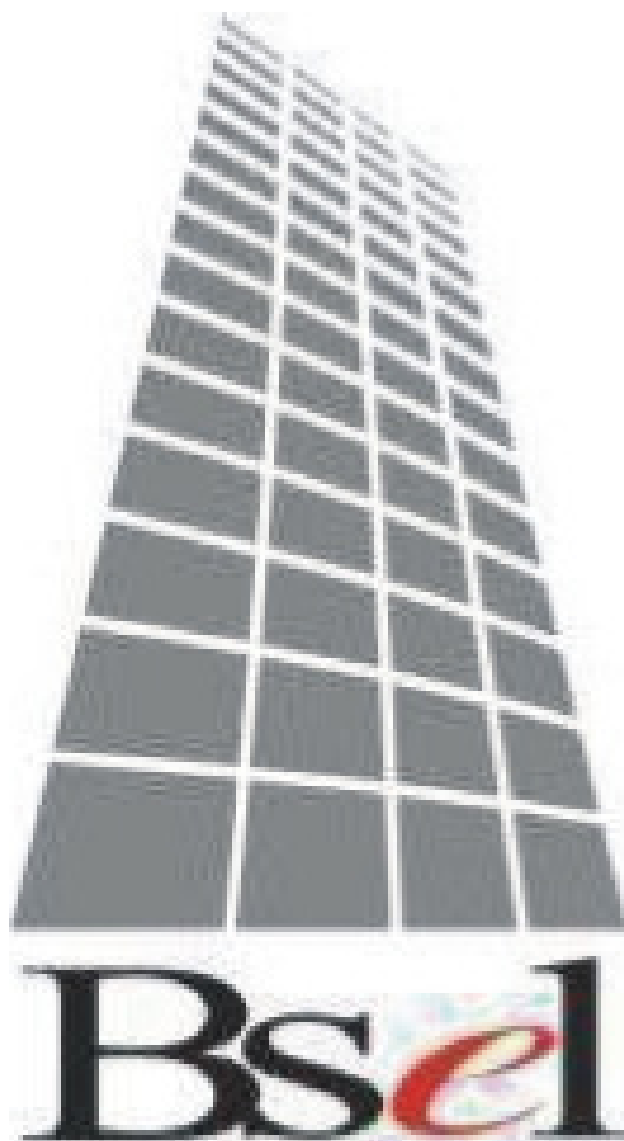


# BSEL INFRASTRUCTURE REALTY LIMITED



**27<sup>TH</sup> ANNUAL REPORT  
2021-22**

**BSEL INFRASTRUCTURE REALTY LIMITED****BOARD OF DIRECTORS**

Kirit R. Kanakiya	Executive Director
Usha Gupta	Non-Executive Independent Director
Deepa Jani	Non-Executive Independent Director
Vipul Chauhan	Non-Executive Independent Director
Bhavik Ajay Soni	Executive Director

**KEY MANAGERIAL PERSONNEL**

Kirit R. Kanakiya - Chief Executive Director  
 Bhavik Ajay Soni - Chief Financial Officer  
 Alpa Hakani - Company Secretary

**REGISTERED OFFICE**

737, 7<sup>th</sup> Floor, The Bombay Oil Seeds &  
 Oil Exchange Premises Coop. Soc. Ltd.,  
 The Commodity Exchange,  
 Plot No. 2, 3 & 4, Sector 19A,  
 Vashi, Navi Mumbai – 400 705  
 Tel: +91 22 65123124/+91-22-27844401  
 CIN: L99999MH1995PLC094498  
 E-mail: complianceofficer@bsel.com  
 Website: www. bsel.com

**UAE**

Sharjah Airport Int. Zone, 17-03,  
 SAIF Plus, R4-07/A  
 P. O. Box No.121525,  
 Sharjah, UAE

**MALAYSIA**

Susur Dewata,  
 Jalan Deata  
 Larkin Perdana,  
 80350 Johor Bahru

**REGISTRAR & SHARE TRANSFER AGENT**

Link Intime India Pvt. Ltd.,  
 Registered Office: C101, 247 Park, LBS Marg,  
 Vikhroli (West), Mumbai- 400 083.

