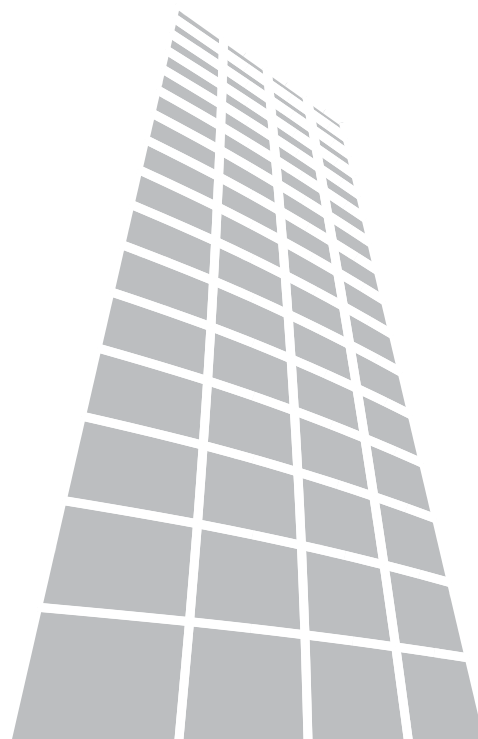


BSEL Infrastructure Realty Limited

16th ANNUAL REPORT
2010-2011
(Abridged)



Bsel

BSEL INFRASTRUCTURE REALTY LIMITED

BOARD OF DIRECTORS

Kirit R. Kanakiya	Non Executive Chairman
Dharmendra Raichura	Managing Director
Vijay Jain	Non-Executive Independent Director
Hitesh Vora	Non-Executive Independent Director
Vijay Chauhan	Executive Director

COMPLIANCE OFFICER

Dharmendra Raichura

REGISTERED OFFICE

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

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. Avinash T. Jain, Partner
M/s. Raju and Prasad, Chartered Accountants

ADVISORS

P.V. Bambolkar & Co.
Fortress Financial Services Limited

REGISTRAR & DEPOSITORY FOR GDRs

The Bank of New York,
New York Branch, 101, Barclay Street,
21st Floor, New York, NY 10286 USA

BANKERS

State Bank of India
Bank of Baroda, UAE
Ajman Bank
AXIS Bank Limited
Mashreq Bank
Emirates Islamic Bank
IDBI Bank Ltd.

UAE

Sharjah Airport Int. Zone,
P.O.Box No.8729,
Sharjah, UAE

MALAYSIA

17-03, Susur Dewata,
Jalan Dewata,
Larkin Perdana,
80350 Johor Bahru

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DIRECTORS' REPORT

Dear Members,

Your directors are pleased to present their 16th Annual Report, to the members, on the business and operations of BSEL Infrastructure Realty Limited (hereafter referred to as 'BSEL') together with the Audited Abridged financial statements i.e. Abridged Balance Sheet, Abridged Profit & Loss Account, (hereafter referred to as financial statements, Balance Sheet, Profit and Loss account), notes thereto and reports thereon, for the financial year ended 31st March 2011.

FINANCIAL HIGHLIGHTS OF BSEL INFRASTRUCTURE REALTY LTD.

(₹ In lacs)

Particulars	Consolidated		Standalone	
	2011	2010	2011	2010
Year ended March 31				
Total Income	244.22	3,289.96	145.16	267.77
Total Expenditure (including adjustments)	(749.30)	(2,814.16)	(362.20)	(475.82)
Profit/(Loss) before Tax and Extra- ordinary Items	(505.08)	475.80	(217.04)	(208.05)
Extra Ordinary Items	NIL	(379.90)	NIL	(296.89)
Profit/(Loss) before Tax	(505.08)	95.90	(217.04)	(504.94)
Provision for deferred tax	(37.29)	(9.03)	(37.29)	(9.03)
Profit/(Loss) After Tax – Transferred to Balance Sheet	(542.37)	86.87	(254.33)	(513.97)

Review of Operations

Stand alone income for the year under review is ₹ 145.16 lacs and the stand alone net loss is ₹ 254.33 lacs. Company was able to minimize its loss as compared to the last year's standalone loss. The company had to suffer with a consolidated loss of ₹ 542.37 lacs due to its cautious approach with intention to maintain its liquidity position intact.

Dividend

The Loss occurred in the year compelled the Directors of the Company to not declare any dividend for the Financial year ended on March 31, 2011.

Share capital

The share capital of the Company remained unchanged during the year under review. The total paid up Equity Share Capital of the Company is comprised of 82,616,840 Equity Shares of ₹ 10/- each.

Global Depository Receipts

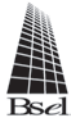
During this financial year 1,274,473 GDRs have been converted into shares. 183,647 GDRs have not been converted till date.

Quality assurance

Your Company is an ISO 9001:2008 Company. The Company firmly believes in the pursuits of excellence in this ever growing infrastructure and realty sector. Our focus has been on providing consistently quality products and services to our clients. We have maintained ISO 9001 status since 2003.

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 alongwith the statement pursuant to section 212 of the



Companies Act, 1956 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 form part of the annual report.

Depository systems

The Company continues with its arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of securities in accordance with the provisions of the Depositories Act, 1995. With this, the members have an option / discretion to hold demated shares with NSDL and / or CDSL.

Directors

Mr. Dharmendra Raichura is reappointed as the Managing Director of the Company in the meeting of Board of Directors held on June 30, 2011 for the period of one year with effect from June 30, 2011 to June 29, 2012. The reappointment is subject to the approval of Members of the Company in ensuing Annual General Meeting.

Mr. Hitesh Vora, Non – Executive and Independent Director, retires at this annual general meeting by rotation and being eligible offers himself for reappointment. The board recommends the reappointment of Mr. Hitesh Vora as a Non-Executive and Independent Director of the Company.

The Board, in its meeting held on June 16, 2011, appointed Mr. Vijay Chauhan as an Additional Executive Director. His appointment is subject to the approval of Members of the Company in ensuing Annual General Meeting. Profile of Mr. Vijay Chauhan is given in explanatory statement forming part of notice of AGM for reference of Member.

Mr. Abbas Lakdawalla, Non-executive Independent Director, due to personal reasons, has resigned from the office of Director of BSEL as on 14th February, 2011. The reporting formalities in this respect have been complied with.

Directors' responsibility statement

As required under section 217 (2AA) of the Companies Act, 1956, your directors confirm that:-

1. In the preparation of the Annual Accounts for the financial year 31 March 2011, the applicable accounting standards have been followed.
2. The directors have selected such accounting policies and applied them consistently and made judgements 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 on 31 March 2011 and of the Profit & Loss of the Company for the year ended 31 March 2011.
3. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The directors have prepared the annual accounts for the year under review on a going concern basis.

Corporate governance

A detailed report on corporate governance is forming part of this annual report. Certificate of the statutory auditors of the Company regarding compliance with the provisions of corporate governance as stipulated in clause 49 of the listing agreement is also provided in the corporate governance report.

Management Discussion and Analysis

During the year under consideration, BSEL has suffered a loss. But the Company was able to reduce the loss in Indian functions, as compared to the loss occurred in the last financial year.

In projects across India, the Hotel and Hospitality project - Narmada Nihar at Kevadia, Gujarat has been able to attend break even in the year under review. BSEL is looking out for the feasible and profitable projects to invest in Infrastructure and real estate sector.

In UAE, real estate industry of the entire country has sunk and we have been affected very badly. The company is still struggling to come out of the aftershocks of collapse in real estate industry of the country.

BSEL, a zero debt company, has been able to maintain its liquidity throughout the year.

Deposits

The Company has not invited or accepted from public or its employees any deposits in terms of provisions of section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975 and therefore no amount of principle or interest was outstanding to be paid as of the balance sheet date.

Auditors

M/s Raju & Prasad, Chartered Accountants, Mumbai, who hold the office of the Statutory Auditors of the Company, retire at the conclusion of the Annual General Meeting and are eligible for reappointment. The Company has received a letter from them consenting to act as Statutory Auditors if appointed and that their appointment will be in terms with section 224 (1) (b) of the Companies Act, 1956. The audit committee has recommended their appointment for the office of Statutory Auditors of the Company. The necessary resolution is being placed before the shareholders for approval.

Comments on Auditor's Report

With reference to the comments given by the auditors on the auditors report on accounts of the Company, the management's explanations have been suitably made in the notes to accounts of the balance sheet and profit and loss account and are self explanatory.

Particulars of employees

As required by the provisions of section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, no employee is drawing remuneration at or above the limits mentioned therein.

Conservation of energy, research & development, technology absorption, foreign exchange earnings and outgo

Disclosure under section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rule, 1988 are as follows:

Conservation of Energy:

The operations of the Company are not energy intensive. Adequate measures, have, however been taken to conserve and reduce the energy consumption.

Technology absorption:

No technology has been developed and / or imported by way of foreign collaboration.

Foreign exchange earnings and outgo:

There were no foreign exchange earnings or outgo during the year under review.

Forward Looking Statement

Statements which are based on and describe about management's expectations, estimates, projections, objectives, intentions and assumptions are forward looking statements. Words such as "expects," "anticipates," "plans," "believes," "scheduled," "estimates" and variations of these words and similar expressions are intended to identify forward-looking statements, which include but are not limited to projections of revenues, earnings, segment performance, cash flows. Forward-looking statements are made pursuant to the Companies Act, 1956, securities laws and all other applicable acts, statues, rules and regulations as amended from time to time. These statements are not guarantees of future performance and involve certain risks and uncertainties, which are difficult to predict. Therefore, actual future results and trends may differ materially from what was forecasted in forward-looking statements, expressed or implied.

All forward-looking statements speak only as of the date of this report or, in the case of any document incorporated by reference, the date of that document. All subsequent written and oral forward-looking statements attributable to the Company or any person acting on the Company's behalf are qualified by the cautionary statements in this section. The Company does not undertake any obligation to update or publicly release any revisions to forward-looking statements to reflect events, circumstances or changes in expectations after the date of this report.

