

September 4, 2017

Excel REALTY N INFRA LTD.
Formerly Known as Excel Infoways Ltd.
CIN-L45400MH2003PLC138568

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

Scrip Code : 533090
Scrip ID : EXCEL
Fax No : 2272 3121 / 2272 2037

Trading Symbol : EXCEL
Fax No : 2659 8348 / 2659 8237 / 38

Sub. : Annual General Meeting

Dear Sir / Madam,

This is to inform you that the 15th Annual General Meeting of the members of Excel Realty N Infra Limited ("the Company") will be held on Thursday, September 28, 2017 at 9.30 a.m. at the Registered Office of the Company at 31-A, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai – 400053, to transact the businesses as set out in the Notice of the Annual General Meeting dated August 30, 2017.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and any amendment made thereon the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 22, 2017 to Thursday, September 28, 2017 (both days inclusive) for the purpose of the 15th Annual General Meeting.

The evoting facility will be available during the following period:
Commencement of e-voting: From 9.00 a.m. (IST) on Monday, September 25, 2017
End of e-voting : Up to 5.00 p.m. (IST) on Wednesday, September 27, 2017

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, any amendment made thereon the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the 15th Annual General Meeting. The cut-off date (i.e. the record date) for the purpose of e-voting is Thursday, September 21, 2017. Please find the attached copy of Notice of Annual General Meeting

Kindly take the same on record and acknowledge.

Thanking you,

Yours faithfully,
For Excel Realty N Infra Limited


Pooja Mane
Company Secretary



Encl : as attached

Excel REALTY N INFRA LTD.

Formerly Known as Excel Infoways Ltd.

CIN – L45400MH2003PLC138568

Registered Office: 31- A, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400 053

Tel: +91-22-40309898 Fax: +91-22- 26394248 Email: cs@excel-infoways.com Website: http:// www.excel-infoways.com

NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of **EXCEL REALTY N INFRA LIMITED** (formerly known as Excel Infoways Limited) will be held on Thursday, September 28, 2017 at 9.30 a.m. at the Registered Office of the Company at 31-A, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai -400053 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt :
 - a. the audited financial statement of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2017.
2. To appoint a Director in place of Mrs. Ranjana Khurana who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
3. To approve appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 139 and 142 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act, if any and Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee, the Company hereby approves appointment of M/s. R. Soni & Co., Chartered Accountants (Firm Registration No. 130349W), as statutory auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company to be held in the year 2022 subject to the ratification by members at every AGM till 20th AGM, on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To approve re-appointment and remuneration of Mr. Lakhmendra Khurana as Chairman & Managing Director of the Company and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

RESOLVED THAT in accordance with the provisions of sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), re-enactments thereof for the time being in force), and on the recommendation of the nomination and remuneration committee and approval of the board approval of the members be and is hereby accorded for the re-appointment of Mr. Lakhmendra Khurana (DIN: 00623015), as Chairman & Managing Director of the Company for a period 5 (five) years with effect from April 1, 2017 on the terms and conditions including remuneration for a period of 3 (three) years as set out in the explanatory statement as annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the remuneration payable to Mr. Lakhmendra Khurana, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to schedule V to the Companies Act, 2013 the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Lakhmendra Khurana within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Lakhmendra Khurana without any further reference to the Company in General Meeting.”

RESOLVED FURTHER THAT the Board, and /or the Company Secretary be and is hereby authorized to do all acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To approve re-appointment and remuneration of Mr. Arpit Khurana as Whole Time Director of the Company and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

RESOLVED THAT in accordance with the provisions of sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), re-enactments thereof for the time being in force), and on the recommendation of the nomination and remuneration committee and approval of the board approval of the members be and is hereby accorded for the re-appointment of Mr. Arpit Khurana (DIN: 03169762), as Whole Time Director of the Company for a period of 3 (three) years with effect from August 11, 2017 on the terms and

conditions including remuneration for a period of 3 (three) years as set out in the explanatory statement as annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the remuneration payable to Mr. Arpit Khurana, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to schedule V to the Companies Act, 2013 the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Arpit Khurana within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Arpit Khurana without any further reference to the Company in General Meeting."

RESOLVED FURTHER THAT the Board, and /or the Company Secretary of the Company be and is hereby authorized to do all acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For Excel Realty N Infra Limited

sd/-

Pooja Mane
Company Secretary
ACS-35790

Place: Mumbai
Date: August 30, 2017

Registered Office:
31-A, Laxmi Industrial Estate
New Link Road, Andheri (West)
Mumbai - 400 053
CIN-L45400MH2003PLC138568
E-mail:cs@excel-infoways.com

NOTES:

1. **A member entitled to attend and vote at the annual general meeting (“the Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Businesses under item nos. 4 & 5 to be transacted at the Meeting is annexed hereto
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. Brief resume of all Directors including those proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, are provided in the Report on Corporate Governance forming part of the Annual Report.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours of the Company up to the date of the Meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
10. The Company has notified closure of Register of members and Share Transfer Books from Friday, September 22, 2017 to Thursday, September 28, 2017 (both days inclusive).
11. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Member holding shares in physical form are requested to advise any change in their address immediately to the Company / Registrars and Transfer Agents.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents.
13. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. The annual report of the Company circulated to the members of the Company, will be made available on the Company's website at www.excel-infoways.com
15. Copies of Annual Report for 2016-2017 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2016-2017 are being sent by the permitted mode.