**AUDITORS**

C.A. Ronak Gada, Partner  
 M/s. Gada Chheda & Co. LLP,  
 Chartered Accountants

**Secretarial Auditors:**

CS Sunita Dube  
 M/s. Sunita Dube & Associates  
 Practicing Company Secretaries

**BANKERS**

Axis Bank Limited  
 RBL Bank Ltd  
 Bank of Baroda, UAE

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

**Notice** is hereby given that the Twenty-Seventh Annual General Meeting of the Members of BSEL Infrastructure Realty Limited (CIN: L99999MH1995PLC094498) will be held on Wednesday, 28<sup>th</sup> September, 2022 at 9.30 A.M. at 737, 7th Floor, The Bombay Oil Seeds & Oils Exchange Premises Co-operative Society Ltd., The Commodity Exchange, Plot Nos. 2, 3 & 4, Sector 19, Vashi, Navi Mumbai, Maharashtra – 400705 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - (a) The Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022, the Reports of the Board of Directors and Auditors thereon; and
  - (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022, the Reports of the Auditors thereon.
2. To consider, and, if thought fit, to pass following resolution, with or without modification, as **Ordinary Resolution**:  
**“RESOLVED THAT**, the consent of the Board of Directors of the Company be and is, hereby, accorded to appoint Mr. Bhavik Ajay Soni (DIN: 08940749), who is liable for retirement by rotation and, being eligible, has offered himself for re-appointment, as the Director of the Company.”

**SPECIAL BUSINESS:****3. To approve Material Related Party Transaction(s) during Financial Year 2022-2023**

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

**“RESOLVED THAT** pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, and subject to such other Regulations, Guidelines and Laws (Including any statutory modifications or re-enactment thereof for the time being in force) the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) to be entered into with the parties attached in the respective explanatory notes for the Financial Year 2022-2023 for and amount not exceeding the limit as detailed below at arm's length basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

**RESOLVED further that** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**4. Regularization of Additional Director, Mr. Santosh Sambhu Tambe (DIN: 09668177) as Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of section 149, 152 and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 159 of Articles of Association of the Company and other applicable laws, Mr. Santosh Sambhu Tambe (DIN: 09668177), who was appointed as an Additional Director w.e.f. 04<sup>th</sup> August, 2022 by the Board of Directors pursuant to Section 161 of the Act and who holds office up-to the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as an Executive, Director of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**5. Re-appointment of Mr. Santosh Sambhu Tambe (DIN: 09668177) as a Managing Director of the Company and revision in terms of his remuneration.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Santosh Sambhu Tambe (DIN: 09668177) as a Managing Director of the Company for a period of five (5) years from October 01, 2022 to September 30, 2027 on the terms and conditions of re-appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid.

**RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) be and are hereby authorised to do all such acts deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution.”

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

Sd/-  
**Bhavik Ajay Soni**  
CFO, Director  
DIN: 08940749

Place: Navi Mumbai

Date: 05/09/2022

#### 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 22<sup>nd</sup> September, 2022 to 28<sup>th</sup> September, 2022.
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, Link Intime India Pvt Ltd., C101, 247 Park, LBS Marg, Vikhroli (West), Mumbai- 400 083 and in case their shares are held in the Dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
3. The Equity Shares of the Company are listed on the Bombay Stock Exchange Ltd. (BSE), 25<sup>th</sup> Floor, Sir. P. J. Towers, Dalal Street, Mumbai-400 001. The listing fee up to 31st March, 2022 has been paid by the Company. The ISIN Number of the Company is: INE395A01016
4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Director, so as to reach the Registered Office of the Company at least Seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.
6. On Dematerialization of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (Dematerialized) form, the Members are given an option of nomination at the time of opening a Demat account. If no nomination is made at the time of opening the Demat account, they should approach their respective Depository Participant.
7. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (“MCA”), Government of India, through its Circular nos. 17/2011 and 18/2011, dated 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 kiritbsel@gmail.com.
8. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for attending the meeting.