Acknowledgment

The directors sincerely appreciate the contributions made by all employees and business associates who have supported the company to stand firmly in the critical and challenging situations of emerged out of economic crisis. The directors are also thankful for the co-operation, support and assistance received from banks, investors, customers, central and state government departments, local authorities, vendors, strategic alliance partners and all other associated with the activities of the Company. The directors would also like to acknowledge the continued support of the Company's shareholders.

For and on behalf of the Board

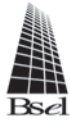
Place : Navi Mumbai

Date : 11.08.2011

Sd/-

Kirit Kanakiya

Chairman



REPORT ON CORPORATE GOVERNANCE

Corporate Governance - BSEL's Philosophy

Corporate governance has succeeded in attracting a good deal of public interest because of its apparent importance for the economic health of corporations and society in general. BSEL firmly recognises that observance of Corporate Governance is an integral part of an organisational system as it's a key for an indeed important harmonised relationship among stakeholders of the company. Keeping eye on this, BSEL endeavours to adopt infallible policies for corporate governance to be implemented in the interest of stakeholders which ultimately benefits to organisation also.

Board of Directors

The Board of Directors, an apex body formed by the shareholders and entrusted with the responsibility to serve and protect the overall interests of stakeholders. Making allowance for this, BSEL always endeavoured to have righteous board panel composed of eminent personalities in various fields.

During the financial year under consideration, the Board was having an optimum combination of Executive, Non-Executive and Independent Directors as required by the clause 49 of Listing Agreement.

Mr. Vijay Chauhan has been appointed as an additional Executive Director of the Company on 16th June, 2011. His appointment is subject to the approval of members in the ensuing Annual General Meeting.

Information placed before the Board

- Operating and financial plans for its review, modifications and necessary approvals;
- Quarterly results and half yearly statements of Assets and Liabilities of the Company;
- Minutes of meetings of audit committee and other committees of the board;
- Changes in Board of Directors and Management of the Company including core management of subsidiary.
- Change in registered office of the Company
- Details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material;
- Details about dividend data;
- General notices of interest of directors.
- Details of Investment made by the company and plans for further investment
- Opportunities available for Raising funds, if required, for the operations of the company

The board met 6 (six) times during the year under review and the dates of such meetings are as follows:

(1) 3rd May, 2010; (2) 29th May, 2010; (3) 11th August, 2010; (4) 23rd August, 2010; (5); 13th November, 2010; (6) 31st January, 2011.

The below given detailed table describes about attendance of Directors at Board Meetings and Annual General Meeting held during the last financial year. Further, it also provides with shareholding in and details of Memberships and Chairmanships of Committees of BSEL and Directorships in other companies.

Name of Directors	Kirit R. Kanakiya	Dharmendra Raichura	Vijay Jain	Abbas Lakdawalla	Hitesh Vora
Category	Promoter Director, Non Executive Chairman	Managing Director	Non – Executive Independent Director	Non – Executive Independent Director	Non – Executive Independent Director
Date of appointment	1 st April 1998	30 th June 2006	23 rd February 2004	30 th June 2006 (resigned on 14.02.2011)	31 st August 2001
Directorship in other companies	2	0	0	0	0
Chairmanship / Membership in committees of board of other companies	0	0	0	0	0
No. of board meetings attended	4	5	4	4	4
Attendance at last AGM	YES	YES	YES	NO	YES
No. of shares held as on 31 st March 2011	4,942,180	NIL	NIL	NIL	6,500
Director Identification Number	00266631	00371160	00594901	00037416	00342768

Notes:

1. Mr. Vijay Chauhan has been appointed as an Additional Executive Director of the Company in the Board Meeting held on June 16, 2011. His appointment is subject to the approval of members in an ensuing Annual General meeting. His profile is given in the Explanatory statement forming part of Notice of ensuing AGM.
2. None of the independent directors have any pecuniary interest or relationship with the Company apart from sitting fees that they are entitled to receive.
3. The Directorship does not include directorship in private companies / foreign companies.
4. None of the directors is member of more than ten committees and has acted as chairman in more than five committees at any point of time.

Audit Committee**Brief description of terms of reference**

To oversee and direct the financial reporting system along with the disclosure process of the Company, it has constituted Audit committee of three Directors on the Board and is chaired by an Independent Director; thereby the company is complying with the terms of clause 49 (II) (A) of the listing agreement and section 292A of the Companies Act, 1956.

The role and terms of reference, authority and powers of audit committee are in conformity with the Companies Act, 1956 and listing agreement.

- Ensuring compliances with accounting standards and Generally Accepted Accounting Principles (GAAP) adopted for preparation of individual and consolidated financial statements;
- Verifying that internal information gathering and control procedures are properly applied;
- Ensuring the quality and relevance of information provided to the shareholders of the Company;
- Reviewing drafts of quarterly, half yearly and annual financial statements submitted to it by the chairman of the Board before they are submitted to the Board of Directors;
- Reviewing drafts of managements reports, activity and income tables and all accounts drawn up for specific purposes;
- Ensuring that the procedures comply adequately with relevant and financial institutions and stock exchanges;
- Meeting with statutory auditors to discuss the compliances by the Company of various accounting standards, recommending their appointment and fixation of their remuneration;
- Discuss and study the working plan of the Company and providing suitable recommendations to the board and the management;
- Reviewing the utilisation / application of the proceeds of the funds raised through issue of securities;
- Analyse the system and procedures used to prepare the financial statements;
- Access the internal control system of the Company and check that the procedures are driven towards transparency, accountability and accuracy;
- Reviewing Company's risk management policies etc.

Composition, name of members and chairperson

In compliance with provisions of listing agreement, the audit committee is comprised of three directors and is chaired by the independent director of the Company. The details of composition of the meeting have been provided hereunder.

Sr. No.	Name of the member	Designation	No. of Meetings Attended
1.	Mr. Vijay Jain	Chairman	3
2.	Mr. Hitesh Vora	Member	4
3.	Mr. Abbas Lakdawalla *	Member	4
4.	Mr. Kirit Kanakiya**	Member	NIL

*Mr. Abbas Lakdawalla ceased to be member of Audit Committee as he tendered resignation from the Office of Board of Directors of BSEL on February 14, 2011

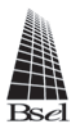
**The Board of Directors of BSEL reconstituted the Audit committee by appointing Mr. Kirit Kanakiya as member of the Audit Committee in the its meeting held on January 31, 2011.

Meetings and attendance during the year

During the year, four meetings of audit committee were held, the dates thereof and attendance therein are as described hereunder meetings of audit committee: (1) 29th May, 2010; (2) 11th August, 2010; (3) 13th November, 2010; (4) 31st January, 2011.

Remuneration committee**Brief description of terms of reference**

The remuneration committee has been formed with an intention to direct and guide the board in framing its Remuneration policy, compensation structure viz., monetary and non-monetary benefits to be paid to the Executive Directors including Managing Director and the top management of the company. It also undertakes to review the same from time to time.



The details of composition of Remuneration Committee and attendance at meetings of the remuneration committee are as follows:

Sr. No.	Name of the member	Designation	No. of Meetings Attended
1.	Mr. Vijay Jain	Chairman	1
2.	Mr. Hitesh Vora	Member	1
3.	Mr. Abbas Lakdawalla*	Member	1
4.	Mr. Kirit Kanakiya**	Member	NIL

*Mr. Abbas Lakdawalla ceased to be member of Remuneration Committee as he tendered resignation from the Office of Board of Directors of BSEL on February 14, 2011

**The Board of Directors of BSEL reconstituted the Remuneration committee by appointing Mr. Kirit Kanakiya as member of the Audit Committee in the its meeting held on January 31, 2011.

Committee met once in the year under consideration. This meeting was held on 29th May, 2010.

Remuneration policy

The remuneration policy in respect of remuneration to Executive Directors and top management of the Company of the Company is in conformity with section 198, 269, 309, 310 and schedule XIII of the Companies Act, 1956

Details of remuneration to all directors

The non-executive directors of the Company receive only sitting fees for the meetings attended by them. The Managing Director of the Company receives a salary from the company for his services rendered to the company.

The details of remuneration paid to all the directors is as follows:

Sr. No	Name of the Director	Category	Remuneration (in ₹)	Nature of Remuneration
1.	Mr. Dharmendra Raichura	Managing Director	900,000	Salary including perquisites
2.	Mr. Kirit R. Kanakiya	Chairman, Non-executive director	20,000	Sitting Fees
3.	Mr. Abbas Lakdawalla	Non-executive, independent director	20,000	Sitting fees
4.	Mr. Hitesh Vora	Non-executive, independent director	20,000	Sitting fees
5.	Mr. Vijay Jain	Non-executive, independent director	20,000	Sitting fees

Shareholders' and investors' grievances committee

The scope of Shareholders' and investors' grievances committee expands to the redressal of shareholders' and investors' grievances received directly at the office of the company or to the R&T Agent or through other regulatory authority like stock exchange, SEBI, etc. The committee, in concert with the Registrar and Transfer Agent of the Company, M/s Sharex Dynamic (India) Pvt. Ltd. undertakes transfer and transmission of the shares of the company, issuance of duplicate share certificate, renewal of dividend warrants, issuance of fresh dividend warrant or pay orders as the case may be, resolving all other issues regarding shareholders' and investors' grievances.

The composition of committee and details of attendance of committee meetings are described in following chart:

Sr. No.	Name of the Member	Designation	No. of Meetings Attended
1.	Mr. Vijay Jain	Chairman	1
2.	Mr. Hitesh Vora	Member	1
3.	Mr. Abbas Lakdawalla*	Member	1
4.	Mr. Kirit Kanakiya**	Member	NIL

*Mr. Abbas Lakdawalla ceased to be member of Remuneration Committee as he tendered resignation from the Office of Board of Directors of BSEL on February 14, 2011

**The Board of Directors of BSEL reconstituted the Remuneration committee by appointing Mr. Kirit Kanakiya as member of the Audit Committee in the its meeting held on January 31, 2011.

