commodity Exchange,
Plot No. 2, 3 & 4, Sector 19-A, Vashi,
Navi Mumbai, Maharashtra - 400 705.

Place: Navi Mumbai

Date: 10/08/2016

By Order of the Board of Directors

for BSEL Infrastructure Realty Limited

Sd/-

Mrs. Disha Devrukhkar

Whole-Time Director (DIN: 05156891)

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. I confirm that the Company has in respect of the year ended March 31, 2016, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

Registered Office:

737, 7th Floor,
The Bombay Oilseeds & Oils Exchange Premises Co-op Socy. Ltd.
The Commodity Exchange, Plot No. 2, 3 & 4, Sector-19-A,
Vashi, Navi Mumbai, Maharashtra - 400 705, India.

By the order of Board of Directors

BSEL Infrastructure Realty Ltd.

Sd/-

Mrs. Disha Devrukhkar

Whole-Time Director (DIN: 05156891)

CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY WE, DISHA DEVRUHKAR, CHIEF EXECUTIVE OFFICER, AND VIJAY CHAUHAN, CHIEF FINANCIAL OFFICER, OF BSEL INFRASTRUCTURE REALTY LIMITED, TO THE BEST OF OUR KNOWLEDGE AND BELIEF, CERTIFY THAT:

- a. We have reviewed the balance sheet and profit and loss account (stand alone and consolidated) along with all its schedules and notes on accounts, as well as the cash flow statement and the directors report;
- b. Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of circumstances under which such statements were made, not misleading with respect to the statements made;
- c. Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all, material respects, a true and fair view of Company's affairs, the financial condition, result of operations and cash flows of the Company as of, and for, the periods presented in this report and are in compliance with the existing Accounting Standards and/or applicable laws and regulations;
- d. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violation of the Company's code of conduct.
- e. We are responsible for establishing and maintaining disclosure controls and procedure and internal controls over the financial reporting of the Company and have also disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, and what we have done or propose to do to rectify these;
- f. We have also disclosed to the auditors as well as the Audit Committee, instances of significant fraud, if any, that involve management or employees having a significant role in the Company's internal control systems; and
- g. We have indicated to the auditors, the Audit Committee and in the notes to the accounts, whether or not there were any significant changes in internal control and/or accounting policies during the year.

Place : Navi Mumbai
Date : May 30, 2016

Sd/-
Disha Derukhkar
(CEO)

Sd/-
Vijay Chauhan
(CFO)

AUDITORS' CERTIFICATE TO THE MEMBERS OF THE COMPANY ON COMPLIANCE OF THE CONDITIONS OF CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH 31, 2016.

To the Members of

BSEL Infrastructure Realty Limited,

1. We have examined the compliance of conditions of corporate governance by BSEL Infrastructure Realty Limited ("the Company"), for the year ended as at 31st March, 2016, as stipulated in:
 - Clause 49 (excluding Clause 49(VII)(E) of the listing agreements of the Company with the Stock Exchanges for the period from April 1, 2015 to November 30, 2015.
 - Clause 49(VII)(E) of the listing agreements of the Company with the Stock Exchanges for the period from April 1, 2015 to September 1, 2015.
 - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 2, 2015 to March 31, 2016.
 - Regulation 17 to 27 (excluding regulation 23(4) and clauses 23(4) and clauses (b) to 9i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 01, 2015 to March 31, 2016.
2. The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the generally accepted auditing standards in India, to the extent relevant, and as per Guidance note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. We state that such compliances is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Deepak Vekaria & Associates

Chartered Accountants

Sd/-

CA. Deepak Vekaria

Proprietor

Membership No: 35908

Place : Mumbai

Date : May 30, 2016

INDEPENDENT AUDITOR'S OPINION

To the Members of BSEL INFRASTRUCTURE REALTY LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **BSEL INFRASTRUCTURE REALTY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2016;
- (b) in the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in

agreement with the books of account.

- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) With respect to the other matters related to the Auditors' Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position;
 - ii) The Company does not have any material foreseeable losses in long-term contracts including derivative contracts;
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Deepak Vekaria & Associates

Chartered Accountants

Sd/-

CA Deepak Vekaria

Proprietor

Membership No.:35908

Place: Mumbai

Date: 30.05.2016

ANNEXURE 'A' TO AUDITORS' REPORT

Referred to in paragraph 1 of the Auditors' Report of even date to the members of **BSEL INFRASTRUCTURE REALTY LIMITED** on the financial statements for the year ended March 31, 2016

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
 - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
3. (a) The Company has not granted secured or unsecured loans to companies, firms or other parties covered in the register maintained under section 189 of the Act.
 - (b) The Company has not granted secured or unsecured loans to companies, firms or other parties covered in the register maintained under section 189 of the Act, and there is no repayment schedule prescribed, hence the comment on the receipt of the principal and interest thereon is not required.
 - (c) The Company has not granted secured or unsecured loans to Companies, Firms or other parties covered in the register maintained under section 189 of the Act, and there is no overdue amount which is more than rupees one lakh, hence the comment on the overdue amount is not required.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 & section 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
5. The Company has not accepted any deposits from the public in terms of section 73 to 76 or any other relevant provision of the Act and the rules framed there under.
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, income-tax, service tax, sales tax and other material statutory dues as applicable with the appropriate authorities. As informed

to us, employees' state insurance, wealth tax, customs duty, cess and excise duty are not applicable to the Company for the current year. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a year of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income tax, sales-tax, wealth-tax, customs duty, excise duty and cess which have not been deposited on account of any dispute. However, the demands of Income Tax are as under:

| Name of the Statute | Nature of Dues | Amount | Period to which the amount relates | Forum where dispute is pending |
|--------------------------|----------------|------------------|------------------------------------|--------------------------------------|
| The Income Tax Act, 1961 | Demand for Tax | Rs. 26,424,532/- | AY 2001-02 | CIT (Appeal) |
| The Income Tax Act, 1961 | Demand for Tax | Rs. 6,070,321/- | AY 2006-07 | Rectification under Sec 154 Pending. |

- (c) As informed to us, investor education and protection fund in accordance with the relevant provision of the Act is not applicable to the Company for the current year.
8. The Company does not have any loans or borrowings from any financial institution, banks. Government, debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.
 9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
 10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
 11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for any managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
 12. As per the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
 13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
 14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
 15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
 16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Deepak Vekaria & Associates

Chartered Accountants

Sd/-

CA Deepak Vekaria

Proprietor

Membership No.:35908

Place: Mumbai

Date: 30.05.2016

ANNEXURE 'B' TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of BSEL INFRASTRUCTURE REALTY LIMITED ("the Company") as of 31 March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal

financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Deepak Vekaria & Associates

Chartered Accountants

Sd/-

CA Deepak Vekaria

Proprietor

Membership No.: 35908

Place: Mumbai

Date: 30.05.2016

BALANCE SHEET AS AT 31ST MARCH, 2016

(All Figures in ₹)

| Sl. No. | Particulars | Note No. | Current Year 2015-16 | Previous Year 2014-15 |
|-----------|--|----------|----------------------|-----------------------|
| I | EQUITY AND LIABILITIES | | | |
| 1. | Shareholders' Funds | | | |
| | (a) Share Capital | 1 | 826,168,400 | 826,168,400 |
| | (b) Reserves and Surplus | 2 | 4,313,378,710 | 4,059,533,573 |
| | (c) Money received against share warrants | | - | - |
| 2. | Share application money pending allotment | | - | - |
| 3. | Non-Current Liabilities | | | |
| | (a) Long-term borrowings | | - | - |
| | (b) Deferred tax liabilities (Net) | | 3,420,774 | 4,707,932 |
| | (c) Other long-term liabilities | 3 | 178,930 | 178,930 |
| | (d) Long-term provisions | | - | - |
| 4. | Current Liabilities | | | |
| | (a) Trade Payables | 4 | 880,400 | 784,356 |
| | (b) Other Current liabilities | 5 | 300,000 | 3,438,299 |
| | (c) Short-term provisions | 6 | 946,626 | 1,846,130 |
| | TOTAL EQUITY AND LIABILITIES | | 5,145,273,840 | 4,896,657,620 |
| II | ASSETS | | | |
| 1. | Non-current assets | | | |
| | (a) Fixed assets | | | |
| | i) Tangible assets | 7 | 20,531,825 | 22,000,748 |
| | ii) Intangible assets | | - | - |
| | iii) Capital work-in-progress | | - | - |
| | iv) Intangible assets under development | | - | - |
| | (b) Non-current investment | 8 | 610,044,242 | 576,623,440 |
| | (c) Deferred tax assets (net) | | - | - |
| | (d) Long-term loans and advances | 9 | 3,713,696,410 | 3,498,804,666 |
| | (e) Other non-current assets | 10 | 16,300,449 | 18,599,115 |
| 2. | Current assets | | | |
| | (a) Current investment | | - | - |
| | (b) Inventories | 11 | 436,866,460 | 436,866,460 |
| | (c) Trade receivables | 12 | 129,277,543 | 138,463,351 |
| | (d) Cash and cash equivalents | 13 | 215,487,785 | 195,694,095 |
| | (e) Short-term loans & advances | 14 | 3,000,000 | 9,500,000 |
| | (f) Other current assets | 15 | 69,126 | 105,745 |
| | TOTAL ASSETS | | 5,145,273,840 | 4,896,657,620 |

NOTES TO THE ACCOUNTS

1 to 21

As per our Report of Even Date

For DEEPAK VEKARIA & ASSOCIATES

Chartered Accountants

Sd/-

CA Deepak Vekaria

Proprietor

Membership No. 35908

Place: Mumbai

Date: 30.05.2016

For BSEL Infrastructure Realty Limited

Sd/-

Disha R. Devrukhkar

Whole-Time Director

DIN: 05156891

Sd/-

Kirit R. Kanakiya

Director

DIN: 00266631

PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(All Figures in ₹)

| Sl. No. | Particulars | Note No. | Current Year 2015-16 | Previous Year 2014-15 |
|---------|---|----------|----------------------|-----------------------|
| I | Revenue from operations | | | |
| | Other operative Revenues | 16 | 6,385,634 | 3,761,832 |
| II | Other Income | 17 | 14,987,358 | 20,997,640 |
| III | Total Revenues (I + II) | | 21,372,992 | 24,759,472 |
| IV | Expenses: | | | |
| | (a) Cost of Materials consumed | 18 | 647,871 | 449,156 |
| | (b) Purchase of Stock in trade | | - | - |
| | (c) Changes in inventories of finished goods, work-in-progress and stock-in-trade | | - | - |
| | (d) Employee benefits expenses | 19 | 3,196,792 | 4,015,998 |
| | (e) Finance cost | | 166,357 | - |
| | (f) Depreciation and amortization expenses | | 1,570,072 | 1,558,366 |
| | (g) Other Expenses | 20 | 7,497,953 | 7,820,905 |
| | Total Expenses | | 13,079,045 | 13,844,425 |
| V | Profit before exceptional and extra-ordinary items and tax (III – IV) | | 8,293,947 | 10,915,047 |
| VI | Exceptional Items | | - | - |
| VII | Profit before extra-ordinary items and tax (V – VI) | | 8,293,947 | 10,915,047 |
| VIII | Extraordinary Items | | - | - |
| IX | Profit/(Loss) before tax | | 8,293,947 | 10,915,047 |
| X | Tax Expenses | | | |
| | (a) Current Tax | | 3,991,266 | 2,154,350 |
| | (b) Provision of Tax for Earlier years | | 653,980 | 2,955,590 |
| | (c) Deferred Tax Liability/(Assets) | | (1,287,158) | 853,124 |
| XI | Profit/(Loss) for the period from continuing operations (IX – X) | | 4,935,859 | 4,951,983 |
| XII | Profit/(Loss) from discontinuing operations | | - | - |
| XIII | Tax expenses of discontinuing operations | | - | - |
| XIV | Profit/(Loss) from discontinuing operations (after tax) (XII – XIII) | | - | - |
| XV | Profit/(Loss) for the period (XI – XIV) | | 4,935,859 | 4,951,983 |
| XVI | Earning per equity share: | | | |
| | (1) Basic | | 0.06 | 0.06 |
| | (1) Diluted | | 0.06 | 0.06 |