9. Members are requested to bring their copy of Annual report to the meeting.
10. In terms of circular no. MRD/DoP/Cir-05/2010 dated 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 e-mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at [kiritbsel@gmail.com](mailto:kiritbsel@gmail.com)
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. Ms. Sunita Dube, Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received at the Annual General Meeting) in a fair and transparent manner.
14. Any person, who acquires shares of the Company and becomes member of the Company after of the notice and holding shares as of the cut-off date i. e. 21st September, 2022, may obtain the login ID and password by sending a request at [www.evotingindia.com](http://www.evotingindia.com) or Issuer/RTA.

**15. 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 25<sup>th</sup> September, 2022 (9.00 a.m. IST) till 27<sup>th</sup> September, 2022 (05.00 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 28<sup>th</sup> September, 2022.
- vii) The Board of Directors at their meeting have appointed Sunita Dube, of M/s. Sunita Dube & Associates, Company Secretaries, 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/alterd.

**ix) PROCESS OF E-VOTING:**

**The instructions for shareholders voting electronically are as under:**

- (a) The voting period begins on 25<sup>th</sup> September, 2022 at 9.00 a.m. and ends on 27<sup>th</sup> September, 2022 at 5.00p.m. During this period shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date (record date) of 21<sup>st</sup> September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (c) Click on Shareholders tab.
- (d) Now Enter your User ID
  - i) For CDSL: 16 digits beneficiary ID,

- ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (g) If you are a first-time user follow the steps given below:

**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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.</li> </ul>
<p>Dividend Bank Details</p> <p><b>OR</b></p> <p>Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the Member ID/Folio Number in the Dividend Bank details field as mentioned in instruction (d).</li> </ul>

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for BSEL INFRASTRUCTURE REALTY LIMITED on which you choose to vote.
- (l) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (q) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (r) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android-based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (s) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (t) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
16. The e-Voting period commences on 25<sup>th</sup> September, 2022 (9.00 a.m.) and ends on 27<sup>th</sup> September, 2022(5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date i. e. 21<sup>st</sup> September, 2022 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.
17. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 21<sup>st</sup> September, 2022.
18. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on 21<sup>st</sup> September, 2022 and not casting their vote electronically, may cast their vote at the Annual General Meeting.
19. 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](http://www.bsel.com) and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company on 28<sup>th</sup> September, 2022 and communicated to the BSE Limited and National Stock Exchange of India Limited.

**EXPLANATORY STATEMENT**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 3 and 5 of the accompanying Notice dated 05/09/2022.

**Item No. 3**

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds `1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1) (zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

Details of the proposed RPTs between the Company and related parties, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

**Details of Related Party Transaction**

Sr. No.	Particulars	Amount
1.	Director Sitting Fees for 5 Directors	1,00,000.00
2.	Remuneration to CFO- Bhavik A Soni	1,95,000.00
3.	Remuneration to Santosh Tambe from Aug-22 (Monthly 27000+One Bonus)	2,43,000.00
4.	BSEL Infrastructure Realty FZE (WOS) Audit Fees	15,000.00
	<b>Total</b>	<b>5,53,000.00</b>

**Note:** Transactions for Investment and Loans given to BSEL Infrastructure Realty FZE (WOS) will be as per half yearly closing rate of AED in to INR as on 30.09.2022 and 31.03.2023 respectively.

Details to be placed before Members in line with the SEBI Circular are given below:

Sr. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction;	Nil
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	No New Loan, deposit or Investment during the year with related party.
3.	Tenure of the proposed transaction (particular tenure shall be specified);	Nil
4.	Value of the proposed transaction;	Not Applicable
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Not Applicable
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, i) nature of indebtedness; ii) cost of funds; and iii) tenure; iv) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	No such Transactions during the year.



7.	Justification as to why the RPT is in the interest of the listed entity	Not Applicable
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered e-mail address of the shareholders;	Not Applicable

**Item No. 4**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, Mr. Santosh Sambhu Tambe as an Additional Director of the Company with effect from 04<sup>th</sup> August, 2022. In terms of the provisions of Section 161(1) of the Act, Mr. Santosh Sambhu Tambe would hold office up to the date of the ensuing Annual General Meeting (AGM). The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Santosh Sambhu Tambe for the office of Director of the Company.