Mr. Vijay Jain, non-executive and independent director heads the committee.

Shareholders' and investors' grievances committee met once on May 29, 2010 in the financial year under consideration.

Name and designation of the compliance officer

Mr. Dharmendra Raichura, Managing Director of the Company, is acting as a compliance officer of the Company. The email IDs of the compliance officer is dharmendra@bsel.com as well as complianceofficer@bsel.com have been designated for the purpose of registering investor's complaints and other follow up actions.

Number of shareholders' complaints received

The Company received 4 (four) complaints during the financial year and all the complaints were duly resolved. No complaints were pending to be resolved at the end of the year.

General body meeting**Location and time of the last 3 annual general meetings**

Financial Year	Venue	Day and Date	Time	No. of Special Resolutions
2007-2008	Hotel Abbott, Sector 2, Vashi, Navi Mumbai 400 703	Tuesday, 30 th September, 2008	09.30 AM	2
2008-2009	Hotel Abbott, Sector 2, Vashi, Navi Mumbai 400 703	Wednesday, 23 rd September, 2009	10.30 AM	NIL
2009-2010	Hotel Abbott, Sector 2, Vashi, Navi Mumbai 400 703	Thursday, 30 th September, 2010	09.30 AM	NIL

- Details of special resolutions passed at last 3 AGMs are provided in the chart above.
- No special resolution has been passed through postal ballot during year under consideration.
- The company does not propose any special resolution to be passed through postal ballot.

Disclosures**Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company**

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.

Details of non-compliance by the Company, penalties, and strictures imposed on the Company by stock exchange, SEBI or any other statutory authority in the past 3 Years

There are no penalties or any strictures imposed on the Company by Stock Exchanges or SEBI or any other statutory authorities in any matter related to capital markets during the last three years.

Code of conduct:

The code of conduct of the company sets out the policies, procedures, ethics and standards as to the Directors' Board as well as top management of the company. The code of conduct laid down for Board and management of the company has been made available on website of the company www.bsel.com.

All the directors and senior managers have affirmed compliance of code of conduct laid down. The declaration to that effect is forming part of CEO and CFO certification given at the end of this corporate governance report.

Policy for Prohibition of Insider Trading:

SEBI (Prohibition of Insider Trading) Regulations, 1992 strictly forbids the trading in Company's securities, by directors and specified employees of the Company, on the basis of unpublished price sensitive information regarding affairs of the Company. The Company's policy is to preserve the confidentiality and prevent misuse of unpublished price sensitive information.

All disclosures, as required by these regulations, have been made from time to time and the Company has complied with the requirements of these regulations.



Means of communication

Newspapers wherein results normally published

During the Financial year ended on March 31, 2011, the Quarterly Financial Results of the Company and Half yearly Assets and Liability Statement were published in all India editions of "Business Standard" and "Mumbai Lakshadeep".

Any website where displayed

The results, presentations and all other official news releases are displayed at the Company's website: www.bsel.com alongwith the websites of the Stock Exchanges: www.bseindia.com and www.nseindia.com.

General shareholder information

Date, time of AGM	Friday, September 30, 2011; 9.30 a.m.
Venue of AGM	Hotel Abbott, Sector 2, Vashi, Navi Mumbai-400 703.
Financial Year	2010-2011
Date of Book Closure	September 28, 2011 to September 30, 2011
Listing on Stock Exchange	
Listing of Equity Shares	Bombay Stock Exchange Limited (BSE) National Stock Exchange of India Limited (NSE)
- Stock Code	BSE: 532123 NSE: BSELINFRA
Listing of GDR's	Luxembourg Stock Exchange
- Stock Code of GDR's	US11776M1009
- Security Type	BSELinfr GDR ne

Market Price Data: High, Low during each month during the last financial year

Month	BSE			NSE		
	High	Low	Sensex	High	Low	Nifty
April 10	14.45	13.01	17559	14.40	13.00	5375
May	13.73	9.87	16945	13.75	9.80	5223
June	12.85	10.00	17701	12.85	10.00	5353
July	11.75	10.07	17868	11.75	10.05	5449
August	11.15	8.85	17971	11.15	8.85	5544
September	11.28	8.95	20069	11.50	8.95	6036
October	10.77	9.11	20032	10.80	9.15	6234
November	10.10	6.50	19521	10.10	6.65	6312
December	8.30	6.66	20509	8.20	6.70	6135
January 11	8.49	6.30	18328	8.45	6.25	6158
February	6.75	5.00	17825	6.70	5.00	5546
March	6.10	5.00	19445	6.10	5.10	5834

Registrar and Transfer Agents

Sharex Dynamic (India) Pvt. Ltd.
Unit no. 1, Luthra Industrial Premises,
Safed Pool, Andheri – Kurla Road,
Andheri (E), Mumbai – 400 072
Telephone No. (022) 2851 5606/5644 7
Fax: (022) 2851 2885

Share Transfer System

The Company has delegated its powers to effect the transfer of shares to the registrar and transfer agents of the Company M/s Sharex Dynamic (India) Pvt. Ltd.

Distribution of shareholding as on 31st March, 2011

Shares	No. of Holders	(%) of Holders	Total Shares	(%) of Shareholders
UPTO 100	19906	32.77	1444071	1.75
101 TO 200	9785	16.11	1816459	2.20
201 TO 500	13727	22.60	5436103	6.58
501 TO 1000	8386	13.81	7261467	8.79
1001 TO 5000	7355	12.11	16942170	20.51
5001 TO 10000	869	1.43	6534992	7.91
10001 TO 100000	660	1.09	16358509	19.80
100001 TO ABOVE	53	0.09	26823069	32.47
Total	60741	100.00	82616840	100.00

Shareholding Pattern as on 31st March, 2011

Sr.	Category of Shareholder	No. of Share holders	Total no. of shares	No. of shares in demat	% of total no. of shares
A.	Promoter Shareholding*				
	Individuals/ HUF	4	7787860	7787860	9.43
	Bodies Corporate	9	9952108	9952108	12.05
	Total Promoter Shareholding	13	17739968	17739968	21.48
B.	Public shareholding				
	1. Institutions				
	Financial Institutions / Banks	2	190	10	0.00
	Venture Capital Funds	4	7850	7850	0.01
	Foreign Institutional Investors	1	3000	3000	0.00
	Sub-Total (B)(1)	7	11040	10860	0.01
	2. Non-institutions				
	Bodies Corporate	958	11684176	11682916	14.14
	Individuals	59309	50147151	50049569	60.70
	Other	453	1198035	1197875	1.45
	Sub-Total (B)(2)	60720	63029362	62930360	76.29
	(B) Total Public Shareholding (B)(1)+(B)(2)	60727	63040402	62941220	76.30
C.	Shares held by Custodians and against which Depository Receipts have been issued				
		1	1836470	1836470	2.22
	GRAND TOTAL (A)+(B)+(C)	60741	82616840	82517658	100.00

* Promoters' shareholding in the Company is free from all/ any lien, encumbrance or pledge.



Dematerialization of shares

The equity shares of the Company are traded in electronic form. As on 31st March 2011, 82,517,658 equity shares i.e. 99.88% of the total paid up equity capital were held in electronic form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). All the demat requests were generally processed and confirmed within 7 days of receipt.

Demat ISIN in NSDL and CDSL for Equity Shares

INE395A01016

Outstanding GDR's / ADR's Warrants or Any Convertible Instruments

As on 31st March 2011, the total number of outstanding GDR's is 183,647 wherein each GDR represents 10 underlying equity shares.

Registered Office

The Registered office of the Company has been shifted to 737, 7th Floor, The Bombay Oil Seeds and Oil Exchange Premises Co.op. Society Ltd., The Commodity Exchange, Plot No. 2.3 & 4, Sector 19, Vashi, Navi Mumbai – 400 705 w.e.f. June 16, 2011 from the old address G – 101, 2nd Floor, Tower No. 7, International Infotech Park, Vashi Railway Station Complex, Vashi, Navi Mumbai – 400 705.

Thus the Address of Registered Office and Address of Correspondence with BSEL stands as **737, 7th Floor, The Bombay Oil Seeds and Oil Exchange Premises Co.op. Society Ltd., The Commodity Exchange, Plot No. 2.3 & 4, Sector 19, Vashi, Navi Mumbai – 400 705**

Secretarial Audit Report

As stipulated by the Securities and Exchange Board of India, Secretarial Audits have been carried out, by Firm of Practising Chartered Accountant, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is also placed before the board of directors. The audit, *inter alia*, confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

Declaration under Clause 49(I)(D) of the Listing Agreement for compliance with the Code of Conduct

As per the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, the Company has laid down a Code of Conduct for its Board of Directors and Senior Management.

For and on behalf of the Board

Place : Navi Mumbai

Date : 11.08.2011

Sd/-

Kirit Kanakiya

Chairman

GO GREEN INITIATIVE

Dear Shareholder,

The Ministry of Corporate Affairs ("MCA"), Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies vide circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011, in terms of which a company would have ensured compliance with the provisions of Section 53 of the Act, if services of documents have been made through electronic mode. The companies are now permitted to send various notices /documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders.

This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. The Company thus, from the financial year 2011-12, proposes to send all documents to the Shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form in lieu of the physical form.

If you are holding shares of the Company in electronic form and have registered your email-id, in the records of the Depositories viz NSDL/CDSL and which has been made available to us as per the records maintained at the depository. *Please inform any changes in your email-id to your depository participant (DP) only*, for the purpose of serving of documents by the Company in the electronic mode.