NOTES TO THE ACCOUNTS

1 to 21

As per our Report of Even Date

For DEEPAK VEKARIA & ASSOCIATES

Chartered Accountants

Sd/-

CA Deepak Vekaria

Proprietor

Membership No. 35908

Place: Mumbai

Date: 30.05.2016

For BSEL Infrastructure Realty Limited

Sd/-

Disha R. Devrukhkar

Whole-Time Director

DIN: 05156891

Sd/-

Kirit R. Kanakiya

Director

DIN: 00266631

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit before tax & extraordinary items | 8,293,947 | 10,915,047 |
| Adjustments for: | | |
| Extra Ordinary Items | - | - |
| Depreciation | 1,570,072 | 1,558,366 |
| Other Income | (14,987,358) | (20,997,640) |
| Operating profits before working capital changes | (5,123,339) | (8,524,227) |
| Adjustments for: | | |
| Trade Receivable | 9,185,808 | 67,368,302 |
| Deposits (Assets), Loans & Advances & Other Assets | (206,056,461) | (131,782,312) |
| Inventories | - | - |
| Provision for Tax | (3,991,266) | (2,154,350) |
| Provision for Tax of Earlier Years | (653,980) | (2,955,590) |
| Provision for Deferred Tax | 1,287,158 | (853,124) |
| Trade Payable and other liabilities | (5,228,917) | 2,105,565 |
| Other Income | 119,984 | 66,153 |
| Net cash from operating activities | (210,461,012) | (76,729,583) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Foreign Currency Translation Reserve | 248,909,279 | 170,973,989 |
| Sale/(Purchase) of investment | (33,420,802) | (22,893,384) |
| Sale/(Purchase) of fixed assets | (101,149) | (53,173) |
| Other Income | 14,867,374 | 20,931,487 |
| Net cash from investing activities | 230,254,702 | 168,958,919 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| | - | - |
| | - | - |
| Net increase/(decrease) in cash & cash equivalent | 19,793,690 | 92,229,336 |
| Cash & cash equivalent opening balance | 195,694,095 | 103,464,759 |
| Cash & cash equivalent closing balance | 215,487,785 | 195,694,095 |

For BSEL Infrastructure Realty Limited

Sd/-

Disha R. Devrukhkar

Whole-Time Director

DIN: 05156891

Sd/-

Kirit R. Kanakiya

Director

DIN: 00266631

Place: Mumbai
Date: 30.05.2016**AUDITOR'S CERTIFICATE**

We have examined the attached Cash Flow Statement of **M/S. BSEL INFRASTRUCTURE REALTY LIMITED**, for the year ended 31st March 2016. The statement has been prepared by the Company in accordance with the requirements of Clause 32 of listing agreement with Stock Exchanges and is based on and in agreement with the corresponding Balance Sheet of the Company covered by our report of even date to the members of the Company.

For **DEEPAK VEKARIA & ASSOCIATES**

Chartered Accountants

Sd/-

CA Deepak Vekaria

Proprietor

Membership No. 35908

Place: Mumbai
Date: 30.05.2016

NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

NOTE: "1"

SHARE CAPITAL

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| (a) Authorised Capital | | |
| 150,000,000 Equity Shares of Rs. 10/- each | 1,500,000,000 | 1,500,000,000 |
| (b) Issued Subscribed and Paid Up | | |
| 82,616,840 Equity Shares of Rs. 10/- each fully paid up | 826,168,400 | 826,168,400 |
| | 826,168,400 | 826,168,400 |
| (c) Par value per Share | | |
| Equity Shares | Rs. 10/- | Rs. 10/- |

(d) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

| Particulars | Equity Shares | | | |
|---|---------------------|-------------|---------------------|-------------|
| | As at 31 March 2016 | | As at 31 March 2015 | |
| | Number | Amount | Number | Amount |
| Shares outstanding at the beginning of the year | 82,616,840 | 826,168,400 | 82,616,840 | 826,168,400 |
| Shares Issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Any other movement (please specify) | - | - | - | - |
| Shares outstanding at the end of the year | 82,616,840 | 826,168,400 | 82,616,840 | 826,168,400 |

(e) Shares held by holding/ultimate holding company and/or their subsidiaries/associates

| Particulars | Nature of Relationship | As at 31 March 2016 | As at 31 March 2015 |
|---------------|------------------------|---------------------|---------------------|
| Equity Shares | | | |
| N.A. | | | |

(f) Shareholders holding ordinary shares more than 5%:

| Name of Shareholder | Equity Shares | | | |
|--------------------------|---------------------|--------------|---------------------|--------------|
| | As at 31 March 2016 | | As at 31 March 2015 | |
| | No. of Shares Held | % of Holding | No. of Shares Held | % of Holding |
| Kirit Ramniklal Kanakiya | 7,039,406 | 8.52 | 4,942,180 | 5.98 |

NOTE: "2"**RESERVES & SURPLUS**

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| (a) Capital Reserves for Foreign Currency Translation | | |
| Opening Balance | 1,271,797,259 | 1,100,823,270 |
| Add: Foreign Currency Translation Capital Reserve/(Loss) | 248,909,279 | 170,973,989 |
| Less: Written Back in Current Year | - | - |
| Closing Balance | 1,520,706,538 | 1,271,797,259 |
| (b) Securities Premium Account | | |
| Opening Balance | 1,924,752,444 | 1,924,752,444 |
| Add: Securities premium credited on Share issue | - | - |
| Less: Premium Utilised for various reasons | - | - |
| Premium on Redemption of Debentures | - | - |
| For Issuing Bonus Shares | - | - |
| Closing Balance | 1,924,752,444 | 1,924,752,444 |
| (c) General Reserves | | |
| Opening Balance | 195,570,000 | 195,570,000 |
| Add: Current Year Transfer | - | - |
| Less: Transfer to Surplus account | - | - |
| Closing Balance | 195,570,000 | 195,570,000 |
| (d) Surplus | | |
| Opening Balance | 667,413,870 | 662,822,767 |
| Add: Profit/(Loss) for the year | 4,935,859 | 4,951,983 |
| Add: Transfer from General Reserves | - | - |
| Less: Adjustment relating to Fixes assets (Refer Note No. 7.1) | - | 360,879 |
| Closing Balance | 672,349,728 | 667,413,870 |
| | 4,313,378,710 | 4,059,533,573 |

NOTE: "3"**NON CURRENT LIABILITIES****OTHER LONG TERM LIABILITIES**

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|-------------------------------|-------------------------|--------------------------|
| Deposit for Society Formation | 178,930 | 178,930 |
| | 178,930 | 178,930 |

NOTE: "4"**TRADE PAYABLES**

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|----------------|-------------------------|--------------------------|
| Trade Payables | 880,400 | 784,356 |
| | 880,400 | 784,356 |

NOTE: "5"**OTHER CURRENT LIABILITIES**

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| Other Liabilities-Advance against Sale from Customer | 300,000 | 3,409,281 |
| Booking Advance - Kevadia | - | 29,018 |
| | 300,000 | 3,438,299 |

NOTE: "6"**SHORT-TERM PROVISIONS**

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| (a) Provision for employee benefits | | |
| Salary & Reimbursements | 2,300 | 167,866 |
| Contribution to PF | 16,323 | 15,943 |
| Gratuity (Funded) | 581,394 | 567,260 |
| | 600,017 | 751,069 |
| (b) Others (Specify nature) | | |
| TDS Payable | 13,226 | 3,863 |
| PT/Cess/ST/VAT Payable | 1,356 | 1,150 |
| Provision for Expenses and Liabilities | 332,027 | 374,708 |
| Provision for Tax (net of TDS) | - | 715,340 |
| | 346,609 | 1,095,061 |
| | 946,626 | 1,846,130 |

NOTE: "7"
FIXED ASSETS

(All Figures in ₹)

| Fixed Assets | Gross Block | | | Accumulated Depreciation | | | | | Net Block | | |
|--|----------------------------|--------------------------|--------------------------|-----------------------------|----------------------------|----------------------------------|---------------------------------------|-----------------------------|--|----------------------------|-----------------------------|
| | Balance as at 1 April 2015 | Addition during the year | Deletion during the Year | Balance as at 31 March 2016 | Balance as at 1 April 2015 | Depreciation charge for the year | Accumulated depreciation on deletions | Balance as at 31 March 2016 | Transferred to retained earning on account of Expiry of useful life of asset | Balance as at 1 April 2015 | Balance as at 31 March 2016 |
| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 |
| Tangible Assets (Not Under Lease) | | | | | | | | | | | |
| Land | - | - | - | - | - | - | - | - | - | - | - |
| Buildings | 21,177,809 | - | - | 21,177,809 | 6,850,663 | 287,664 | - | 7,138,327 | - | 14,327,146 | 14,039,482 |
| Plant and Equipment | - | - | - | - | - | - | - | - | - | - | - |
| Furniture and Fixtures | 21,673,957 | - | - | 21,673,957 | 15,054,515 | 982,031 | - | 16,036,546 | - | 6,619,442 | 5,637,411 |
| Vehicles | 2,501,205 | - | - | 2,501,205 | 1,686,240 | 156,189 | - | 1,842,429 | - | 814,965 | 658,776 |
| Office equipment | 1,531,690 | 56,149 | - | 1,587,839 | 1,354,745 | 88,577 | - | 1,443,322 | - | 176,945 | 144,517 |
| Computers/Printers | 54,958,224 | 45,000 | - | 55,003,224 | 54,895,974 | 55,611 | - | 54,951,585 | - | 62,250 | 51,639 |
| Total | 101,842,885 | 101,149 | - | 101,944,034 | 79,842,137 | 1,570,072 | - | 81,412,209 | - | 22,000,748 | 20,531,825 |
| Previous Year | 102,150,591 | 454,128 | 400,955 | 102,203,764 | 78,283,771 | 1,553,560 | 4,806 | 79,842,137 | 360,879 | 23,866,820 | 22,000,748 |

Note 7.1:

Pursuant to enactment of Companies Act, 2013, The company has applied estimated useful life as per as specified in Schedule II, accordingly the un amortized carrying value is being depreciated over the remaining useful life.

NOTE: "8"

NON-CURRENT INVESTMENTS (AT COST)

(All Figures in ₹)

| Particulars | No. of Shares 31.03.2016 | Current Year 2015-16 | No. of Shares 31.03.2015 | Previous Year 2014-15 |
|---|-----------------------------|-------------------------|-----------------------------|--------------------------|
| Long Term Investments | | | | |
| (a) In Shares (Quoted) | | | | |
| Excel Castronics Ltd. | 204,000 | 1,739,002 | - | - |
| Gangotri Textiles Ltd. | 1,473,188 | 35,881,280 | 1,473,188 | 35,881,280 |
| Jaiprakash Associates Ltd. | 125,000 | 3,901,146 | 125,000 | 3,901,146 |
| Jaiprakash Power Ventures Ltd. | 200,000 | 2,775,280 | 200,000 | 2,775,280 |
| NHPC Ltd. | 973,944 | 24,350,735 | 973,944 | 24,350,735 |
| (Current year market value Rs. 2,83,75,689/- Previous Year market value: Rs. 2,70,71,685/-) | | | | |
| | 2,976,132 | 68,647,442 | 2,772,132 | 66,908,440 |

| Name of Scrip | Opening | Purchased | Sold | Closing (No. of Shares) |
|--------------------------------|-----------|-----------|---------|-------------------------|
| Excel Castronics Ltd. | - | 1,001,078 | 797,078 | 204,000 |
| Gangotri Textiles Ltd. | 1,473,188 | - | - | 1,473,188 |
| Jaiprakash Associates Ltd. | 125,000 | - | - | 125,000 |
| Jaiprakash Power Ventures Ltd. | 200,000 | - | - | 200,000 |
| NHPC Ltd. | 973,944 | - | - | 973,944 |

(b) In Shares (Unquoted)

Investment in Subsidiary Company

BSEL Infrastructure Realty (FZE)

| | | | | |
|--|------------------|--------------------|------------------|--------------------|
| | - | 541,396,800 | - | 509,715,000 |
| | - | 541,396,800 | - | 509,715,000 |
| | 2,976,132 | 610,044,242 | 2,772,132 | 576,623,440 |

NOTE: "9"