Mr. Santosh Sambhu Tambe is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

**Item No. 5**

Mr. Santosh Sambhu Tambe is one of the employees and Additional Director of the Company and has been associated with the Company for more than decades. With keen business acumen and strategic planning skills, he has contributed immensely in shaping the long-term vision and mission, The Board of Director of the Company at its meeting held on 04<sup>th</sup> August, 2022 and on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members, approved the re-appointment of Mr. Santosh Sambhu Tambe as Managing Director for a period of 5 years. Mr. Santosh Sambhu Tambe satisfies all the conditions set out in Para – I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being re-appointed as Directors in terms of Section 164 of the Act period from October 01, 2022 to September 30, 2027; on the terms, conditions and remuneration specified hereunder as well as in the draft appointment letter to be issued to him in this regard as per the copy now placed before the Board.

A brief profile of Mr. Santosh Sambhu Tambe, including nature of expertise, is provided on page no. 9 of this report

**I. Period- From 01<sup>st</sup> October, 2022 to 30<sup>th</sup> September, 2027****II. Remuneration****(a) Salary:**

Current Salary of Rs. 27000/-per month; The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the “NRC”) and will be performance-based and take into account the Company’s performance as well, within the said maximum amount.

**(b) Benefits, Perquisites & Allowances:****Details of Benefits, Perquisites and Allowances are as follows:**

- i) Telecommunication facility as per Rules of the Company.
- ii) Housing loan facility as per Rules of the Company.
- iii) Leave Travel Concession/Allowance,
- iv) Other Allowances,
- v) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company
- vi) Leave and encashment of unavailed leave as per the Rules of the Company.

**Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Santosh Sambhu Tambe, the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 5 years, by way of Salary, Benefits, Perquisites and Allowances and Performance linked bonus as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

### III. Nature of Duties

The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mr. Santosh Sambhu Tambe.

#### CONTACT DETAILS:

<b>Company</b>	<b>BSEL INFRASTRUCTURE REALTY LTD.</b> <b>CIN: L99999MH1995PLC094498</b> 737,7TH Floor, The Bombay Oil Seeds & Oils Exchange Premises Co-operative Society Ltd, The Commodity Exchange, Plot No. 2,3 & 4, Sector 19-A, Vashi, Navi Mumbai, Maharashtra ,400705. Tel. /Fax: 022-27844401 E-mail: investorgrievance@bsel.com Website: www.bsel.com
<b>Registrar &amp; Share Transfer Agency</b>	<b>Link Intime India Pvt Ltd.</b> <b>Registered Office:</b> C101,247 Park, LBS Marg, Vikhroli (West), Mumbai- 400 083 Tel: 022 4918 6000 E-mail: mumbai@linkintime.co.in Website: www.linkintime.co.in
<b>Remote E-Voting Agents</b>	<b>Central Depository Services (India) Limited</b> 17th Floor, P J Towers, Dalal Street, Mumbai-400001 Contact: toll free- 1800-200-5533 E-mail: complaints@cdslindia.com
<b>Scrutinizer</b>	<b>Ms. Sunita Dube, Proprietor</b> <b>(ACS: 48556, COP: 17708)</b> <b>M/s. Sunita Dube &amp; Associates</b> G-50, Ground Floor, Cine Wonder Mall, Kapuravadi Thane, Thane West-400607: (M) +919967790055 E-mail: cssunitadube@gmail.com

Details as required under Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are stated as under:

<b>Name of Director</b>	Mr. Bhavik Ajay Soni
<b>DIN</b>	08940749
<b>Brief resume</b>	He is a Post Graduate and holds specialization in Customs, Import & Export Management and Taxation Management. He also holds expertise in Goods and Services Tax (GST) related matters including Monthly /Quarterly compliances and Auditing.
<b>Date of birth (Age in years)</b>	17/07/1989 (33 Years)
<b>Qualifications</b>	M.Com.
<b>Expertise in specific functional areas</b>	Income Tax and GST
<b>Date of first appointment on the Board</b>	31/10/2020
<b>Term and conditions of Re-Appointment</b>	At the 26th AGM held on September 25, 2021, he was appointed as Director, eligible to retire by rotation has now offered herself for re-appointment
<b>Details of shareholding in the Company</b>	Nil