If You are holding shares of the Company in electronic form and do not have any email id registered in your Demat Account with the Depository, you are requested to furnish your email id in your Demat Account with your Depository-Participant (DP) for the purpose of serving of documents by the Company in the electronic mode.

If you are holding shares of the Company in physical form, you are requested, for the purpose of serving of documents by the Company in the electronic mode, to furnish your email id mentioning your name and folio number at the address of our (RTA) M/s SHAREX DYNAMIC (INDIA) PVT LTD. Unit-1, Luthra Ind Premises ,E.M.Vasanji Marg, Safed Pool, Andheri Kurla Road, Andheri East, Mumbai 400072.

The Annual Report of the Company would also be made available on the Company's website at www.bsel.com

In case you desire to receive the documents stated above in physical form please write to us, quoting your DPID & CLID, at Registered Office of the Company or to our Registrar & Share Transfer Agents M/s Sharex Dynamic (India) Pvt. Ltd., Unit-1, Luthra Ind Premises, E.M.Vasanji Marg, Safed Pool, Andheri Kurla Road, Andheri East, Mumbai 400 072, or email to bselgreen@sharexindia.com / complianceofficer@bsel.com. As a member of company you will be entitled to receive the same free of cost.

We are sure that you will welcome the "Green Initiative" taken by the MCA and your company's desire to participate in the same. We look forward to your support in this initiative.

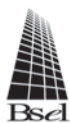
Sd/-
Managing Director and Compliance Officer
For **BSEL Infrastructure Realty Ltd.**

Sd/-
Authorised Signatory
For **Sharex Dynamic (India) Pvt. Ltd.**

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY

(Amount in ₹)

Sr. No.	Name of the Subsidiary	BSEL Infrastructure Realty FZE	BSEL Infrastructure Realty Sdn. Bhd.	BSEL Waterfront Sdn. Bhd.
1	Reporting Currency	AED	MYR	MYR
2	Exchange Rate as on 31st March, 2011	12.36	15.01	15.01
3	Share Capital	370,851,000	1,500,753	30,015,054
4	Reserves & Surplus	1,627,518,751	(704,003)	(790,927)
5	Total Assets	4,815,192,231	31,418,108	104,820,192
6	Total Liabilities (other than 3 and 4)	2,816,822,480	30,621,358	75,596,065
7	Investments other than in subsidiary	13,258,776	NIL	NIL
8	Name of the Holding Company	BSEL Infrastructure Realty Limited	BSEL Infrastructure Realty FZE	BSEL Infrastructure Realty Sdn. Bhd.
9	% of Holding	100%	100%	100%
10	Sale and other income	9,905,715	NIL	NIL
11	Profit / (loss) before Tax	(28,344,550)	(236,068)	(223,942)
12	Provision for Tax	NIL	NIL	NIL
13	Profit / (loss) after Tax	(28,344,550)	(236,068)	(223,942)
14	Dividend	NIL	NIL	NIL



CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY

I, DHARMENDRA RAICHURA, MANAGING DIRECTOR, CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF BSEL INFRASTRUCTURE REALTY LIMITED, TO THE BEST OF MY KNOWLEDGE AND BELIEF, CERTIFY THAT:

- a. I 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 my 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 my 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 my knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- e. I am 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. I 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. I 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 : 30th May, 2011

Sd/-
Dharmendra Raichura
(CEO & CFO)

AUDITORS' CERTIFICATE TO THE MEMBERS OF THE COMPANY ON COMPLIANCE OF THE CONDITIONS OF CLAUSE 49 OF THE LISTING AGREEMENT (CORPORATE GOVERNANCE) FOR THE YEAR ENDED MARCH 31, 2011

We have examined the compliance of conditions of corporate governance by BSEL Infrastructure Realty Limited, for the year ended as at 31st March, 2011, as stipulated in clause 49 of the listing agreement of the Company with the Stock Exchanges.

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.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

We state that no investor grievances are pending for a year exceeding one month against the Company as per the records maintained by the shareholder / investors grievance committee.

We further state that such compliance 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 RAJU & PRASAD
Chartered Accountants

Sd/-
CA. Avinash T. Jain
Partner
Membership No: 41689

Place : Mumbai
Date : 11th August, 2011

AUDITORS' REPORT

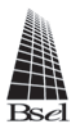
To the Members of BSEL INFRASTRUCTURE REALTY LIMITED

1. We have audited the attached Balance Sheet of BSEL Infrastructure Realty Limited as at 31st March, 2011 and also the Profit & Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of The Companies Act, 1956 of India (the 'Act') and on the basis of such checks of the books and record of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that :
 - I. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - II. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books.
 - III. The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - IV. In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - V. On the basis of the written representation received from the Directors, as on March 31, 2011, and taken on record by the Board of Directors, we report that none of the Director is disqualified as on March 31, 2011 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - VI. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view and are 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, 2011.
 - (b) In the case of the Profit & Loss account, of the Loss for the year ended on that date; and
 - (c) In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

For RAJU & PRASAD
Chartered Accountants
FRN NO. 003475 S

Sd/-
CA. Avinash T. Jain
Partner
Membership No. 41689

Place : Mumbai
Date : 30.05.2011



ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE

- I. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) Physical verification has been conducted by the management at reasonable intervals in respect of finished goods, stores, spare parts and raw materials. The discrepancies noted during the physical verification were not material.
(c) Fixed assets disposed off during the year were not substantial and therefore do not affect the going concern assumption.
- II. (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.
- III. (a) The Company has not granted secured or unsecured loans to the company which is covered in the register maintained under section 301 of the Act.
(b) The Company has not granted interest free loan to the parties covered in the register maintained under section 301 of The Companies Act, 1956, hence the comment on the rate of interest and terms and conditions 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 301 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.
(d) The Company has not granted secured or unsecured loans to companies, firms or other parties covered in the register maintained under section 301 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.
(e) The Company has not taken secured/unsecured loans from the Company covered in the register maintained under section 301 of the Companies Act, 1956.
(f) The Company has not taken interest free loan from the parties covered in the register maintained under section 301 of The Companies Act, 1956, hence the comment on the rate of interest and terms and conditions thereon is not required.
(g) The Company has no outstanding secured or unsecured loans to the Companies covered in the register maintained under section 301 of the Companies Act, 1956.
- IV. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls in respect of these areas.
- V. (a) According to the information and explanations given to us, we are of the opinion that particulars of the contracts or agreements that need to be entered have been so entered in the registers required to be maintained under that section.
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or agreements have been made at price which is reasonable having regard to the prevailing market price at relevant time.
- VI. The Company has not accepted any deposits from the public.
- VII. In our opinion, the Company has an internal audit system, commensurate with its size and the nature of its business.
- VIII. The Central Government has not prescribed maintenance of cost records by the Company under section 209 (1) (d) of the Act.
- IX. (a) According to the information and explanations given to us and records of the Company examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and Cess is outstanding at the year end for a year of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no dues of Sales Tax, Customs Duty, Wealth Tax, Excise Duty, Service Tax and Cess which have not been deposited on account of any dispute. However, the demand of ₹ 26,424,532/- is demanded for Income Tax for Assessment Year 2001-02 by the income tax authorities against which appeal has been filed in CIT (Appeal) after payment and refund adjustment of ₹10,569,813/-.

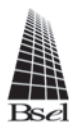
- X. The Company has no accumulated losses at the end of the financial year. The Company has incurred cash losses in the current financial year as well as incurred cash losses in the immediately preceding financial year.
- XI. Based on our audit procedures and on the information and explanation given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institution, bank or debenture holders.
- XII. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of The Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') are not applicable to the Company.
- XIV. In our opinion, the Company is dealing in or trading in shares, securities, debentures and other investments and proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares, securities, debentures and other securities have been held by the Company, in its own name.
- XV. To best of our knowledge and belief and according to the information and explanation given to us, in our opinion, the terms and conditions on which the Company has given guarantee for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
- XVI. There are no term loans outstanding from any Financial Institution from the beginning of the financial year. .
- XVII. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds have been raised on short term basis.
- XVIII. According to information and explanations given to us, the Company has not made any preferential allotment of shares to the parties and Companies covered in register maintained under section 301 of the Act.
- XIX. The Company did not have any debentures during the year.
- XX. The Company has not raised any funds by way of public issue during the financial year.
- XXI. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For RAJU & PRASAD
Chartered Accountants
FRN NO. 003475 S

Sd/-

CA. Avinash T. Jain
Partner
Membership No. 41689

Place : Mumbai
Date:30.05.2011



ABRIDGED BALANCE SHEET AS AT 31ST MARCH, 2011

(All Figures in ₹)

Particulars	Current Year 2010-11	Previous Year 2009-10
SOURCES OF FUNDS		
SHARE HOLDERS FUNDS		
SHARE CAPITAL	826,168,400	826,168,400
RESERVES AND SURPLUS	3,007,777,599	3,006,894,393
	<u>3,833,945,999</u>	<u>3,833,062,793</u>
SECURED LOANS	—	—
DEFERRED TAX LIABILITY	4,632,396	903,363
	<u>4,632,396</u>	<u>903,363</u>
	<u>3,838,578,395</u>	<u>3,833,966,156</u>
APPLICATION OF FUNDS		
FIXED ASSETS	19,787,444	18,927,576
INVESTMENT	630,892,315	649,663,953
CURRENT ASSETS LOANS & ADVANCES		
(a) Inventories	463,812,411	463,812,411
(b) Sundry Debtors	126,052	4,831,631
(c) Cash & Bank Balance	135,437,763	136,400,722
(d) Loans & Advances	2,599,635,627	2,569,474,404
	<u>3,199,011,854</u>	<u>3,174,519,168</u>
Less : Current Liabilities & Provisions	11,113,218	9,144,541
NET CURRENT ASSETS	<u>3,187,898,636</u>	<u>3,165,374,627</u>
	<u>3,838,578,395</u>	<u>3,833,966,156</u>