LONG TERM LOANS AND ADVANCES

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| (a) Loans and advances to related parties | | |
| Secured, considered good | - | - |
| Unsecured, considered good | - | - |
| Loans and Advances to BSEL Infrastructure Realty FZE- UAE | 3,712,107,949 | 3,494,880,471 |
| Doubtful | - | - |
| Less: Provision for doubtful loans and advances | - | - |
| | 3,712,107,949 | 3,494,880,471 |
| (b) Other Long Term Loans and advances | | |
| Secured, considered good | | |
| Unsecured, considered good | | |
| i) Advance for Purchase of Land/Property | - | 2,335,734 |
| ii) Advance against Property (Gorkap) | 1,530,000 | 1,530,000 |
| iii) Goa Tech Parks Pvt. Ltd. | 58,461 | 58,461 |
| Doubtful | - | - |
| Less: Provision for doubtful loans and advances | - | - |
| | 1,588,461 | 3,924,195 |
| | 3,713,696,410 | 3,498,804,666 |

NOTE: "10"**OTHER NON-CURRENT ASSETS**

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|------------------------------------|-------------------------|--------------------------|
| Earnest Money Deposits for Tenders | 10,400,000 | 12,200,000 |
| Deposit for Lease Premises | 4,500,000 | 4,500,000 |
| Other Miscellaneous Deposits | 83,300 | 83,300 |
| Other Deposits for Kevadia | 566,411 | 566,551 |
| TDS in Advance AY-2012-13 | 665,765 | 1,249,264 |
| Income Tax Refund Due AY-2016-17 | 84,973 | - |
| | 16,300,449 | 18,599,115 |

NOTE: "11"**INVENTORIES**

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| Work-in-Progress of Land, Building & Construction Work at Various Projects | | |
| Opening Stock of Work In Progress | 436,866,460 | 436,866,460 |
| Add: Purchase/Additions/Transfer/(Deletions)/(Consumption)/ (Sales) during the year | - | - |
| Closing Stock – WIP | 436,866,460 | 436,866,460 |

NOTE: "12"**TRADE RECEIVABLES**

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| (a) Trade receivables outstanding for a period less than six months | | |
| Secured, considered good | - | - |
| Unsecured, considered good | - | - |
| Unsecured, considered doubtful | - | - |
| Less: Provision for doubtful debts | - | - |
| | - | - |
| (b) Trade receivables outstanding for a period exceeding six months | | |
| Secured, considered good | 129,277,543 | 138,463,351 |
| Unsecured, considered good | - | - |
| Less: Provision for doubtful debts | - | - |
| | 129,277,543 | 138,463,351 |

NOTE: "13"**CASH AND BANK BALANCE**

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| (a) Balances with banks | | |
| Balance in Current Account | 3,185,025 | 2,087,459 |
| Balance in Fixed Deposit | 137,658,024 | 195,769 |
| Bank deposits with more than 12 months maturity | - | - |
| Balance in Fixed Deposit | 74,188,382 | 187,787,734 |
| (b) Cheques, drafts on hand | | |
| | - | 767,176 |
| (c) Cash on hand | | |
| | 456,354 | 4,855,956 |
| (d) Others (specify nature) | | |
| | - | - |
| | 215,487,785 | 195,694,095 |

NOTE: "14"

SHORT TERM LOANS AND ADVANCES

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|-----------------------------------|-------------------------|--------------------------|
| Other Loans & Advances | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 3,000,000 | 9,500,000 |
| Doubtful | - | - |
| Less: Provision | - | - |
| | 3,000,000 | 9,500,000 |

NOTE: "15"

OTHER CURRENT ASSETS

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|------------------------------|-------------------------|--------------------------|
| Advance/Imprest to Employees | 10,909 | 62,579 |
| Prepaid Expenses | 58,217 | 43,166 |
| | 69,126 | 105,745 |

NOTE: "16"

OTHER OPERATIVE REVENUES

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|------------------------|-------------------------|--------------------------|
| Other Operating Income | 6,385,634 | 3,707,382 |
| Business Centre Income | - | 54,450 |
| | 6,385,634 | 3,761,832 |

NOTE: "17"

OTHER INCOME

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| Interest on Fixed Deposit (TDS Current Year Rs. 17,65,560 and Previous Year: Rs. 14,34,074/-) | 17,925,730 | 14,340,732 |
| Dividend Received | 1,285,606 | 642,972 |
| Miscellaneous Income, Interest & other Income | 119,984 | 66,153 |
| Profit/(Loss) on sale of Property | - | 1,874,045 |
| Profit/(Loss) on sale of Equity Shares (Including F & O Shares) | (4,343,962) | 4,073,738 |
| | 14,987,358 | 20,997,640 |

NOTE: "18"

COST OF MATERIALS CONSUMED

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| Direct Project Expenses for various Construction sites | | |
| Direct Material and Direct Expenses | 647,871 | 449,156 |
| | 647,871 | 449,156 |

NOTE: "19"

EMPLOYEE BENEFIT EXPENSES

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| ESIC Paid | 18,429 | 18,996 |
| Gratuity, Bonus, Ex-Gratia & Incentive Paid | 254,289 | 293,635 |
| Directors Remuneration | 173,000 | 180,000 |
| Provident Fund Paid | 99,628 | 81,362 |
| Salaries & Wages | 2,454,885 | 3,288,286 |
| Staff Welfare | 165,707 | 118,896 |
| Staff Insurance | 30,854 | 34,823 |
| | 3,196,792 | 4,015,998 |

NOTE: "20"**OTHER EXPENSES**

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| Advertisement & Marketing Expenses | 95,098 | 106,170 |
| AGM/EGM Expenses | 16,470 | 15,564 |
| Annual Custody Fees | 555,313 | 479,419 |
| Audit Fees | 200,000 | 200,000 |
| Bank Charges | 42,084 | 18,589 |
| Board Meeting Fees | 70,000 | 55,000 |
| Books & Periodicals | - | 3,780 |
| Brokerage & Commission | 1,088 | - |
| Cess/LBT paid | 2,266 | - |
| Computer Software Expenses | 13,854 | 13,717 |
| Conveyance & Transportation | 171,177 | 120,719 |
| Delay Payment Charges | - | 1,230 |
| Electricity Charges | 1,536,257 | 1,465,779 |
| Gujarat Luxury Tax -Fixed | 23,640 | 33,570 |
| Internet Expenses | 42,549 | 41,368 |
| Labour Welfare Fund | 2,082 | - |
| Legal & Professional Fees | 208,110 | 776,934 |
| Listing Fees | 494,384 | 456,463 |
| Maintenance Charges | 669,605 | 1,452,979 |
| Miscellaneous Expenses-Interest on TDS etc. | 500,115 | 22 |
| Motor Car Expenses | 96,031 | 125,697 |
| Office Expenses | 131,165 | 73,480 |
| Postage & Telegram | 20,022 | 166,492 |
| Printing & Stationery | 100,084 | 126,418 |
| Rent, Rates & Taxes | 828,838 | 691,061 |
| Repairs & Maintenance – Gujarat Project | 663,242 | 506,089 |
| Repairs & Maintenance | 170,310 | 54,469 |
| ROC Filing Fees | 2,400 | 7,200 |
| Security Transaction Tax & Other Charges on Shares | 8,800 | 53,096 |
| Service Tax | 254,173 | 239,140 |
| Swachh Bharat Cess | 5,425 | - |
| Share Transfer Charges | 253,173 | 226,669 |
| Telephone Expenses | 201,892 | 169,425 |
| Travelling Expenses (Including Foreign Travel) | 81,469 | 99,022 |
| Water Charges | 15,360 | 19,289 |
| Website Expenses | 21,477 | 22,056 |
| | 7,497,953 | 7,820,905 |

21. NOTE FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**1. Previous year's figures**

The Previous year's figures have been re-casted/restated, wherever necessary to confirm to current year classification.

2. Share Capital

The Company has at present, only one class of shares i.e. Equity Shares.

3. Fixed Assets

During the year, the Company has purchased net fixed assets of Rs. 1.01 Lakhs (Previous Year: Purchase of net fixed assets of Rs. 0.53 Lakhs) from its gross block.

4. Loans and Advances

Advances recoverable in cash, kind or value to be received are primarily towards prepayments for value to be received. Other advances represent deposit for office premises, telephone deposit, advance to contractors, advance for the purchase of commercial premises and deposit to the local authorities such as BMC, MSEB etc. Advances also include loans to Subsidiary and Joint Ventures.

5. Auditors Remuneration

(Amount in ₹)

| Details | Current Year 2015-2016 | Previous Year 2014-2015 |
|--------------------|---------------------------|----------------------------|
| Audit Fees | 1,25,000 | 1,25,000 |
| Tax Audit Fees | 45,000 | 45,000 |
| Income Tax | 25,000 | 25,000 |
| Other Services | 5,000 | 5,000 |
| Service Tax | 28,000 | 24,720 |
| Swachh Bharat Cess | 1,000 | - |
| TOTAL | 2,29,000 | 2,24,720 |

The Audit Fees is provided on annual basis.

6. Foreign Exchange

Foreign currency transactions during the year recorded at the exchange rate prevailing on the date of the transaction.

7. Current Tax

The Company has Provided the current tax of Rs. 39,91,266 as per the Income tax law for the current year (Previous Year Tax: Rs. 21,54,350).

8. Earning/Expenditure in Foreign Currency

Earning: Rs. Nil (Previous Year: Rs. Nil)

Expenditure: Rs. Nil (Previous Year: Rs. Nil)

9. Additional Disclosures in Pursuant to Schedule VI Part II

(Amount in ₹)

| Income Related Disclosures | Current Year 2015-2016 | Previous Year 2014-2015 |
|--|---------------------------|----------------------------|
| Other Incomes | | |
| Interest on Fixed Deposits | 1,79,25,730 | 1,43,40,732 |
| Miscellaneous Income/Interest & Other Income | 1,19,984 | 66,153 |
| Dividend Received | 12,85,606 | 6,42,972 |
| Profit on Sale of Property | - | 18,74,045 |
| Profit/(Loss) on Sale of Equity Shares (Including F & O) | (43,43,962) | 40,73,738 |

(Amount in ₹)

| Expenses Related Disclosures | Current Year 2015-2016 | Previous Year 2014-2015 |
|--|---------------------------|----------------------------|
| Remuneration to Director | 1,73,000 | 1,80,000 |
| Salary, Bonus and other Staff related Expenses | 30,23,792 | 38,35,998 |
| Travelling, Conveyance and Transportation | 2,52,646 | 2,19,741 |
| Telephone Expenses | 2,01,892 | 1,69,425 |
| Legal & Professional Expenses | 2,08,110 | 7,76,934 |
| Printing & Stationery | 1,00,084 | 1,26,418 |
| Advertisement & Marketing Expenses | 95,098 | 1,06,170 |
| Repairs & Maintenance | 1,70,310 | 54,469 |
| Maintenance Charges | 6,69,605 | 14,52,979 |
| Repairs & Maintenance – Gujarat Project | 6,63,242 | 5,06,089 |
| Power & Fuel | 15,36,257 | 14,65,779 |
| Rent, Rates and Taxes | 8,28,838 | 6,91,061 |
| Bank Charges | 42,084 | 18,589 |
| Auditors Remuneration: | | |
| Statutory Audit Fees | 1,25,000 | 1,25,000 |
| Tax Audit Fees | 50,000 | 50,000 |
| Income Tax Matters and Consultancy Fees | 20,000 | 20,000 |
| Other Services | 5,000 | 5,000 |
| Service Tax | 28,000 | 24,720 |
| Swachh Bharat Cess | 1,000 | - |

10. Related Party Disclosures

Related Party Disclosure as required by AS-18 “Related Party Disclosure” are given below:

1. Individuals owing directly or indirectly an interest in the voting power that gives them control or significant influence:

| Name of the Party | Nature of Relationship |
|-------------------|------------------------|
| Kirit R. Kanakiya | – Director |

2. Key Management Personnel

| Name of the Party | Nature of Relationship |
|---------------------|------------------------|
| Kirit R. Kanakiya | – Director |
| Disha R. Devrukhkar | – Whole-Time Director |

3. Other Related Parties and Nature of Relationship

(a) Nature of Relationship: Associate Concerns

(b) Name of the Parties

| | |
|---|--|
| (a) Beachcraft Investment & Trading Co. Pvt. Ltd. | (b) Blackmore Investment & Trading Co. Pvt. Ltd. |
| (c) Consistent Packagers Pvt. Ltd. | (d) Pleasant Packaging Co. Pvt. Ltd. |
| (e) Poornima Commercial Pvt. Ltd. | (f) Pravara Commercial Pvt. Ltd. |
| (g) Relaxed Packagers Pvt. Ltd. | (h) Orbit Plastics Private Limited |
| (i) Timberhill Engineers Pvt. Ltd. | (j) KKR Commercial Brokerage, LLC |
| (k) Total Bizcon Solution Limited | (l) Western Bizcon Services Ltd. |
| (m) Contact Consultancy Services Pvt. Ltd. | (n) Stock Watch Securities Pvt. Ltd. |
| (o) Stock Watch | (p) Supreme Compliment Sdn. Bhd. |
| (q) BSEL Molek Sdn. Bhd. | (r) Jitovest Sdn. Bhd. |
| (s) Splendid Advisory Sdn. Bhd. | (t) BSEL Resources Sdn. Bhd. |

4. Subsidiaries and Joint Ventures

(a) Wholly Owned Subsidiary/Sub-Subsidiary

BSEL Infrastructure Realty FZE

(b) Sub-Subsidiaries

BSEL Waterfront Sdn. Bhd.