As per our Report of Even Date

For RAJU & PRASAD
Chartered Accountants

For BSEL INFRASTRUCTURE REALTY LIMITED

Sd/-
CA. Avinash T. Jain
Partner
Membership No. 41689

Sd/-
Kirit R. Kanakiya
Chairman

Sd/-
Dharmendra Raichura
Managing Director

Place : Mumbai
Date : 30.05.2011

ABRIDGED PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2011

(All Figures in ₹)

Particulars	Current Year 2010-11	Previous Year 2009-10
INCOME		
Income from Operations	11,052,034	14,127,782
Miscellaneous Income	3,463,816	12,649,841
Increase / (Decrease) in closing stock	—	269,304
	14,515,850	27,046,927
EXPENDITURE		
Direct Expenses	4,308,954	6,616,282
Indirect Expenses	26,514,271	29,780,199
Interest	—	8,676,177
Depreciation	916,442	1,083,643
Total Expenditure	31,739,667	46,156,301
Operating Profit/(Loss)	(17,223,817)	(19,109,374)
Less: Donation	5,000	21,008
Total Income before adjustments	(17,228,817)	(19,130,382)
Less: Prior Period Items	4,475,082	1,674,323
Profit/(Loss) before tax & extra ordinary items	(21,703,899)	(20,804,705)
Less:- Extra Ordinary Items		
Loss on Sale of Equity Shares of JV Companies	—	29,688,800
Profit/(Loss) before tax	(21,703,899)	(50,493,505)
Less: Provision for Taxation		
Income Tax	—	—
Deferred Tax Liability/(Assets)	3,729,033	903,363
PROFIT/(LOSS) AFTER TAX	(25,432,932)	(51,396,868)
BALANCE CARRIED FORWARD TO BALANCE SHEET	(25,432,932)	(51,396,868)

As per our Report of Even Date

For RAJU & PRASAD
Chartered Accountants

For BSEL INFRASTRUCTURE REALTY LIMITED

Sd/-
CA. Avinash T. Jain
Partner
Membership No. 41689

Sd/-
Kirit R. Kanakiya
Chairman

Sd/-
Dharmendra Raichura
Managing Director

Place : Mumbai
Date : 30.05.2011

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011**

(All Figures in ₹)

Particulars	Current Year 2010-11	Previous Year 2009-10
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax & extraordinary items	(21,703,899)	(20,804,705)
Adjustments for :		
Extra Ordinary Items	—	(29,688,800)
Depreciation	916,442	1,083,643
Other Income	(3,463,816)	(12,649,841)
Operating profits before working capital changes	(24,251,273)	(62,059,703)
Adjustments for :		
Sundry Debtors	4,705,579	24,532,070
Deposits (Assets) Loans & Advances	(30,161,223)	555,374,709
Inventories	—	(269,304)
Provision for Deferred Tax	(3,729,033)	(903,363)
Trade Payable and other liabilities	5,697,710	(12,643,365)
Net cash from operating activities	(47,738,240)	504,031,044
B. CASH FLOW FROM INVESTING ACTIVITIES		
Foreign Currency Translation Reserve	26,316,138	(432,031,120)
Sale/(Purchase) of investment	18,771,638	26,790,099
Sale/(Purchase) of fixed assets	(1,776,310)	546,246
Net cash from investing activities	43,311,466	(404,694,775)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Other Income	3,463,816	12,649,841
Loan from bank	—	(104,667,760)
Net cash from financing activities	3,463,816	(92,017,919)
Net increase/(decrease) in cash & cash equivalent	(962,959)	7,318,350
Cash & cash equivalent opening balance	136,400,722	129,082,372
Cash & cash equivalent closing balance	135,437,763	136,400,722

For BSEL INFRASTRUCTURE REALTY LIMITED

Place : Mumbai
Date : 30.05.2011

Sd/-
Kirit R. Kanakiya
Chairman

Sd/-
Dharmendra Raichura
Managing Director

AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow Statement of **M/S. BSEL INFRASTRUCTURE REALTY LIMITED**, for the year ended 31st March 2011. 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 RAJU & PRASAD
Chartered Accountants

Place : Mumbai
Date : 30.05.2011

Sd/-
CA. Avinash T. Jain
Partner
Membership No.41689

I. NOTES TO THE ABRIDGED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2011

1. Previous year's figures

The Previous year's figures have been recasted / 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 ₹ 17.76 Lacs (Previous Year :— Sale of net fixed assets of ₹ 5.46 Lacs) 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 NMMC— Fire Brigade / MSEB etc. Advances also include loans to Subsidiary and Joint Ventures.

5. Auditors Remuneration

(Amount in ₹)

Details	Current Year 2010-2011	Previous Year 2009-2010
Audit Fees	75,000	75,000
Tax Audit Fees	30,000	30,000
Income Tax	15,000	15,000
Other Services	5,000	5,000
Service Tax	12,875	12,875
TOTAL	137,875	137,875

The auditor's 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 no current tax charge due to loss incurred by the company for the financial year ended on 31st March, 2011. (Previous Year Tax:- Nil).

8. Earning/Expenditure in Foreign Currency

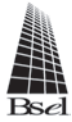
Earning: - ₹ Nil (Previous Year :- ₹ Nil)

Expenditure:- ₹ Nil (Previous Year :- ₹ Nil)

9. Additional Disclosures in Pursuant to Schedule VI Part II

(Amount in ₹)

Income Related Disclosures	Current Year 2010-2011	Previous Year 2009-2010
Other Incomes		
Interest on Fixed Deposits	121,496	122,479
Other Miscellaneous Income / Rent / Interest/Transfer Charges/ Noc Charges	2,517,701	8,873,731
Dividend Received	824,192	31,000
Foreign Exchange Gain/ (Loss)	426	(8,104)



(Amount in ₹)

Expenses Related Disclosures	Current Year 2010-2011	Previous Year 2009-2010
Remuneration to Managing Director	825,000	825,000
Salary, Bonus and other Staff related Expenses	3,689,331	4,763,361
Travelling, Conveyance and Transportation	849,876	667,435
Rent Paid	11,999	245,575
Telephone Expenses	429,394	700,777
Legal & Professional Expenses	773,080	1,651,255
Printing & Stationery	625,975	606,619
Advertisement & Marketing Expenses	323,035	656,299
Loss/ (Gain) on Equity & Derivative Shares	10,291,049	(3,630,735)
Repairs & Maintenance	1,313,407	225,206
Repairs & Maintenance – Gujarat Project	1,131,683	1,322,329
Power & Fuel	340,713	422,981
Rent, Rates and Taxes	952,049	913,484
Auditors Remuneration :		
Statutory Audit Fees	75,000	75,000
Tax Audit Fees	30,000	30,000
Income Tax Matters and Consultancy Fees	15,000	15,000
Other Services	5,000	5,000
Service Tax	12,875	12,875
Bank Charges	87,773	458,946

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:

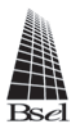
Name of the Party	Nature of Relationship
Kirit R. Kanakiya	— Chairman

2. Key management personnel

Name of the Party	Nature of Relationship
Kirit R. Kanakiya	— Chairman
Dharmendra Raichura	— Managing 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. Reshma Plastics Pvt. Ltd. | l. Total Bizcon Solution Limited. |
| m. Western Bizcon Services Ltd. | n. Contact Consultancy Services Pvt. Ltd. |
| o. Stock Watch Securities Pvt. Ltd. | p. Stock Watch. |



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 ₹ Nil (Previous Year ₹ 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 ₹105,346/- (Previous Year ₹ 576,000/-) is made towards Gratuity liability as on 31.03.2011 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.

19. Prior Period Items

Prior period items having material impact on the financial affairs of the Company have been disclosed.

20. There is no employee drawing Salary of ₹ 2 Lacs 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. Balance of Unpaid Dividend Account as at 31st March, 2011 is ₹1,355,366/-.

24. Other additional information pursuant to Schedule VI Part II of the Companies Act, 1956 are not applicable to the Company.

As per our Report of Even Date

For RAJU & PRASAD
Chartered Accountants

Sd/-
CA. Avinash T. Jain
Partner
Membership No. 41689

Place : Mumbai
Date : 30.05.2011

For BSEL INFRASTRUCTURE REALTY LIMITED

Sd/-
Kirit R. Kanakiya
Chairman

Sd/-
Dharmendra Raichura
Managing Director

I. SIGNIFICANT ACCOUNTING POLICIES

1. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India including the mandatory accounting standards issued by the institute of Chartered Accountants of India (ICAI) and referred to in Section 211 (3C) of the Companies Act, 1956 (The Act). The significant accounting policies adopted for the preparation of the financial statements are as follows:

a. **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.

b. **Fixed Assets**

Fixed assets are stated at cost of acquisition minus the accumulated depreciation. 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.

c. **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.

d. **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.

e. **Deferred Tax**

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

f. **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.

g. **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.

h. **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.



2. DEPRECIATION

Depreciation on fixed assets is provided using the straight line method, based on the useful life as estimated by the management. Depreciation is charged on pro-rata basis for assets purchased / sold during the year. The management's estimates of useful life for various fixed assets are given below:

Furniture & Fixtures	-	6 Years
Computer Equipments	-	3 Years

3. INVESTMENT

Current Investments are stated at lower of cost and fair value. The long term Investments are stated at cost after deducting provisions made for permanent diminution in the rate of exchange if any.

4. PROVIDENT FUND

The 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.

5. 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.

6. OTHER ACCOUNTING POLICIES

Other accounting policies are consistent with generally accepted accounting policies.

As per our Report of Even Date

For RAJU & PRASAD
Chartered Accountants

For BSEL INFRASTRUCTURE REALTY LIMITED

Sd/-
CA. Avinash T. Jain
Partner
Membership No. 41689

Sd/-
Kirit R. Kanakiya
Chairman

Sd/-
Dharmendra Raichura
Managing Director

Place : Mumbai
Date : 30.05.2011

AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Members of

BSEL INFRASTRUCTURE REALTY LIMITED

1. We have audited the attached Consolidated Balance Sheet of BSEL Infrastructure Realty Limited ("The Company") and its subsidiaries (The Company and its Subsidiaries constitute "The Group") as at 31st March, 2011 and also the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement for the year ended on that date both annexed thereto. These financial statements are the responsibility of the Company's Management and have been prepared by the management on the basis of separate financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with generally accepted auditing standards in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. The Consolidated Financial Statements of one wholly owned Subsidiary along with two Sub-Subsidiaries have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the said report.
4. 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.
5. Based on our audit and consideration of report of other auditors, on separate Financial Statements and to the best of our information and according to explanations given to us, we are of the opinion that attached Consolidated Financial Statements gives a true and fair view in conformity with the accounting principles generally accepted in India.
 - (a) In the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2011.
 - (b) In the case of the Consolidated Profit & Loss account, of the Loss of the Group for the year ended on that date; and
 - (c) In the case of Consolidated Cash Flow Statement, of the Consolidated Cash Flows of the Group for the year ended on that date.

For RAJU & PRASAD
Chartered Accountants
FRN NO. 003475 S

Sd/-
CA. Avinash T. Jain
Partner
Membership No. 41689

Place : Mumbai
Date : 30.05.2011



ABRIDGED CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

(All Figures in ₹)

Particulars	Current Year 2010-11	Previous Year 2009-10
SOURCES OF FUNDS		
SHARE HOLDERS FUNDS		
SHARE CAPITAL	826,168,400	826,168,400
RESERVES AND SURPLUS	4,409,239,930	4,430,431,279
	<u>5,235,408,330</u>	<u>5,256,599,679</u>
SECURED LOANS	—	102,077
DEFERRED TAX LIABILITY	4,632,396	903,363
	<u>4,632,396</u>	<u>1,005,440</u>
	<u>5,240,040,726</u>	<u>5,257,605,119</u>
APPLICATION OF FUNDS		
FIXED ASSETS	19,787,444	19,818,867
INVESTMENT	273,300,091	295,311,601
CURRENT ASSETS LOANS & ADVANCES		
(a) Inventories	1,932,577,388	1,929,266,813
(b) Sundry Debtors	2,848,016,093	2,789,540,044
(c) Cash & Bank Balance	221,481,673	188,565,616
(d) Loans & Advances	243,521,876	233,308,882
	<u>5,245,597,029</u>	<u>5,140,681,356</u>
Less : Current Liabilities & Provisions	298,643,838	198,206,705
NET CURRENT ASSETS	<u>4,946,953,191</u>	<u>4,942,474,651</u>
	<u>5,240,040,726</u>	<u>5,257,605,119</u>

As per our Report of Even Date

For RAJU & PRASAD
Chartered Accountants

For BSEL INFRASTRUCTURE REALTY LIMITED

Sd/-
CA. Avinash T. Jain
Partner
Membership No. 41689

Sd/-
Kirit R. Kanakiya
Chairman

Sd/-
Dharmendra Raichura
Managing Director

Place : Mumbai
Date : 30.05.2011

ABRIDGED CONSOLIDATED PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2011

(All Figures in ₹)

Particulars	Current Year 2010-11	Previous Year 2009-10
INCOME		
Income from Operations	17,131,110	312,324,642
Miscellaneous Income	7,290,454	16,671,798
Increase / (Decrease) in closing stock	3,310,575	(33,273,070)
	27,732,139	295,723,370
EXPENDITURE		
Direct Expenses	12,294,612	144,584,531
Indirect Expenses	57,325,722	85,316,051
Interest	2,503,776	11,387,893
Depreciation	1,636,412	5,159,841
Total Expenditure	73,760,522	246,448,316
Operating Profit/(Loss)	(46,028,383)	49,275,054
Less: Donation	5,000	21,008
Total Income before adjustments	(46,033,383)	49,254,046
Less: Prior Period Items	4,475,082	1,674,323
Profit/(Loss) before tax & extra ordinary items	(50,508,465)	47,579,723
Less:- Extra Ordinary Items		
Share of Loss from Subsidiary Company (Singapore)	—	8,300,948
Loss on Sale of Equity Shares of JV Companies	—	29,688,800
Profit/(Loss) before tax	(50,508,465)	9,589,975
Less: Provision for Taxation		
Income Tax	—	—
Deferred Tax Liability/(Assets)	3,729,033	903,363
PROFIT/(LOSS) AFTER TAX	(54,237,498)	8,686,612
BALANCE CARRIED FORWARD TO BALANCE SHEET	(54,237,498)	8,686,612

As per our Report of Even Date

For RAJU & PRASAD
Chartered Accountants

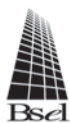
For BSEL INFRASTRUCTURE REALTY LIMITED

Sd/-
CA. Avinash T. Jain
Partner
Membership No. 41689

Sd/-
Kirit R. Kanakiya
Chairman

Sd/-
Dharmendra Raichura
Managing Director

Place : Mumbai
Date : 30.05.2011



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

(All Figures in ₹)

Particulars	Current Year 2010-11	Previous Year 2009-10
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax & extraordinary items	(50,508,465)	47,579,723
Adjustments for :		
Extra Ordinary Items	—	(37,989,748)
Depreciation	1,636,412	5,159,841
Other Income	(7,290,454)	(16,671,798)
Operating profits before working capital changes	(56,162,507)	(1,921,982)
Adjustments for :		
Sundry Debtors	(58,476,049)	293,751,022
Deposits (Assets) Loans & Advances	(10,212,994)	215,370,193
Inventories	(3,310,575)	33,273,070
Provision for Deferred Tax	(3,729,033)	(903,363)
Trade Payable and other liabilities	104,166,166	15,280,639
Net cash from operating activities	(27,724,991)	554,849,579
B. CASH FLOW FROM INVESTING ACTIVITIES		
Foreign Currency Translation Reserve	33,046,149	(388,129,089)
Sale/(Purchase) of investment	22,011,510	(26,398,769)
Sale/(Purchase) of fixed assets	(1,604,988)	2,773,323
Net cash from investing activities	53,452,671	(411,754,535)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Other Income	7,290,454	16,671,798
Loan from bank	(102,077)	(120,677,304)
Net cash from financing activities	7,188,377	(104,005,506)
Net increase/(decrease) in cash & cash equivalent	32,916,057	39,089,538
Cash & cash equivalent opening balance	188,565,616	149,476,078
Cash & cash equivalent closing balance	221,481,673	188,565,616

For BSEL INFRASTRUCTURE REALTY LIMITED

Place : Mumbai
Date : 30.05.2011

Sd/-
Kirit R. Kanakiya
Chairman

Sd/-
Dharmendra Raichura
Managing Director

AUDITOR'S CERTIFICATE

We have examined the attached Consolidated Cash Flow Statement of **M/S. BSEL INFRASTRUCTURE REALTY LIMITED**, for the year ended 31st March 2011. 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 RAJU & PRASAD
Chartered Accountants

Sd/-
CA. Avinash T. Jain
Partner
Membership No. 41689

Place : Mumbai
Date : 30.05.2011

I. CONSOLIDATED NOTES TO THE ABRIDGED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2011

1. Previous year's figures

The previous years figures have been recasted / 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 FZE represents the operations of following entities:

a. 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.

<u>Name of the Shareholder</u>	<u>% of Share</u>
M/s. BSEL Infrastructure Realty Limited. India	100%

b. 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.

<u>Name of Shareholder</u>	<u>% of Share</u>
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.

<u>Name of Shareholder</u>	<u>% of Share</u>
M/s. BSEL Infrastructure Realty Sdn. Bhd. Malaysia.	100%

2. ACTIVITY

i) BSEL Infrastructure Realty FZE, UAE

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

ii) 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.

iii) 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.

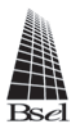
4. Fixed Assets

During the year, the Company Purchase of net fixed asset of ₹17.76 Lacs (Previous Year :- Sale of net fixed assets of ₹ 27.73 Lacs) from its gross block.

5. Investments in Associate Concerns

(Amount in ₹)

Particulars	Opening Balance	Additions	Disposals	Add/(Less) Exchange Gain/ (Loss)	Closing Balance
BSEL Molek Sdn. Bhd. Malaysia	7,002,982	—	—	64,029	7,067,011
Jitovest Sdn. Bhd. Malaysia	2,045,222	—	—	18,700	2,063,922
Splendid Advisory Sdn. Bhd. Malaysia	2,045,222	—	—	18,700	2,063,922
Supreme Compliment Sdn. Bhd. Malaysia	2,045,222	—	—	18,700	2,063,922
Gigeo Constructions	205,000,000	—	—	—	205,000,000
Total	218,138,648	—	—	120,129	218,258,777



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 NMMC- Fire Brigade / MSEB etc. Advances also includes loans to subsidiary and joint ventures.

7. Auditors Remuneration

(Amount in ₹)

Particulars	Current Year 2010-2011	Previous Year 2009-2010
Audit Fees	229,521	307,744
Tax Audit Fees	30,000	30,000
Income Tax	15,000	15,000
Other Services	5,000	188,746
Service Tax	12,875	12,875
TOTAL	292,396	554,365

Auditors Fees is provided on annual basis

8. 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 = ₹12.3617, which was rate prevailing as on 31st March, 2011.

9. Current Tax

The Company has no current tax charge due to loss incurred by the company for the financial year ended on 31st March, 2011. (Previous Year tax liability- ₹Nil).