BSEL Infrastructure Realty Sdn. Bhd.

(c) Joint Ventures

Goa Tech Parks Pvt. Ltd.

11. The Following transactions were carried out with the related parties in the Ordinary Course of Business. Details regarding the parties referred to in items (1) to (4) above

(₹ in Lakhs)

| Particulars | Key Management Personnel | Joint Ventures & Associate Concern | W.O.S. & Sub-Subsidiaries | Total |
|--------------------------|--------------------------|------------------------------------|---------------------------|------------------|
| Managerial Remuneration | 1.73 | - | - | 1.73 |
| Investments | - | - | 5,413.97 | 5,413.97 |
| Loans and Advances Given | - | 0.58 | 37,121.08 | 37,121.66 |

12. Earnings Per Share

The earnings considered in ascertaining the Company's earnings per share comprise of the net profit after tax.

(₹ in Lakhs)

| Sl. No. | Particulars | Current Year 2015-2016 | Previous Year 2014-2015 |
|---------|--|------------------------|-------------------------|
| A. | Net Profit (Loss) after Tax | 49.36 | 49.52 |
| | Add: Excess Provision and refund of taxes of earlier years (Net) | - | - |
| | Net Profit (Loss) for calculation of Earning per share (Numerator) | 49.36 | 49.52 |
| B. | Weighted Average Number of Equity Shares (Denominator) (Nos.) | 826.17 | 826.17 |
| C. | Basic and diluted Earning Per Share (A/B) (In Rupees) | 0.06 | 0.06 |
| D. | Nominal Value per Equity Share (In Rupees) | 10.00 | 10.00 |

13. Deferred tax

During the year company has generated the profit but being losses in previous year and company management was not hopeful to generate the profit in near future hence company has not provided the DTA in previous year and all the net deferred tax liability has been transferred to profit and loss account.

| Particulars | As at 31.03.2016 (₹) | As at 31.03.2015 (₹) |
|--|----------------------|----------------------|
| Liability | | |
| Deferred tax liability related to fixed assets | | |
| Opening Balance | 47,07,932 | 38,54,808 |
| Less: Deferred Tax Liability/Assets reversed @30.90% | 12,87,158 | (8,53,124) |
| Net Deferred tax liability | 34,20,774 | 47,07,932 |
| Asset | | |
| Deferred tax assets on account of unabsorbed loss under the Income-tax Act, 1961 | - | - |
| Net deferred tax transferred to Profit & Loss | (12,87,158) | 8,53,124 |

14. Consolidated Financial Statements

The consolidated financial statements are published as per the Accounting Standard 21 – Consolidated Financial Statements issued by Institute of Chartered Accountants of India.

15. Dues to Small Scale Industrial Undertakings

Due to Micro, Small, Medium Enterprises as defined under the MSMED Act, 2006 is Rs. Nil (Previous Year: Rs. Nil). This information has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

16. There are no amounts due and outstanding to be credited to Investor Education Protection Fund.

17. Employees Benefits

a) Defined Contribution Plans

The Group's Contribution paid/payable during the year towards Provident Fund is charged in the Profit and Loss Account every year

b) Defined Benefit Plan

During the current Financial year Provisions of Rs. 63,749/- (Previous Year: Rs. 93,375/-) is made towards Gratuity liability as on 31.03.2016 under the payment of Gratuity Act, 1972.

18. Provision for Doubtful Debts

There is no doubtful amount receivable from the parties; therefore no provision has been made towards Doubtful Debts in the books of accounts. Further the management has opinion that advance given to the wholly owned subsidiary will be recovered in normal course & business once the recovery comes in Dubai market. The management is of the opinion that amount due from wholly owned subsidiary is not doubtful hence no provision made in books of account. The loan given to wholly owned subsidiary is for the purpose of business operation. The nature of transfer represent interest free loan provided to its wholly owned subsidiary will not fined repayment schedule.

19. Prior Period Items

There are no prior period items in the Company for the current financial year.

20. There is no employee drawing Salary of Rs. 2 Lakhs per month or more.

21. Contingent liability which can be reasonably ascertained are provided for if it is in the opinion of the Company the future outcome of the same may be detrimental to the Company.

22. All the Loans and Advances (Assets) and Current Assets and Current Liabilities are subject to confirmation from the respective parties.

23. There is no Unpaid Dividend Account balance as on 31st March, 2016.

24. Other additional information pursuant to Schedule III Part II of the Companies Act, 2013 are not applicable to the Company.

As per our Report of Even Date

For DEEPAK VEKARIA & ASSOCIATES

Chartered Accountants

Sd/-

CA Deepak Vekaria

Proprietor

Membership No. 35908

Place: Mumbai

Date: 30.05.2016

For BSEL Infrastructure Realty Limited

Sd/-

Disha R. Devrukhkar

Whole-Time Director

DIN: 05156891

Sd/-

Kirit R. Kanakiya

Director

DIN: 00266631

SIGNIFICANT ACCOUNTING POLICIES**A. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

The significant accounting policies adopted for the preparation of the financial statements are as follows:

(a) Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure relating to contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include accounting for contract cost expected to be incurred, contract revenues, stage of completion, provisions, income taxes, useful lives of fixed assets etc. actual results could be different from those estimates.

(b) Revenue Recognition

Revenue from projects is recognized based on percentage completion method, which is determined on the basis of the stage of completion of ongoing projects on the Balance Sheet date. The stage of completion is determined based on progress of the work and estimation of the architects.

Provision for estimation of losses, if any, on uncompleted contracts are recorded in the year in which such losses become probable based on the current estimates.

Dividends are recorded when the right to receive payment is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

(c) Fixed Assets

Fixed assets are stated at cost of acquisition minus the accumulated depreciation. Cost includes all expenses incurred to bring the asset to its present location and condition.

Advances paid towards acquisition of the fixed assets which have not been installed or put to use and the cost of the assets not put to use, before the year end, are disclosed under advance for purchase of assets.

(d) Inventories

Inventories are valued at the lower of cost or net realizable value. The cost is determined on a first in first out basis and includes all applicable overheads in bringing the inventories to their present location and condition.

(e) Borrowing Costs

Borrowing costs that are attributable to the acquisition and construction of qualifying assets are capitalized as a part of the cost of the assets.

Other borrowing costs are recognized as an expense in the year in which they are incurred.

(f) Deferred Tax

Deferred tax expense or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

(g) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated.

(h) Impairment of Assets

At each balance sheet date, the Company reviews the carrying amounts of its fixed assets included in each cash generating unit to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows expected from the continuing use of the asset and from its ultimate disposal are discounted to their present values using a pre-determined discount rate that reflects the current market assessments of the time value of money and risks specific to the asset.

B. DEPRECIATION

Depreciation on tangible fixed assets is provided on written down value method at the rates and in the manner specified in Schedule II of Companies Act 2013

C. INVESTMENT

Current Investments are stated at lower of cost and fair value. The Long Term Investments are stated at cost after deducting provisions recorded to recognize any decline, other than temporary, in the carrying value of the investment.

D. PROVIDENT FUND

The benefits of Provident Fund are received by the eligible employees, which defined benefit plan. Both the employees and the Company are making monthly contribution to this Provident Fund equal to specified percentage of the covered employees' salary.

E. SEGMENT ACCOUNTING POLICIES

The company has only one segment of operation i.e. Infrastructure activity in local market. So segment wise Income/ Expenditure/Assets and Liabilities are not presented.

F. OTHER ACCOUNTING POLICIES

Other accounting policies are consistent with generally accepted accounting policies.

As per our Report of Even Date

For DEEPAK VEKARIA & ASSOCIATES

Chartered Accountants

Sd/-

CA Deepak Vekaria

Proprietor

Membership No. 35908

Place: Mumbai

Date: 30.05.2016

For BSEL Infrastructure Realty Limited

Sd/-

Disha R. Devrukhkar

Whole-Time Director

DIN: 05156891

Sd/-

Kirit R. Kanakiya

Director

DIN: 00266631

INDEPENDENT AUDITOR'S OPINION

To the Members of BSEL INFRASTRUCTURE REALTY LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of BSEL Infrastructure Realty Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

We report that the Consolidated Financial Statements have been prepared by the Company's management in accordance with the requirements of Accounting Standards-21, Consolidated Financial Statements issued by the Institute of Chartered Accountants of India.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31 March 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 22(30)(2) to the consolidated financial statements;
 - ii) The holding and subsidiary Company does not have any material foreseeable losses in long-term contracts including derivative contracts; and
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and subsidiary companies incorporated in India

For Deepak Vekaria & Associates

Chartered Accountants

Sd/-

CA Deepak Vekaria

Proprietor

Membership No.:35908

Place: Mumbai

Date: 30.05.2016

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(All Figures in ₹)

| Sl. No. | Particulars | Note No. | Current Year 2015-16 | Previous Year 2014-15 |
|-----------|--|----------|----------------------|-----------------------|
| I | EQUITY AND LIABILITIES | | | |
| 1. | Shareholders' Funds | | | |
| | (a) Share Capital | 1 | 826,168,400 | 826,168,400 |
| | (b) Reserves and Surplus | 2 | 2,759,894,769 | 2,597,682,694 |
| | (c) Money received against share warrants | | - | - |
| 2. | Share application money pending allotment | | - | - |
| 3. | Non-Current Liabilities | | | |
| | (a) Long-term borrowings | | - | - |
| | (b) Deferred tax liabilities (Net) | | 3,420,774 | 4,707,932 |
| | (c) Other long-term liabilities | 3 | 178,930 | 178,930 |
| | (d) Long-term provisions | | - | - |
| 4. | Current Liabilities | | | |
| | (a) Short-term borrowings | 4 | 14,169,202 | 12,631,706 |
| | (b) Trade Payables | 5 | 212,264,287 | 199,798,347 |
| | (c) Other Current liabilities | 6 | 3,556,976,915 | 3,351,983,348 |
| | (d) Short-term provisions | 7 | 1,070,064 | 1,945,355 |
| | TOTAL EQUITY AND LIABILITIES | | 7,374,143,341 | 6,995,096,712 |
| II | ASSETS | | | |
| 1. | Non-current assets | | | |
| | (a) Fixed assets | | | |
| | i) Tangible assets | 8 | 20,531,825 | 22,000,748 |
| | ii) Intangible assets | | - | - |
| | iii) Capital work-in-progress | | - | - |
| | iv) Intangible assets under development | | - | - |
| | (b) Non-current investment | 9 | 68,647,442 | 66,908,440 |
| | (c) Deferred tax assets (net) | | - | - |
| | (d) Long-term loans and advances | 10 | 1,588,461 | 3,924,179 |
| | (e) Other non-current assets | 11 | 16,309,472 | 18,607,610 |
| 2. | Current assets | | | |
| | (a) Current investment | | - | - |
| | (b) Inventories | 12 | 3,424,143,890 | 3,249,332,503 |
| | (c) Trade receivables | 13 | 3,622,298,864 | 3,427,077,844 |
| | (d) Cash and cash equivalents | 14 | 217,554,260 | 197,639,643 |
| | (e) Short-term loans & advances | 15 | 3,000,000 | 9,500,000 |
| | (f) Other current assets | 16 | 69,126 | 105,745 |
| | TOTAL ASSETS | | 7,374,143,341 | 6,995,096,712 |