10. Additional Disclosures in Pursuant to Schedule VI Part II

(Amount in ₹)

Income Related Disclosures	Current Year 2010-2011	Previous Year 2009-2010
Other Incomes		
Interest on Fixed Deposits	121,496	122,479
Interest Income	—	55,111
Project Investment Income	—	1,150,921
Other Miscellaneous Income	406,910	6,125
Dividend Received	824,192	31,000
Foreign Exchange Gain/(Loss)	9,821	(277,805)
Transfer Charges, NOC Charges, Sign Board Rentals, Miscellaneous Rentals	2,517,701	11,953,232
Expenses Related Disclosures	Current Year 2010-2011	Previous Year 2009-2010
Remuneration to Managing Director	825,000	825,000
Brokerage & Commission	1,069,984	23,779,032
Salary, Bonus and other Staff related Expenses	5,819,647	8,077,432

Income Related Disclosures	Current Year 2010-2011	Previous Year 2009-2010
Travelling, Conveyance and Transportation	1,055,167	2,532,488
Rent paid	1,832,259	2,920,101
Telephone Expenses	429,394	700,777
Legal & Professional Fees	23,684,181	18,845,228
Printing & Stationery	665,706	607,991
Advertisement & Marketing Expenses	323,035	2,946,809
Office Expenses	901,846	3,630,735
Repairs & Maintenance	1,637,494	225,206
Repairs & Maintenance – Gujarat Project	1,131,683	1,322,329
Power & Fuel	340,713	422,981
Rent, Rates and Taxes	952,049	913,484
Auditors Remuneration :-		
Statutory Audit Fees	229,521	307,744
Tax Audit Fees	30,000	30,000
Income Tax Matters and Consultancy Fees	15,000	15,000
Other Services	5,000	188,746
Service Tax	12,875	12,875
Bank Charges	87,773	458,946

11. 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	— Chairman

2. Key Management Personnel

Name of the Party	Nature of Relationship
Kirit R. Kanakiya	— Chairman
Dharmendra Raichura	— Managing 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. Reshma Plastics Pvt. Ltd. | l. Total Bizcon Solution Limited. |
| m. Western Bizcon Services Ltd. | n. Contact Consultancy Services Pvt. Ltd. |
| o. Stock Watch Securities Pvt. Ltd. | p. Stock Watch. |
| q. Supreme Compliment Sdn. Bhd. | r. BSEL Molek Sdn. Bhd. |
| s. Jitovest Sdn. Bhd. | t. Splendid Advisory Sdn. Bhd. |
| u. 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 Lacs)

Particulars	Key Management Personnel	Joint Ventures, Associates Concern & Sub-Subsidiaries	Total
Managerial Remuneration	8.25	—	8.25
Investments	—	2,182.59	2,182.59
Loans and Advances Taken	468.06	—	468.06
Loans and Advances Given	—	900.65	900.65
Guarantee and Security Given	—	1,045.77	1,045.77

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.

12. Earnings Per Share

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

(₹ in Lacs)

Particulars	Current Year 2010-2011	Previous Year 2009-2010
A. Net Profit (Loss) after Tax	(542.37)	86.87
Add : Excess Provision and refund of taxes of earlier years (Net)	—	—
Net Profit for calculation of Earning per share (Numerator)	(542.37)	86.87
B. Weighted Average Number of Equity Shares (Denominator) (Nos.)	826.17	826.17
C. Basic and diluted Earning Per Share (A/B) (In Rupees)	(0.66)	0.11
D. Nominal Value per Equity Share (In Rupees)	10.00	10.00

13. Deferred tax

Particulars	As at 31.03.2011 (₹)	As at 31.03.2010 (₹)
Liability		
Deferred tax liability related to fixed assets	134,343	4,766,739
Asset		
Deferred tax assets on account of unabsorbed loss under the Income-tax Act, 1961	(3,863,376)	3,863,376
Net deferred tax transferred to Profit & Loss	3,729,033	903,363
Opening balance of deferred tax liability	903,363	—
Deferred tax liability as per Balance Sheet	4,632,396	903,363

14. 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.
- 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 upto 31st March each year. All inter-Company balances transactions and realised profits have been eliminated upon consolidation.

- 15. BSEL Infrastructure Realty FZE:-** As on Balance Sheet date, 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 towers on the plot numbers D8, D9, D10, D11, D12, D13, D14 Helio region 3 - Emirates City - Ajman. The information usually required by IAS 37 Provisions, Contingent Liabilities and Contingent Assets is not disclosed on the grounds that it can be expected to prejudice seriously the outcome of the litigation. The Manager of FZE Company is of the opinion that the claim can be successfully resisted by the establishment.

- 16.** Independent confirmations from the accounts receivable at UAE has not been received.

17. Dues to Small Scale Industrial Undertakings

Due to Micro, Small, Medium Enterprises as defined under the MSMED Act, 2006 is ₹ Nil (Previous Year ₹ 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.

- 18.** There are no amounts due and outstanding to be credited to Investor Education Protection Fund.



19. 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 ₹ 105,346/- (Previous Year ₹ 576,000/-) is made towards Gratuity liability as on 31.03.2011 under the payment of Gratuity Act,1972.

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

20. 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.

21. Prior Period Items

Prior period items having material impact on the financial affairs of the company have been disclosed.

22. Financial Instruments

i) Exchange Rate Risk :

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.

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.

23. There is no employee drawing Salary of ₹ 2 Lacs per month or more.

24. 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.

25. All the loans and advances (assets) and current assets and current liabilities are subject to confirmation from the respective parties.

26. Balance of unpaid dividend account as at 31st March, 2011 is ₹ 1,355,366/-.

27. Other additional information pursuant to Schedule VI Part II of the Companies Act, 1956 are not applicable to the Company.

As per our Report of Even Date

For RAJU & PRASAD
Chartered Accountants

For BSEL INFRASTRUCTURE REALTY LIMITED

Sd/-
CA. Avinash T. Jain
Partner
Membership No. 41689

Sd/-
Kirit R. Kanakiya
Chairman

Sd/-
Dharmendra Raichura
Managing Director

Place : Mumbai
Date : 30.05.2011

SIGNIFICANT ACCOUNTING POLICIES

II. 1. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India including the mandatory accounting standards issued by the institute of Chartered Accountants of India (ICAI) and referred to in Section 211 (3C) of the Companies Act, 1956 (The Act). The significant accounting policies adopted for the preparation of the financial statements are as follows :

a. **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.

b. **Fixed Assets**

Fixed assets are stated at cost of acquisition minus the accumulated depreciation. 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.

c. **Inventories**

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.

d. **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.

e. **Deferred Tax**

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

For Sub-subsidiaries : Deferred tax is provided for, using the liability method, on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts in the financial statements. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

f. **Cash Flow Statement**

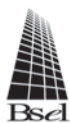
Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating financing and investing activities of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

g. **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.

h. **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 recognised 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.

2. DEPRECIATION

Depreciation on fixed assets is provided using the straight line method, based on the useful life as estimated by the management. Depreciation are charged on pro-rata basis for assets purchased / sold during the year. The management's estimate of useful life for various fixed assets are given below :

Furniture & Fixtures	- 6 Years
Computer Equipments	- 3 Years

BSEL Infrastructure Realty (FZE): The tangible fixed assets are stated at cost less accumulated depreciation. The cost is depreciated over the estimated useful lives on straight line basis at the following rates.

Computer	50%-100% per annum
Furniture and Fixtures	33.33% -50% per annum
Vehicles	20 % - 50% per annum
Office Equipments	33.33% -50% per annum
Signage	33.33% per annum

3. INVESTMENT

Current Investments are stated at lower of cost and fair value. The Long Term Investments are stated at cost after deducting provisions made for permanent diminution in the rate of exchange if any.

4. PROVIDENT FUND

The 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.

5. 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.

6. OTHER ACCOUNTING POLICIES

Other accounting policies are consistent with generally accepted accounting policies.

As per our Report of Even Date

For RAJU & PRASAD
Chartered Accountants

For BSEL INFRASTRUCTURE REALTY LIMITED

Sd/-
CA. Avinash T. Jain
Partner
Membership No. 41689

Sd/-
Kirit R. Kanakiya
Chairman

Sd/-
Dharmendra Raichura
Managing Director

Place : Mumbai
Date : 30.05.2011

BALANCE SHEET ABSTRACT**Additional information pursuant to Part IV of Schedule VI of the Companies Act, 1956****I. REGISTRATION DETAILS**

CIN	:	L99999MH1995PLC094498
State Code Number	:	11
Balance Sheet Date	:	31.03.2011

II. CAPITAL RAISED DURING THE YEAR

Public Issue (Issue through the prospectus)	:	NIL
Right Issue	:	NIL
Bonus Issue	:	NIL
Private Placement (Firm Allotment to Promoters and their associates)	:	NIL

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

(₹ in Thousands)

Total Liabilities	:	3,849,692
Total Assets	:	3,849,692

SOURCES OF FUNDS

Paid Up Capital	:	826,168
Reserves & Surplus	:	3,007,778
Secured Loan	:	NIL
Unsecured Loan	:	NIL

APPLICATION OF FUNDS

Net Fixed Assets	:	19,787
Investments	:	630,892
Net Current Assets	:	3,183,267
Misc. Expenditure	:	NIL
Accumulated Losses	:	NIL

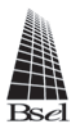
IV. PERFORMANCE OF COMPANY

Turnover	:	14,516
Total Expenditure	:	31,739
Profit Before Tax	:	(21,704)
Profit After Tax	:	(25,433)
Earning Per Share	:	(0.31)
Dividend Rate (%)	:	NIL

V. GENERIC NAME OF PRINCIPAL PRODUCT OF THE COMPANY

(As per monetary terms)

Item Code No.	:	—
Product Description	:	Infrastructure Activity



NOTICE OF THE SIXTEENTH ANNUAL GENERAL MEETING:

Notice is hereby given that the sixteenth Annual General Meeting of the Members of BSEL Infrastructure Realty Limited will be held on Friday, 30th day of September 2011 at 09.30 A.M. at Abbott Hotel, Sector 2, Vashi, Navi Mumbai- 400703 to transact the following business:

Ordinary Business:

1. To consider and adopt the Balance Sheet as at 31st March 2011, 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 appoint Director in place of Mr. Hitesh Vora who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Raju & Prasad, Chartered Accounts, the retiring Auditors, being eligible, offer themselves for re-appointment

Special Business:

4. Re-appointment of Mr. Dharmendra Raichura as a Managing 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 198,269,309,310 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for time being in force), read with Schedule XIII thereof and Article 153 of the Articles of Association of the company, Mr. Dharmendra Raichura, be and is hereby re-appointed as the Managing Director of the Company, for period of 1 (one) year commencing from 30th June 2011 to 29th June 2012 at a remuneration which will, including all perquisites, not be exceeding ₹ 9,00,000/- p.a. (Rupees Nine Lacs only) and a copy of the Draft Agreement 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 of the said agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 including any statutory modification or re-enactment thereof from time being in force or any amendments or modifications that may hereafter be made thereto by the Central Government or as may be agreed to by the Board of Directors and Mr. Dharmendra Raichura."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule XIII of the Companies Act, 1956 the Board of Directors be and is hereby authorized to vary or increase/decrease the remuneration including salary, commission, perquisites, allowances, benefits etc. within such prescribed limits/ceiling and the aforesaid draft agreement between the Company and Mr. Dharmendra Raichura be suitably amended to give effect to such modification, relaxation or variations without any further reference to the Company in General Meeting"

"RESOLVED FURTHER THAT the Directors 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 Companies; to inform various government as well as non-government authorities and to take all the necessary actions to give effect to the above resolution.

5. Appointment of Mr. Vijay Chauhan as an Executive Director of the Company

To consider and if thought fit, pass with or without modification(s) as Ordinary Resolution:

"RESOLVED THAT Mr. Vijay Chauhan, who was appointed as an Additional Director by the Board of Directors on its meeting held on 16th June, 2011, in accordance with Article 133 of the Articles of Association of the Company and who holds office as a Director under Section 260 of the Companies Act, 1956, up to this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 from members proposing his candidature for the office of Directors, be and is hereby appointed as an Executive Director of the Company on the terms and conditions as agreed between him and the Company, at a remuneration of ₹ 300,000/- p.a. (₹ Three Lacs only) including all monetary and non-monetary benefits, fringe benefits and perquisites and that he shall be liable to retire by rotation."

"RESOLVED FURTHER THAT the Directors 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 Companies; to inform various government as well as non-government authorities and to take all the necessary actions to give effect to the above resolution.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing the proxy must be deposited at the Registered Office of the Company not later than 48 (forty eight) hours before the commencement of the meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. Members are requested to bring their duly filled attendance slip along with their copy of annual report to the meeting.
5. Members who hold their shares in dematerialized form are requested to write their client ID and DP ID and those who hold their shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
6. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday 28th September 2011 to Friday 30th September, 2011 (both days inclusive).
8. The Members are requested to forward all applications for transfer and all other shares related correspondence, including intimation for change of address, if any, to the Registrars and Share Transfer Agent of the Company at the following address:

Sharex Dynamic (India) Pvt. Ltd.
Unit No. 1, Luthra Industrial Premises, Safed Pool,
Andheri – Kurla Road, Andheri (E), Mumbai – 400 072
Telephone No. (022) 2851 5606/5644 7 Fax: (022) 2851 2885
9. Shareholders who have not encashed the dividend warrants so far are requested to make their claim to the Company's Registrars and Share Transfer Agents at the above mentioned address.
10. Pursuant to the provisions of sub – section (5) of section 205A of the Companies Act, 1956, any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of (7) seven years from the date of such transfer to unpaid dividend account, shall be transferred by the Company to the Investor Education and Protection Fund of the Central Government. Those members who have so far not encashed their dividend warrants for any previous years may claim or approach the Companies Registrar and Share Transfer Agent, M/s Sharex Dynamic (India) Pvt. Ltd. at the above mentioned address for the payment thereof.

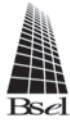
Registered Office:

737, 7th Floor, The Bombay Oil Seeds and
Oil Exchange Premises Co.op. Society Ltd.,
The Commodity Exchange, Plot No. 2.3 & 4,
Sector 19, Vashi, Navi Mumbai – 400705

Navi Mumbai
August 11, 2011

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

Sd/-
Kirit R. Kanakiya
Chairman



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The following Explanatory statement, pursuant to section 173(2) of the Act, sets out the material facts relating to the business mentioned in the accompanying notice dated August 11, 2011

Item no.4

Re-appointment of Mr. Dharmendra Raichura as a Managing Director of the Company

Mr. Dharmendra Raichura was appointed as a Director and Managing Director of the Company by the Shareholders in the Annual General Meeting held on 30th September, 2008 for the period of three years commencing from 30th June, 2008 to 29th June, 2011. The Board has re-appointed him as the Managing Director in its meeting held on June 30, 2011, for the period of 1 (one) year commencing from June 30, 2011 to June 29, 2012 at a remuneration, which will, including all perquisites, not be exceeding Rs. 900,000/- p.a. (Rupees Nine Lacs only) subject to the approval of shareholders. Brief profile of Mr. Dharmendra Raichura is given herein below:

Brief Profile of Mr. Dharmendra Raichura:

Mr. Dharmendra Raichura is a Chartered Accountant by profession. He has a wide experience of more than twelve years in the field of finance, accounting and auditing. In addition, he has a vast knowledge and exposure in the field of project financing, excise matters, Euro Issues, investment advising, taxation, amalgamations, etc. He is enriched with top management perspective and possesses comprehensive knowledge of financial and capital markets.

Mr. Dharmendra Raichura does not hold membership of Board or committee of Board of any other Company.

The Board requests your approval for Appointment of Mr. Dharmendra Raichura.

None of the Directors, except Mr. Dharmendra Raichura is concerned or interested in the resolution.

The draft copy of the Agreement between the Company and Mr. Dharmendra Raichura 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 P.M.

Item No. 5

Appointment of Mr. Vijay Chauhan as an Executive Director of the Company

Mr. Vijay Chauhan has been appointed as an Additional Director of the Company in the Board Meeting held on June 16, 2011. According to the provisions of Section 260 of the Companies Act, 1956 read with Article 133 of the Articles of Association of the Company, he holds office only upto the date of the ensuing Annual General Meeting. The Company has received notice in writing from some of the Members of the Company proposing his appointment as Director under the provisions of Section 257 of the Companies Act, 1956 along with requisite deposit. Brief profile of Mr. Vijay Chauhan is given herein below:

Brief Profile of Mr. Vijay Chauhan:

Mr. Vijay Chauhan is commerce graduate by profession and 21 (Twenty One) years experienced in the even field. He is having profound experience of twelve years in the field of Auditing. He is associated with the Company since last nine years and is one of the esteemed employee of the Company. His extensive contribution towards the accounts and finance functions of the company is noteworthy. He has been involved in Indian financial functions of BSEL to the considerable extent and thus keeps actual knowledge of Financial Culture of BSEL. Mr. Vijay Chauhan does not hold membership of Board or committee of Board of any other Company.

Keeping this in view, the Board decided to appoint Mr. Vijay Chauhan as Executive Director of the Company and the same has been recommended for your approval.

None of the Directors, except Mr. Vijay Chauhan is concerned or interested in the resolution.

Registered Office:

737, 7th Floor, The Bombay Oil Seeds and
Oil Exchange Premises Co.op. Society Ltd.,
The Commodity Exchange, Plot No. 2.3 & 4,
Sector 19, Vashi, Navi Mumbai – 400705

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

Navi Mumbai
August 11, 2011

Sd/-
Kirit R. Kanakiya
Chairman

BSEL INFRASTRUCTURE REALTY LIMITED

(REGISTERED OFFICE : 737, 7th Floor, The Bombay Oil Seeds & Oil Exchange Premises Co.op Soc. Ltd.,
The Commodity Exchange, Plot No. 2,3 & 4, Sector 19, Vashi , Navi Mumbai - 400 705)

ATTENDANCE SLIP

(To be presented at the entrance)

16TH ANNUAL GENERAL MEETING ON FRIDAY, 30TH SEPTEMBER, 2011

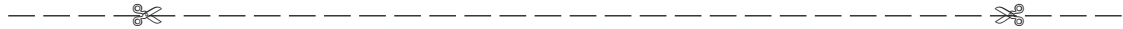
AT HOTEL ABBOTT, SECTOR 2, VASHI, NAVI MUMBAI - 400 703

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)



BSEL INFRASTRUCTURE REALTY LIMITED

(REGISTERED OFFICE : 737, 7th Floor, The Bombay Oil Seeds & Oil Exchange Premises Co.op Soc. Ltd.,
The Commodity Exchange, Plot No. 2,3 & 4, Sector 19, Vashi , Navi Mumbai - 400 705)

PROXY FORM

I/We _____ of _____

being a member (s) of BSEL Infrastructure Realty Limited, hereby appoint _____ of _____

in the district of _____ failing whom _____ of _____ in the district of _____ as my/ our proxy to

attend and vote for me /us and on my/our behalf at the Sixteenth Annual General Meeting of BSEL Infrastructure Realty Limited to be

held on Friday, 30th September, 2011 and/or at any adjournment thereof.

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

No. of shares held _____

Signed this _____ day of _____ 2011



Signature across Revenue Stamp

Note: This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting

Book Post

If undelivered please rerutn to:

Sharex Dynamic (India) Private Limited

Unit : BSEL Infrastructure Realty Limited

No.1, Luthra Industrial Premises, Safed Pool, Andheri-Kurla Road, Andheri (E), Mumbai - 400 072