NOTES TO THE ACCOUNTS

1 to 22

As per our Report of Even Date

For DEEPAK VEKARIA & ASSOCIATES

Chartered Accountants

Sd/-

CA Deepak Vekaria

Proprietor

Membership No. 35908

Place: Mumbai

Date: 30.05.2016

For BSEL Infrastructure Realty Limited

Sd/-

Disha R. Devrukhkar

Whole-Time Director

DIN: 05156891

Sd/-

Kirit R. Kanakiya

Director

DIN: 00266631

CONSOLIDATED PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(All Figures in ₹)

| Sl. No. | Particulars | Note No. | Current Year 2015-16 | Previous Year 2014-15 |
|-------------|---|----------|----------------------|-----------------------|
| I | Revenue from operations | | | |
| | Other operative Revenues | 17 | 6,385,634 | 3,761,832 |
| II | Other Income | 18 | 14,987,358 | 21,219,315 |
| III | Total Revenues (I+II) | | 21,372,992 | 24,981,147 |
| IV | Expenses: | | | |
| | (a) Cost of Materials consumed | 19 | 647,871 | 449,156 |
| | (b) Purchase of Stock in trade | | - | - |
| | (c) Changes in inventories of finished goods, work-in-progress and stock-in-trade | | - | - |
| | (d) Employee benefits expenses | 20 | 3,196,792 | 4,015,997 |
| | (e) Finance cost | | 166,357 | - |
| | (f) Depreciation and amortization expenses | | 1,570,072 | 1,558,366 |
| | (g) Other Expenses | 21 | 8,268,361 | 62,136,051 |
| | Total Expenses | | 13,849,453 | 68,159,570 |
| V | Profit before exceptional and extra-ordinary items and tax (III – IV) | | 7,523,539 | (43,178,423) |
| VI | Exceptional Items | | - | - |
| VII | Profit before extra-ordinary items and tax (V – VI) | | 7,523,539 | (43,178,423) |
| VIII | Extraordinary Items | | - | - |
| IX | Profit/(Loss) before tax | | 7,523,539 | (43,178,423) |
| X | Tax Expenses | | | |
| | (a) Current Tax | | 3,991,266 | 2,154,350 |
| | (b) Provision of Tax for Earlier years | | 653,980 | 2,955,590 |
| | (c) Deferred Tax Liability/(Assets) | | (1,287,158) | 853,124 |
| XI | Profit/(Loss) for the period from continuing operations (IX – X) | | 4,165,451 | (49,141,487) |
| XII | Profit/(Loss) from discontinuing operations | | - | - |
| XIII | Tax expenses of discontinuing operations | | - | - |
| XIV | Profit/(Loss) from discontinuing operations (after tax) (XII – XIII) | | - | - |
| XV | Profit/(Loss) for the period (XI-XIV) | | 4,165,451 | (49,141,487) |
| XVI | Earning per equity share: | | | |
| | (1) Basic | | 0.05 | (0.59) |
| | (1) Diluted | | 0.05 | (0.59) |

NOTES TO THE ACCOUNTS

1 to 22

As per our Report of Even Date

For DEEPAK VEKARIA & ASSOCIATES

Chartered Accountants

Sd/-

CA Deepak Vekaria

Proprietor

Membership No. 35908

Place: Mumbai

Date: 30.05.2016

For BSEL Infrastructure Realty Limited

Sd/-

Disha R. Devrukhkar

Whole-Time Director

DIN: 05156891

Sd/-

Kirit R. Kanakiya

Director

DIN: 00266631

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(All figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit before tax & extraordinary items | 7,523,539 | (43,178,423) |
| Adjustments for: | | |
| Extra Ordinary Items | - | - |
| Depreciation | 1,570,072 | 1,558,366 |
| Other Income | (14,987,358) | (21,219,315) |
| Operating profits before working capital changes | (5,893,747) | (62,839,372) |
| Adjustments for: | | |
| Trade Receivable | (195,221,020) | (73,037,277) |
| Deposits (Assets) Loans & Advances & Other Assets | 11,170,476 | 81,401,825 |
| Inventories | (174,811,387) | (120,076,682) |
| Provision for Tax | (3,991,266) | (2,154,350) |
| Provision for Tax of Earlier Years | (653,980) | (2,955,590) |
| Provision for Deferred Tax | 1,287,158 | (853,124) |
| Trade Payable and other liabilities | 216,834,554 | 140,789,255 |
| Other Income | 119,984 | 287,828 |
| Net cash from operating activities | (151,159,229) | (39,437,487) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Foreign Currency Translation Reserve | 158,046,622 | 112,002,957 |
| Sale/(Purchase) of investment | (1,739,002) | (1,131,384) |
| Sale/(Purchase) of fixed assets | (101,149) | (53,173) |
| Other Income | 14,867,374 | 20,931,487 |
| Net cash from investing activities | 171,073,845 | 131,749,887 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| | - | - |
| | - | - |
| Net increase/(decrease) in cash & cash equivalent | 19,914,617 | 92,312,400 |
| Cash & cash equivalent opening balance | 197,639,643 | 105,327,243 |
| Cash & cash equivalent closing balance | 217,554,260 | 197,639,643 |

For BSEL Infrastructure Realty Limited

Place: Mumbai
Date: 30.05.2016

| | |
|--|---|
| Sd/- Disha R. Devrukhkar Whole-Time Director DIN: 05156891 | Sd/- Kirit R. Kanakiya Director DIN: 00266631 |
|--|---|

AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow Statement of **M/S. BSEL INFRASTRUCTURE REALTY LIMITED**, for the year ended 31st March 2016. The statement has been prepared by the Company in accordance with the requirements of Clause 32 of listing agreement with Stock Exchanges and is based on and in agreement with the corresponding Balance Sheet of the Company covered by our report of even date to the members of the Company.

For DEEPAK VEKARIA & ASSOCIATES
Chartered Accountants

Sd/-
CA Deepak Vekaria
Proprietor
Membership No. 35908

Place: Mumbai
Date: 30.05.2016

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

NOTE: "1"

SHARE CAPITAL

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| (a) Authorised Capital | | |
| 150,000,000 Equity Shares of Rs. 10/- each | 1,500,000,000 | 1,500,000,000 |
| (b) Issued Subscribed and Paid Up | | |
| 82,616,840 Equity Shares of Rs. 10/- each fully paid up | 826,168,400 | 826,168,400 |
| | 826,168,400 | 826,168,400 |
| (c) Par value per Share | | |
| Equity Shares | Rs. 10/- | Rs. 10/- |

(d) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

| Particulars | Equity Shares | | | |
|---|---------------------|-------------|---------------------|-------------|
| | As at 31 March 2016 | | As at 31 March 2015 | |
| | Number | Amount | Number | Amount |
| Shares outstanding at the beginning of the year | 82,616,840 | 826,168,400 | 82,616,840 | 826,168,400 |
| Shares Issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Any other movement (please specify) | - | - | - | - |
| Shares outstanding at the end of the year | 82,616,840 | 826,168,400 | 82,616,840 | 826,168,400 |

(e) Shares held by holding/ultimate holding company and/or their subsidiaries/associates

| Particulars | Nature of Relationship | As at 31 March 2016 | As at 31 March 2015 |
|---------------|------------------------|---------------------|---------------------|
| Equity Shares | | | |
| N.A. | | | |

(f) Shareholders holding ordinary shares more than 5%:

| Name of Shareholder | Equity Shares | | | |
|--------------------------|---------------------|--------------|---------------------|--------------|
| | As at 31 March 2016 | | As at 31 March 2015 | |
| | No. of Shares Held | % of Holding | No. of Shares Held | % of Holding |
| Kirit Ramniklal Kanakiya | 7,039,406 | 8.52 | 4,942,180 | 5.98 |

NOTE: "2"**RESERVES & SURPLUS**

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| (a) Capital Reserves for Foreign Currency Translation | | |
| Opening Balance | 1,409,484,683 | 1,297,481,726 |
| Add: Foreign Currency Translation Capital Reserve/(Loss) | 158,046,624 | 110,820,061 |
| Add: Written Back in Current Year | - | 1,182,896 |
| Closing Balance | 1,567,531,307 | 1,409,484,683 |
| (b) Securities Premium Account | | |
| Opening Balance | 1,924,752,444 | 1,924,752,444 |
| Add: Securities premium credited on Share issue | - | - |
| Less: Premium Utilised for various reasons | - | - |
| Premium on Redemption of Debentures | - | - |
| For Issuing Bonus Shares | - | - |
| Closing Balance | 1,924,752,444 | 1,924,752,444 |
| (c) General Reserves | | |
| Opening Balance | 195,570,000 | 195,570,000 |
| Add: Current Year Transfer | - | - |
| Closing Balance | 195,570,000 | 195,570,000 |
| (d) Surplus | | |
| Opening Balance | (932,124,433) | (882,622,067) |
| Add: Profit/(Loss) for the year | 4,165,451 | (49,141,487) |
| Less: Transitional provision of Depreciation (Refer Note 8.1) | - | 360,879 |
| Closing Balance | (927,958,982) | (932,124,433) |
| | 2,759,894,769 | 2,597,682,694 |

NOTE: "3"**NON-CURRENT LIABILITIES****OTHER LONG TERM LIABILITIES**

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|-------------------------------|-------------------------|--------------------------|
| Deposit for Society Formation | 178,930 | 178,930 |
| | 178,930 | 178,930 |

NOTE: "4"**SHORT TERM BORROWINGS**

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| Unsecured | | |
| Loans and advances from related parties | | |
| Mr. Kirit Kanakiya- Representative of Holding Company (Loan repayable on demand, there is no such repayment schedule) | 14,169,202 | 12,631,706 |
| | 14,169,202 | 12,631,706 |

NOTE: "5"**TRADE PAYABLES**

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|----------------|-------------------------|--------------------------|
| Trade Payables | 212,264,287 | 199,798,347 |
| | 212,264,287 | 199,798,347 |

NOTE: "6"**OTHER CURRENT LIABILITIES**

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| Other Liabilities –Advance against Sale/from Customer | 300,000 | 3,409,281 |
| Other Liabilities – HSBC Singapore | 1,397,051,216 | 1,315,297,691 |
| Booking Advance – Kevadia | - | 29,018 |
| Dubai Towers | 2,159,625,699 | 2,033,247,358 |
| | 3,556,976,915 | 3,351,983,348 |

NOTE: "7"**SHORT-TERM PROVISIONS**

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| (a) Provision for employee benefits | | |
| Salary & Reimbursements | 2,300 | 167,866 |
| Contribution to PF | 16,323 | 15,943 |
| Gratuity (Funded) | 581,394 | 567,260 |
| | 600,017 | 751,069 |
| (b) Others (Specify nature) | | |
| TDS Payable | 13,226 | 3,863 |
| PT/Cess/ST/VAT Payable | 1,356 | 1,150 |
| Provision for Expenses and Liabilities | 332,027 | 374,708 |
| Provision for Tax (net of TDS) | - | 715,340 |
| Provision FZE | 123,438 | 99,225 |
| | 470,047 | 1,194,286 |
| | 1,070,064 | 1,945,355 |

**NOTE: "g"
FIXED ASSETS**

(All Figures in ₹)

| Fixed Assets | Gross Block | | | Accumulated Depreciation | | | | | Net Block | | |
|--|----------------------------|--------------------------|--------------------------|-----------------------------|----------------------------|----------------------------------|---------------------------------------|-----------------------------|--|----------------------------|-----------------------------|
| | Balance as at 1 April 2015 | Addition during the year | Deletion during the Year | Balance as at 31 March 2016 | Balance as at 1 April 2015 | Depreciation charge for the year | Accumulated depreciation on deletions | Balance as at 31 March 2016 | Transferred to retained earning on account of Expiry of useful life of asset | Balance as at 1 April 2015 | Balance as at 31 March 2016 |
| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 |
| Tangible Assets (Not Under Lease) | | | | | | | | | | | |
| Land | - | - | - | - | - | - | - | - | - | - | - |
| Buildings | 21,177,809 | - | - | 21,177,809 | 6,850,663 | 287,664 | - | 7,138,327 | - | 14,327,146 | 14,039,482 |
| Plant and Equipment | - | - | - | - | - | - | - | - | - | - | - |
| Furniture and Fixtures | 21,673,957 | - | - | 21,673,957 | 15,054,515 | 982,031 | - | 16,036,546 | - | 6,619,442 | 5,637,411 |
| Vehicles | 2,501,205 | - | - | 2,501,205 | 1,686,240 | 156,189 | - | 1,842,429 | - | 814,965 | 658,776 |
| Office equipment | 1,531,690 | 56,149 | - | 1,587,839 | 1,354,745 | 88,577 | - | 1,443,322 | - | 176,945 | 144,517 |
| Computers/Printers | 54,958,224 | 45,000 | - | 55,003,224 | 54,895,974 | 55,611 | - | 54,951,585 | - | 62,250 | 51,639 |
| Total | 101,842,885 | 101,149 | - | 101,944,034 | 79,842,137 | 1,570,072 | - | 81,412,209 | - | 22,000,748 | 20,531,825 |
| Previous Year | 102,150,591 | 454,128 | 400,955 | 102,203,764 | 78,283,771 | 1,553,560 | 4,806 | 79,842,137 | 360,879 | 23,866,820 | 22,000,748 |

Note 8.1:

Pursuant to enactment of Companies Act, 2013, The company has applied estimated useful life as per as specified in Schedule II, accordingly the un amortized carrying value is being depreciated over the remaining useful life.

NOTE: "9"

NON CURRENT INVESTMENTS (AT COST)

(All Figures in ₹)

| Particulars | No. of Shares 31.03.2016 | Current Year 2015-16 | No. of Shares 31.03.2015 | Previous Year 2014-15 |
|---|-----------------------------|-------------------------|-----------------------------|--------------------------|
| Long Term Investments | | | | |
| In Shares (Quoted) | | | | |
| Excel Castronics Ltd. | 204,000 | 1,739,002 | - | - |
| Gangotri Textile Ltd. | 1,473,188 | 35,881,280 | 1,473,188 | 35,881,280 |
| Jaiprakash Associates Ltd. | 125,000 | 3,901,146 | 125,000 | 3,901,146 |
| Jaiprakash Power Ventures Ltd. | 200,000 | 2,775,280 | 200,000 | 2,775,280 |
| NHPC Ltd. | 973,944 | 24,350,735 | 973,944 | 24,350,735 |
| (Current year market value Rs. 27,071,685/- Previous Year market value: Rs. 15,668,035/-) | | | | |
| | 2,976,132 | 68,647,442 | 2,772,132 | 66,908,440 |

| Name of Scrip | Opening (No. of Shares) | Purchased | Sold | Closing (No. of Shares) |
|--------------------------------|-------------------------|-----------|---------|-------------------------|
| Excel Castronics Ltd. | - | 1,001,078 | 797,078 | 204,000 |
| Gangotri Textiles Ltd. | 1,473,188 | - | - | 1,473,188 |
| Jaiprakash Associates Ltd. | 125,000 | - | - | 125,000 |
| Jaiprakash Power Ventures Ltd. | 200,000 | - | - | 200,000 |
| NHPC Ltd. | 973,944 | - | - | 973,944 |

NOTE: "10"

LONG TERM LOANS AND ADVANCES

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| Other Long Term Loans and advances | | |
| Secured, considered good | | |
| Unsecured, considered good | | |
| i) Advance against Property (Gorkap) | 1,530,000 | 1,530,000 |
| ii) Advance for Purchase of Land/Property | - | 2,335,718 |
| iii) Goa Tech Parks Pvt. Ltd. | 58,461 | 58,461 |
| Doubtful | - | - |
| Less: Provision for doubtful loans and advances | - | - |
| | 1,588,461 | 3,924,179 |

NOTE: "11"

OTHER NON-CURRENT ASSETS

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|------------------------------------|-------------------------|--------------------------|
| Earnest Money Deposits for Tenders | 10,400,000 | 12,200,000 |
| Deposit for Lease Premises | 4,500,000 | 4,500,000 |
| Other Miscellaneous Deposits | 83,300 | 83,300 |
| Other Deposits for Kevadia | 566,411 | 566,551 |
| Deposit FZE | 9,023 | 8,495 |
| TDS in advance AY-2012-13 | 665,765 | 1,249,264 |
| Income Tax Refund Due AY-2016-17 | 84,973 | - |
| | 16,309,472 | 18,607,610 |

NOTE: "12"
INVENTORIES

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| Work-in-Progress of Land, Building & Construction Work at Various Projects | | |
| Opening Stock of Work In Progress | 3,424,143,890 | 3,249,332,503 |
| Add: Purchase/Additions/Transfer/(Deletions)/(Consumption)/ | - | - |
| (Sales) during the year | - | - |
| Closing Stock - WIP | 3,424,143,890 | 3,249,332,503 |

NOTE: "13"
TRADE RECEIVABLES

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| (a) Trade receivables outstanding for a period less than six months | | |
| Secured, considered good | | |
| Unsecured, considered good | - | 1,423,351 |
| Unsecured, considered doubtful | - | - |
| Less: Provision for doubtful debts | - | - |
| | - | 1,423,351 |
| (b) Trade receivables outstanding for a period exceeding six months | | |
| Secured, considered good | 129,277,543 | 137,040,000 |
| Unsecured, considered good | | |
| (i) Trade Receivable of BSEL Infrastructure Realty FZE | 3,493,021,321 | 3,288,614,493 |
| Less: Provision for doubtful debts | - | - |
| | 3,622,298,864 | 3,425,654,493 |
| | 3,622,298,864 | 3,427,077,844 |

NOTE: "14"
CASH AND BANK BALANCE

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| (a) Balances with banks | | |
| Balance in Current Account | 5,251,500 | 4,033,007 |
| Balance in Fixed Deposit | 137,658,024 | 195,769 |
| Bank deposits with more than 12 months maturity | | |
| Balance in Fixed Deposit | 74,188,382 | 187,787,735 |
| (b) Cheques, drafts on hand | - | 767,176 |
| (c) Cash in hand | 456,354 | 4,855,956 |
| (d) Others (specify nature) | - | - |
| | 217,554,260 | 197,639,643 |

NOTE: "15"

SHORT TERM LOANS AND ADVANCES

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|-----------------------------------|-------------------------|--------------------------|
| Other Loans & Advances | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 3,000,000 | 9,500,000 |
| Doubtful | - | - |
| Less: Provision | - | - |
| | <u>3,000,000</u> | <u>9,500,000</u> |
| | 3,000,000 | 9,500,000 |

NOTE: "16"

OTHER CURRENT ASSETS

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|------------------------------|-------------------------|--------------------------|
| Advance/Imprest to Employees | 10,909 | 62,579 |
| Prepaid Expenses | 58,217 | 43,166 |
| | <u>69,126</u> | <u>105,745</u> |
| | 69,126 | 105,745 |

NOTE: "17"

OTHER OPERATIVE REVENUES

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|------------------------|-------------------------|--------------------------|
| Other Operating Income | 6,385,634 | 3,707,382 |
| Business Centre Income | - | 54,450 |
| | <u>6,385,634</u> | <u>3,761,832</u> |
| | 6,385,634 | 3,761,832 |

NOTE: "18"

OTHER INCOME

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| Interest on Fixed Deposit (TDS Current Year Rs. 17,65,560 and Previous Year: Rs. 14,34,074/-) | 17,925,730 | 14,340,732 |
| Dividend Received | 1,285,606 | 642,972 |
| Miscellaneous Income, Interest & other Income | 119,984 | 66,153 |
| Profit/(Loss) on sale of Property | - | 1,874,045 |
| Liabilities Writtenback | - | 221,675 |
| Profit on sale of Equity Shares (Including F & O Shares) | (4,343,962) | 4,073,738 |
| | <u>14,987,358</u> | <u>21,219,315</u> |
| | 14,987,358 | 21,219,315 |

NOTE: "19"

COST OF MATERIALS CONSUMED

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| Direct Project Expenses for various Construction sites | | |
| Direct Material and Direct Expenses | 647,871 | 449,156 |
| | <u>647,871</u> | <u>449,156</u> |
| | 647,871 | 449,156 |

NOTE: "20"

EMPLOYEE BENEFIT EXPENSES

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|---|-------------------------|--------------------------|
| ESIC Paid | 18,429 | 18,996 |
| Gratuity, Bonus, Ex-Gratia & Incentive Paid | 254,289 | 293,635 |
| Directors Remuneration | 173,000 | 180,000 |
| Provident Fund Paid | 99,628 | 81,362 |
| Salaries & Wages | 2,454,885 | 3,288,286 |
| Staff Welfare | 165,707 | 118,896 |
| Staff Insurance | 30,854 | 34,822 |
| | <u>3,196,792</u> | <u>4,015,997</u> |
| | 3,196,792 | 4,015,997 |

NOTE: "21"**OTHER EXPENSES**

(All Figures in ₹)

| Particulars | Current Year 2015-16 | Previous Year 2014-15 |
|--|-------------------------|--------------------------|
| Advertisement & Marketing Expenses | 95,098 | 106,170 |
| AGM/EGM Expenses | 16,470 | 15,564 |
| Annual Custody Fees | 555,313 | 479,419 |
| Audit Fees | 326,326 | 284,953 |
| Bank Charges | 42,084 | 18,588 |
| Board Meeting Fees | 70,000 | 55,000 |
| Books & Periodicals | - | 3,780 |
| Brokerage & Commission | 1,088 | - |
| Cess/LBT paid | 2,266 | - |
| Computer Software Expenses | 13,854 | 13,717 |
| Conveyance & Transportation | 171,177 | 120,719 |
| Delay Payment Charges | - | 1,230 |
| Electricity Charges | 1,536,257 | 1,465,779 |
| Gujarat Luxury Tax -Fixed | 23,640 | 33,570 |
| Internet Expenses | 42,549 | 41,368 |
| Labour Welfare Fund | 2,082 | - |
| Legal & Professional Fees | 828,912 | 1,337,621 |
| Listing Fees | 494,384 | 456,463 |
| Maintenance Charges | 669,605 | 1,452,979 |
| Miscellaneous Expenses-Interest on TDS etc. | 500,115 | 22 |
| Motor Car Expenses | 96,031 | 125,697 |
| Office Expenses | 131,165 | 73,480 |
| Postage & Telegram | 20,022 | 166,492 |
| Printing & Stationery | 100,084 | 126,418 |
| Rent, Rates & Taxes | 828,838 | 691,061 |
| Repairs & Maintenance – Gujarat Project | 663,242 | 506,089 |
| Repairs & Maintenance | 170,310 | 54,469 |
| ROC Filing Fees | 2,400 | 7,200 |
| Security Transaction Tax & Other Charges on Shares | 8,800 | 53,096 |
| Service Tax | 254,173 | 239,140 |
| Swachh Bharat Cess | 5,425 | - |
| Share Transfer Charges | 253,173 | 226,669 |
| Telephone Expenses | 201,892 | 169,425 |
| Travelling Expenses (Including Foreign Travel) | 81,469 | 99,022 |
| Water Charges | 15,360 | 19,289 |
| Website Expenses | 21,477 | 22,056 |
| Investment in Subsidiaries Written off | - | 18,223,484 |
| Loans Subsidiaries Written off | - | 34,263,126 |
| Unrealized Foreign Exchange Written off | - | 1,182,896 |
| Utilities | 23,280 | - |
| | 8,268,361 | 62,136,051 |

22. NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016.

1. Previous Year's Figures

The previous year's figures have been re-casted/restated, wherever necessary to confirm to current year classification.

2. Figures of the subsidiary and sub-subsidiaries companies incorporated in UAE and Malaysia have been extracted from the financial statements audited by another firm of independent auditors.

3. Share Capital, Share Holdings and Activity

1. STATUS

The consolidated financial statements of BSEL Infrastructure Realty Limited represent the operations of following entities:

(a) Company in India

BSEL Infrastructure Realty Limited is registered company incorporated in India and has operation in India.

(b) Company in United Arab Emirates:

BSEL Infrastructure Realty (FZE) is a Free Zone Establishment with a Limited Liability incorporated in accordance with the provisions of Sharjah Emiri Decree No.2 of 1995 in the Sharjah Airport International Free Zone, Sharjah, United Arab Emirates bearing Trade License No.02-01-03687 issued on dated 19th February, 2006

| Name of the Shareholder | % of Share |
|--|-------------------|
| M/s. BSEL Infrastructure Realty Limited. India | 100% |

(c) Companies in Malaysia:

- i) BSEL Infrastructure Realty Sdn. Bhd. is a private limited company, incorporated and domiciled in Malaysia. The registered office of the company is located at 17-03, Susur Dewata, Larkin Perdana, 80350 Johor Bahru.

| Name of Shareholder | % of Share |
|---|-------------------|
| M/s. BSEL Infrastructure Realty FZE, United Arab Emirates | 100% |

- ii) BSEL Waterfront Sdn. Bhd. is a private limited company, incorporated and domiciled in Malaysia. The registered office of the company is located at 17-03, Susur Dewata, Larkin Perdana, 80350 Johor Bahru.

| Name of Shareholder | % of Share |
|--|-------------------|
| M/s. BSEL Infrastructure Realty Sdn. Bhd. Malaysia | 100% |

2. ACTIVITY

i) BSEL Infrastructure Realty Limited (India)

The Company engaged in development of real estate and operating and maintaining the same.

ii) BSEL Infrastructure Realty FZE, UAE

The Company is engaged in the development of real estate & related activities.

iii) BSEL Infrastructure Realty Sdn. Bhd., Malaysia

The Principal activity of the company and its subsidiary company during the financial period under review consists of that relating to development of real estate. Presently company has no activity.

iv) BSEL Waterfront Sdn. Bhd.

The Principal activity of the company during the financial period under review consists of that relating to development of real estate. Presently company has no activity.

4. Fixed Assets

During the year, the Company has purchased net fixed assets of Rs. 1.01 Lakhs (Previous Year: Purchase of net fixed assets of Rs. 0.53 Lakhs) from its gross block.

5. Long Term Loans to Subsidiary and Sub-subsidiary Concerns

(Amount in ₹)

| Particulars | Opening Balance | Additions | Disposals | Add/(Less) Exchange Gain/(Loss) | Closing Balance |
|--------------------------------|-----------------|-----------|-----------|---------------------------------|-----------------|
| BSEL Infrastructure Realty FZE | 50,97,15,000 | - | - | 3,16,81,800 | 54,13,96,800 |
| Total | 50,97,15,000 | - | - | 3,16,81,800 | 54,13,96,800 |

6. Loans and Advances

Advances recoverable in cash, kind or value to be received are primarily towards prepayments for value to be received. Other advances represent deposit for office premises, telephone deposit, advance to architect, advance to contractors, advance for the purchase of commercial premises and deposits to the local authorities such as BMC, MSEB etc. An advance also includes loans to subsidiary and joint ventures.

7. Inventories (Work in Progress)

BSEL Infrastructure Realty FZE: The Work in Progress represent total 7 plots (D8, D9, D10, D11, D12, D13 and D14) purchased and construction work in progress at emirates city on emirates road, Ajman, United Arab Emirates as per Co-operation Agreement with respect to the case of 902 of 2009 in the Ajman Court between BSEL Infrastructure Realty and Dubai Tower the sum of Rs. 2,15,96,25,699/- (AED 119,669,660). Out of this Rs. 28,70,64,049/- (AED 15,906,857) relates to the work performed on the project, Interest Rs. 58,37,66,080/- (AED 32,347,776) and balance towards Penalty. Interest @ 9% p.a. is provided with retrospective effect from 22 May 2011 as per confirmation given by lawyer.

The above Properties are mortgaged to The Hong Kong and Shanghai Banking Corporation Limited, Singapore against guarantee given by the company up to an amount of Rs. 2,520,650,200/- (USD 38,000,000/-)

8. Trade Receivable

BSEL Infrastructure Realty FZE: The accounts receivable amounting to Rs. 349,30,21,321/- (AED 193,556,075) related to the project at Ajman, which was expected to be completed and handover to customer by December, 2011. However, this project is halted since previous four years. Based on current status of the project these accounts receivable not over due, considered good and receivable in full.

9. Trade Payable

BSEL Infrastructure Realty FZE: As per Co-operation Agreement with respect to the case of 902 of 2009 in the Ajman Court between BSEL Infrastructure Realty and Dubai Tower the sum of sum of Rs. 2,15,96,25,699/- (AED 119,669,660). Out of this Rs. 28,70,64,049/- (AED 15,906,857) relates to the work performed on the project, Interest Rs. 58,37,66,080/- (AED 32,347,776) and balance towards Penalty. Interest @ 9% p.a. is provided with retrospective effect from 22 May 2011 as per confirmation given by lawyer.

10. Other Current Liability

BSEL Infrastructure Realty FZE: The amount payable to the Hongkong and Shanghai Banking Corporation Limited (Security Trustee and Registered Agent for notes issued) towards devolvement of guarantee given by the company.

12. Inventories

The work in progress represent total 7 plots (D8, D9, D10, D11, D12, D13 and D14) purchased and construction work in progress at emirates city on emirates road, Ajman, United Arab Emirates. These are stated at cost as Value and Certified by the management. There is no movement in work in progress as this project is halted since 2011.

The above Properties are mortgaged to The Hongkong and Shanghai Banking Corporation Limited, Singapore against guarantee give by the company up to an amount of Rs. 2,520,650,200/- (USD 38,000,000/-) .

As per Co-operation Agreement with respect to the case of 902 of 2009 in the Ajman Court between BSEL Infrastructure Realty and Dubai Tower the sum of Rs. 2,15,96,25,699/- (AED 119,669,660). Out of this Rs. 28,70,64,049/- (AED 15,906,857) relates to the work performed on the project, Interest Rs. 58,37,66,080/- (AED 32,347,776) and balance towards Penalty. Interest @ 9% p.a. is provided with retrospective effect from 22 May 2011 as per confirmation given by lawyer.

13. Extraordinary Items

As per Co-operation Agreement with respect to the case of 902 of 2009 in the Ajman Court between BSEL Infrastructure Realty and Dubai Tower the sum of Rs. 2,15,96,25,699/- (AED 119,669,660). Out of this Rs. 28,70,64,049/- (AED 15,906,857) relates to the work performed on the project, Interest Rs. 58,37,66,080/- (AED 32,347,776) and balance towards Penalty. Interest @ 9% p.a. is provided with retrospective effect from 22 May 2011 as per confirmation given by lawyer. The amount payable to the Hongkong and Shanghai Banking Corporation Limited (Security Trustee and Registered Agent for notes issued) towards devolvement of guarantee given by the company.

14. Auditors Remuneration

(Amount in ₹)

| Particulars | Current Year 2015-2016 | Previous Year 2014-2015 |
|--------------------|---------------------------|----------------------------|
| Audit Fees | 2,51,326 | 3,86,107 |
| Tax Audit Fees | 45,000 | 45,000 |
| Income Tax | 25,000 | 25,000 |
| Other Services | 5,000 | 5,000 |
| Service Tax | 28,000 | 24,720 |
| Swachh Bharat Cess | 1,000 | - |
| TOTAL | 3,55,326 | 4,85,827 |

Auditors Fees is provided on annual basis.

15. Foreign Exchange Translation

Foreign Currency Transactions are recorded at the exchange rates prevailing on the date of transaction.

Subsidiary's accounts are consolidated at the exchange rate prevailing on the Balance Sheet date, any difference due to exchange rate is transferred to Capital Reserve for Foreign Currency Translation.

Exchange Rate considered at the time of consolidation of subsidiaries accounts is 1 AED = Rs. 18.04656, which was rate prevailing as on 31st March, 2016.

16. Current Tax

The Company has provided current tax on current profit by the company for the financial year ended on 31st March, 2016 amounting to Rs. 39,91,266/- (Previous Year tax liability: Rs. 21,54,350/-).

17. Additional Disclosures in Pursuant to Schedule VI Part II

(Amount in ₹)

| Income Related Disclosures | Current Year 2015-2016 | Previous Year 2014-2015 |
|--|---------------------------|----------------------------|
| Other Incomes: | | |
| Interest on Fixed Deposits | 1,79,25,730 | 1,43,40,732 |
| Miscellaneous Income, Rent, Interest & Other Income | 1,19,984 | 66,153 |
| Dividend Received | 12,85,606 | 6,42,972 |
| Profit/(Loss) on Sale of Shares (Including F & O Shares) | (43,43,962) | 40,73,738 |
| Profit on Sale of Property | - | 18,74,045 |

| Expenses Related Disclosures: | Current Year 2015-2016 | Previous Year 2014-2015 |
|--|---------------------------|----------------------------|
| Remuneration to Managing Director | 1,73,000 | 1,80,000 |
| Salary, Bonus and other Staff related Expenses | 30,23,792 | 38,35,997 |
| Travelling, Conveyance and Transportation | 2,52,646 | 2,19,741 |
| Telephone Expenses | 2,01,892 | 1,69,425 |
| Legal & Professional Fees | 8,28,912 | 13,37,621 |
| Printing & Stationery | 1,00,084 | 1,26,418 |
| Advertisement & Marketing Expenses | 95,098 | 1,06,170 |
| Office Expenses | 1,31,165 | 73,480 |
| Repairs & Maintenance | 1,70,310 | 54,469 |
| Repairs & Maintenance – Gujarat Project | 6,63,242 | 5,06,089 |
| Power & Fuel | 15,36,257 | 14,65,779 |
| Rent, Rates and Taxes | 8,28,838 | 6,91,061 |
| Bank Charges | 42,084 | 18,588 |
| Auditors Remuneration: | | |
| Statutory Audit Fees | 2,51,326 | 3,86,107 |
| Tax Audit Fees | 45,000 | 45,000 |
| Income Tax Matters and Consultancy Fees | 25,000 | 25,000 |
| Other Services | 5,000 | 5,000 |
| Service Tax | 28,000 | 24,720 |
| Swachh Bharat Cess | 1,000 | - |

18. Related Party Disclosures

Related Party Disclosures as required by AS-18 "Related Party Disclosures" are given below:

1. Individuals owning directly or indirectly an interest in the voting power that gives them control or significant influence:

| Name of the Party | Nature of Relationship |
|-------------------|------------------------|
| Kirit R. Kanakiya | – Director |

2. Key Management Personnel:

| Name of the Party | Nature of Relationship |
|---------------------|------------------------|
| Kirit R. Kanakiya | – Director |
| Disha R. Devrukhkar | – Whole-Time Director |

3. Other Related Parties and Nature of Relationship:

| | |
|---|--|
| (a) Nature of Relationship: | – Associate Concerns |
| (b) Name of the Parties | |
| (a) Beachcraft Investment & Trading Co. Pvt. Ltd. | (b) Blackmore Investment & Trading Co. Pvt. Ltd. |
| (c) Consistent Packagers Pvt. Ltd. | (d) Pleasant Packaging Co. Pvt. Ltd. |
| (e) Poornima Commercial Pvt. Ltd. | (f) Pravara Commercial Pvt. Ltd. |
| (g) Relaxed Packagers Pvt. Ltd. | (h) Orbit Plastics Private Limited. |
| (i) Timberhill Engineers Pvt. Ltd. | (j) KKR Commercial Brokerage, LLC |
| (k) Total Bizcon Solution Limited. | (l) Western Bizcon Services Ltd. |
| (m) Contact Consultancy Services Pvt. Ltd. | (n) Stock Watch Securities Pvt. Ltd. |
| (o) Stock Watch. | (p) Supreme Compliment Sdn. Bhd. |
| (q) BSEL Molek Sdn. Bhd. | (r) Jitovest Sdn. Bhd. |
| (s) Splendid Advisory Sdn.Bhd. | (t) BSEL Resources Sdn. Bhd. |

4. Subsidiaries and Joint Ventures:

(a) Wholly Owned Subsidiary/Sub-Subsidiary

1. BSEL Infrastructure Realty FZE

(b) Sub-Subsidiaries

1. BSEL Waterfront Sdn. Bhd.
2. BSEL Infrastructure Realty Sdn. Bhd.

(c) Joint Ventures

1. Goa Tech Parks Pvt. Ltd.

5. The Following transactions were carried out with the related parties in the ordinary course of business. Details regarding the parties referred to in items (1) to (4) above.

(₹ in Lakhs)

| Particulars | Key Management Personnel | Joint Ventures, Associates Concern & Sub-Subsidiaries | Total |
|--------------------------|--------------------------|---|--------|
| Managerial Remuneration | 1.73 | - | 1.73 |
| Loans and Advances Taken | 141.69 | - | 141.69 |
| Loans and Advances Given | - | 0.58 | 0.58 |

Note:

Inter-se transactions between parent company with subsidiaries and sub-subsidiaries (or vice versa) have not been reported in the above table. Also Inter-se transactions between subsidiaries with sub-subsidiaries (or vice versa) have not been reported in above table.

19. Earnings per Share

The earnings considered in ascertaining the Company's earnings per share comprise of the net profit after tax.

(₹ in Lakhs)

| | Particulars | Current Year 2015-2016 | Previous Year 2014-2015 |
|----|--|---------------------------|----------------------------|
| A. | Net Profit (Loss) after Tax | 41.65 | (491.41) |
| | Add: Excess Provision and refund of taxes of earlier years (Net) | - | - |
| | Net Profit for calculation of Earning per share (Numerator) | 41.65 | (491.41) |
| B. | Weighted Average Number of Equity Shares (Denominator) (Nos.) | 826.17 | 826.17 |
| C. | Basic and diluted Earning Per Share (A/B) (In Rupees) | 0.05 | (0.59) |
| D. | Nominal Value per Equity Share (In Rupees) | 10.00 | 10.00 |

20. Deferred tax

During the year, company has incurred losses and being losses in previous year too, the company management is not hopeful to generate the profit in near future. Hence company has not provided the DTA in previous year and all the net deferred tax liability has been transferred to profit and loss account.

| Particulars | As at 31.03.2016 (₹) | As at 31.03.2015 (₹) |
|--|-------------------------|-------------------------|
| Liability | | |
| Deferred tax liability related to fixed assets | | |
| Opening Balance | 47,07,932 | 38,54,808 |
| Less: Deferred Tax Liability/Assets reversed @30.90% | 12,87,158 | (8,53,124) |
| Net Deferred tax liability | 34,20,774 | 47,07,932 |
| Asset | | |
| Deferred tax assets on account of unabsorbed loss under the Income-tax Act, 1961 | - | - |
| Net deferred tax transferred to Profit & Loss | (12,87,158) | 8,53,124 |

21. Consolidated Financial Statements
Criteria for Preparation of Consolidated Financial Statements:

- BSEL Infrastructure Realty Limited has presented Consolidated Financial Statements by consolidating its own financial statements with those of its Subsidiaries and Sub-Subsidiaries in accordance with Accounting Standard 21 (Consolidated Financial Statements) issued by the institute of Chartered Accountants of India and also keeping in mind the provisions of Section 129 of the Companies Act, 2013.
- Financial Statements for the subsidiary is prepared in accordance with the generally accepted accounting principles & accounting policies of the Parent Company. The effect of inter-company transactions between consolidated companies/entities are eliminated in consolidation.

Principles of Consolidation:

- The Consolidated Financial Statements have been combined on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits and losses as per Accounting Standard 21-Consolidated Financial Statements issued by the Institute of Chartered Accountants of India.
- The difference between the costs of investments in the subsidiary company and the net assets is recognized in the financial statements as Capital Reserves for Foreign Currency Translation.
- Minority interest share of net profit/losses of subsidiaries consolidated for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to the shareholders of the company.
- The Consolidated financial statements comprises the net assets and operating results of the entities referred to above made up to 31st March each year. All inter-Company balances transactions and realized profits have been eliminated upon consolidation.

22. Independent confirmations from the accounts receivable at UAE has not been received.

23. Dues to Small Scale Industrial Undertakings

Due to Micro, Small, Medium Enterprises as defined under the MSMED Act, 2006 is Rs. Nil (Previous Year: Rs. Nil). This information has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

24. There are no amounts due and outstanding to be credited to Investor Education Protection Fund.

25. Employees Benefits**(a) Defined Contribution Plans**

The Group's Contribution paid/payable during the year towards provident fund is charged in the profit and loss account every year.

(b) Defined Benefit Plan

During the current Financial year Provisions of Rs. 63,749/- (Previous Year: Rs. 93,375/-) is made towards Gratuity liability as on 31.03.2016 under the payment of Gratuity Act,1972.

For BSEL Infrastructure Realty FZE: Employees Termination Benefits are provided as per SAIF zone Regulations.

26. Provision for Doubtful Debts

- i) There is no doubtful amount receivable from the parties; therefore no provision has been made towards Doubtful Debts in the books of accounts.
- ii) For Subsidiaries and Sub-Subsidiaries: Bad Debts are written off as and when they arise.

27. Prior Period Items

There are no Prior Period Items in the company for the current financial year.

28. Financial Instruments**i) Exchange Rate Risk:**

IN FZE since substantial portion of the transactions are designated in AED or in USD to which AED is fixed, there is no material exchange rate risk. All the figures of AED are converted in INR as on rate prevailing as on 31.03.2016 @ Rs. 18.04656.

ii) Credit Risk:

Financial assets, which potentially expose the company to concentrations of credit risk, comprise principally trade debtors. The company's bank balances are placed with high credit quality financial institutions.

iii) Interest Rate Risk:

Fixed Deposits and Bank facility (overdraft) are at floating rates at level.

iv) Fair Value:

As at the balance sheet date, the carrying amount of cash and bank balances, debtors and creditors approximated their fair value.

29. There is no employee drawing Salary of Rs. 2 Lakhs per month or more.

30. Contingencies

Contingent liability which can be reasonably ascertained are provided for if it is in the opinion of the Company the future outcome of the same may be detrimental to the company.

BSEL Infrastructure Realty FZE:

1. Establishment has received an amount of Rs. 2,140,415,642 (AED 118,605,188) from the customers against flats booked. As the construction has halted and in case of non completion of the project the establishment may have to refund the said amount to the customers. This also resulted in non recovery of balance amount from customers.
2. Legal Dispute: Litigation is in process (arbitration case in Ajman – case no. 903/2009) against the establishment relating to mutual disagreement about the General Construction Contract dated 27th November, 2007 and the contracts dated 4th October, 2008 and 05th January, 2008 regarding the construction and the maintenance of seven residential tower on the plot number D8, D9, D10, D11, D12, D13, D14 Helio region 3- Emirates City – Ajman.

31. All the Loans and Advances (Assets) and Current Assets and Current Liabilities are subject to confirmation from the respective parties.

32. There is no Unpaid Dividend Account balance as on 31st March, 2016.

33. Other additional information pursuant to Schedule III Part II of the Companies Act, 2013 are not applicable to the Company.

As per our Report of Even Date

For DEEPAK VEKARIA & ASSOCIATES

Chartered Accountants

Sd/-

CA Deepak Vekaria

Proprietor

Membership No. 35908

Place: Mumbai

Date: 30.05.2016.

For BSEL Infrastructure Realty Limited

Sd/-

Disha R. Devrukhkar

Whole-Time Director

DIN: 05156891

Sd/-

Kirit R. Kanakiya

Director

DIN: 00266631

SIGNIFICANT ACCOUNTING POLICIES**I BASIS FOR PREPARATION OF FINANCIAL STATEMENTS**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

The significant accounting policies adopted for the preparation of the financial statements are as follows:

(a) Use of Estimate

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure relating to contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include accounting for contract cost expected to be incurred, contract revenues, stage of completion, provisions, income taxes, useful lives of fixed assets etc. actual results could be different from those estimates.

(b) Revenue Recognition

Revenue from projects is recognized based on percentage completion method, which is determined on the basis of the stage of completion of ongoing projects on the Balance Sheet date. The stage of completion is determined based on progress of the work and estimation of the architects. Provision for estimation of losses, if any, on uncompleted contracts are recorded in the year in which such losses become probable based on the current estimates.

Dividends are recorded when the right to receive payment is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

(c) Fixed Assets

Fixed assets are stated at cost of acquisition minus the accumulated depreciation. Cost includes all expenses incurred to bring the asset to its present location and condition.

Advances paid towards acquisition of the fixed assets which have not been installed or put to use and the cost of the assets not put to use, before the year end, are disclosed under advance for purchase of assets.

(d) Inventories (WIP)

Inventories are valued at the lower of cost or net realizable value. Cost is determined on a first in first out basis and includes all applicable overheads in bringing the inventories to their present location and condition. Excise Duty arising on finished goods and Customs Duty on imported raw materials in stock (excluding stocks in the bonded warehouse) are treated as part of the cost of inventories.

Inventories (WIP) of FZE – Inventories are measured at lower of cost and net realizable value. Using weighted average method. Cost of inventories comprise all costs of purchase, and where applicable costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition. Net realizable value represents the estimated selling prices less all estimated costs to completion and estimated costs necessary to make the sale.

(e) Debtors

Trade receivables are stated at cost, being the fair value less impairment allowances. Allowances for impairment of trade receivables are established when there is objection evidence that the company will not be able to collect all amounts due according to the original term of receivables. The amount of impairment is recognized in the profit & loss.

(f) Taxation (For Subsidiaries)

The Company has provided the tax provision for the current year. A reconciliation of the statutory income tax rate to the effective income tax rate of the group of the company has not been presented as the company and its subsidiary has no chargeable income.

(g) Borrowing Costs

Borrowing costs that are attributable to the acquisition and construction of qualifying assets are capitalized as a part of the cost of the assets.

Other borrowing costs are recognized as an expense in the year in which they are incurred.

(h) Deferred Tax

Deferred tax asset or liability has been determined in pursuant to the AS-22-Accounting for taxes on Income.

(i) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating financing and investing activities of the company are segregated.

(j) Impairment of Assets

At each balance sheet date, the Company reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows expected from the continuing use of the asset and from its ultimate disposal are discounted to their present values using a pre-determined discount rate that reflects the current market assessments of the time value of money and risks specific to the asset.

For Subsidiaries and Sub-Subsidiaries: The assets are reviewed for impairment at each year end. An impairment loss is recognized in the statement of income if the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is higher of the value in use and the realizable amount of the asset.

II DEPRECIATION

Depreciation on tangible fixed assets is provided on written down value method at the rates and in the manner specified in Schedule II of Companies Act 2013.

BSEL Infrastructure Realty (FZE): The tangible fixed assets are stated at cost less accumulated depreciation and identified impairment loss, if any. The costs comprise of purchase price, levied, duties and any directly attributable costs of bringing the assets for its intended use. The cost is depreciated over the estimated useful lives on straight line basis.

III INVESTMENT

Current Investments are stated at lower of cost and fair value. The Long Term Investments in subsidiary and Sub-subsidiary are unquoted and stated at historical cost after deducting provisions recorded to recognize any decline, other than temporary, in the carrying value of the investment.

IV PROVIDENT FUND

Benefits of Provident Fund are received by the eligible employees, which is defined in contribution plan. Both the employees and the Company are making monthly contribution to this Provident Fund equal to specified percentage of the covered employees' salary.

V SEGMENT ACCOUNTING POLICIES

The company has only one segment of operation i.e. Infrastructure Activity in Local Market. So segment wise Income/Expenditure/Assets and Liabilities are not presented.

VI OTHER ACCOUNTING POLICIES

Other accounting policies are consistent with generally accepted accounting policies.

As per our Report of Even Date

For DEEPAK VEKARIA & ASSOCIATES
Chartered Accountants

Sd/-
CA Deepak Vekaria
Proprietor
Membership No. 35908

Place: Mumbai
Date: 30.05.2016.

For BSEL Infrastructure Realty Limited

Sd/-
Disha R. Devrukhkar
Whole-Time Director
DIN: 05156891

Sd/-
Kirit R. Kanakiya
Director
DIN: 00266631

BSEL INFRASTRUCTURE REALTY LIMITED

CIN: L99999MH1995PLC094498

(REGISTERED OFFICE: 737, 7TH FLOOR, THE BOMBAY OILSEEDS AND OILS EXCHANGE PREMISES CO-OP. SOCY. LTD., THE COMMODITY EXCHANGE, PLOT NO. 2, 3 & 4, SECTOR-19, VASHI, NAVI MUMBAI- 400 705)

ATTENDANCE SLIP

(To be presented at the entrance)

21st ANNUAL 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 to 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: | |
| E-mail 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: | E-mail ID: | |
| Address: | Signature: | |
| | | |

| | | |
|----------|------------|--|
| 2. Name: | E-mail ID: | |
| Address: | Signature: | |
| | | |

| | | |
|----------|------------|--|
| 3. Name: | E-mail 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 a.m. 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 31 st March, 2016 together with reports for the Director's and Auditor's thereon. | | |
| 2 | Re-appointment of Mr. Kirit Kanakiya (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. Dipal Muchhala (DIN: 06628759) as Independent Director for the period of 5 consecutive years up to September, 2021. | | |
| 5 | Appointment of Mrs. Disha Rajendra Devrukhkar (DIN: 05156891) as a Director, who is liable to retire by rotation and being eligible, offers himself for re-appointment. | | |
| 6 | Appointment of Mr. Anchit Kulkarni (DIN: 06548055) as Independent Director for the period of 5 consecutive years up to September, 2021. | | |
| 7 | Appointment of Mr. Himanshu Vaidya (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-Kurla Road, Andheri (E), Mumbai - 400 072