16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members to exercise their right to vote by electronic means. The Members / list of Beneficial Owners as on cut-off date as on Thursday, September 21, 2017, i.e. the date prior to commencement of book closure are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the “cut-off” date can exercise their right to vote by electronic means.
17. The e-voting period will commence from 9.00 a.m. (IST) on Monday, September 25, 2017 and will end at 5.00 p.m. (IST) on Wednesday, September 27, 2017.
18. The Company has appointed M/s. Kothari H. & Associates, practicing company secretaries to act as the Scrutinizer, for conducting the scrutiny of the votes cast and the e-voting process in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent separately.
19. The Notice of the Fifteenth Annual General Meeting and instructions for e-voting, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
20. Members who are unable to exercise their voting rights through e-voting may exercise their voting rights at a poll provided at the Annual General Meeting.
221. Investor Grievance Redressal :
The Company has designated an exclusive e-mail id cs@excel-infoways.com to enable Investors to register their complaints, if any.
22. Members who have not registered their email addresses so far are requested to register their email addresses so that they can receive the Annual Report and other communications from the Company electronically.

23. E- Voting

Pursuant to SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the Fifteenth Annual General Meeting scheduled to be held on Thursday, September 28, 2017 at 9.30 a.m.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the Authorized Agency to provide the e-voting facilities.

The e-voting facility will be available during the following period:

Commencement of e-voting	From 9.00 a.m. (IST) on Monday, September 25, 2017
End of e-voting	Up to 5.00 p.m. (IST) on Wednesday, September 27, 2017

The cut-off date (i.e. the record date) for the purpose of e-voting is Thursday, September 21, 2017 Instructions and other information relating to e-voting are as under:

1. Log on to the e-voting website www.evotingindia.com
2. Click on “Shareholders” tab.
3. Select “EXCEL REALTY N INFRA LIMITED” from the drop down menu and click on “SUBMIT”
4. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. In case you have forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to use sequence number which is printed on Attendance Slip indicated in the PAN Field / mentioned in email to those shareholders to whom email is to be send.
DOB/DIVIDEND BANK DETAILS	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4)

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

Other Instructions

- (i) The voting period begins on 9.00 a.m. (IST), on Monday, September 25, 2017 and ends on 5.00 p.m. (IST) on Wednesday, September 27, 2017.

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 21, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Explanatory Statement Section 102 of the Companies Act, 2013 (the Act)

The following Explanatory Statement sets out the material facts relating to the Special business mentioned in the accompanying Notice:

Item No 4

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee re-appointed Mr. Lakhmendra Khurana as Chairman & Managing Director of the Company for a further period of 5 (five) years from the expiry of his tenure, i.e. April 1, 2017 at its meeting held on February 11, 2017, subject to the approval of the members,

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Lakhmendra Khurana as Chairman & Managing Director of the Company in terms of the applicable provisions of the Act.

Brief resume of Mr. Lakhmendra Khurana, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, are provided in the Annexure to Annual General Meeting Notice.

The main terms and conditions of the appointment of Mr. Lakhmendra Khurana (hereinafter referred to as "Chairman & Managing Director") are given below:

1. Tenure of Appointment : 5 years
2. Remuneration : 3 years
 - a. **Salary:** Rs. 1,00,000/- p.m., Increment as per Company's policy
 - b. **Perquisites and allowances which shall include accommodation (furnished or otherwise):** House rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/ or allowances for utilization of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; medical insurance and such other perquisites and/ or allowances. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-Tax Act, 1961 or any rules thereunder or any statutory modifications(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income-tax law, gratuity payable and encashment of leave at the end of the tenure, shall not be included for the purpose of computation of the overall ceiling of remuneration.
 - c. **Reimbursement of expenses:** reimbursement of expenses incurred for travelling, board and lodging including for his spouse, children and attendant(s) during business trips; provision of car for use on Company's business; telephone expenses at residence shall be reimbursed and not considered as perquisite.

The remuneration as set out above may be altered and varied from time to time by the Board/ Nomination and Remuneration Committee of the Board, as it may, at its discretion, deem fit subject to the same but not exceeding the limits specified under Schedule V to the Act, or any statutory modification(s) or re-enactment thereof.

Mr. Lakhmendra Khurana, Chairman and Managing Director, Mrs. Ranjana Khurana and Mr. Arpit Khurana, Executive Directors of the Company, are interested in the proposed resolutions.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board of Directors recommend the passing of the resolution under the item nos. 4.

Item No 5

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee re-appointed Mr. Arpit Khurana as Executive Director of the Company for a further period of 3 (three) years from the expiry of his tenure, i.e. August 11, 2017 at its meeting held on May 29, 2017, subject to the approval of the members,

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Arpit Khurana as Executive Director of the Company in terms of the applicable provisions of the Act.

Brief resume of Mr. Arpit Khurana, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, are provided in the Annexure to Annual General Meeting Notice.

The main terms and conditions of the appointment of Mr. Arpit Khurana (hereinafter referred to as "Executive Director") are given below:

1. Tenure of Appointment: 3 years
2. Remuneration : 3 years

- a. **Salary:** Rs. 50,000/- p.m., Increment as per Company's policy
- b. **Perquisites and allowances which shall include accommodation (furnished or otherwise):**

House rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/ or allowances for utilization of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; medical insurance and such other perquisites and/ or allowances. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-Tax Act, 1961 or any rules thereunder or any statutory modifications(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income-tax law, gratuity payable and encashment of leave at the end of the tenure, shall not be included for the purpose of computation of the overall ceiling of remuneration.

- c. **Reimbursement of expenses:** reimbursement of expenses incurred for travelling, board and lodging including for his spouse, children and attendant(s) during business trips; provision of car for use on Company's business; telephone expenses at residence shall be reimbursed and not considered as perquisite.

The remuneration as set out above may be altered and varied from time to time by the Board/ Nomination and Remuneration Committee of the Board, as it may, at its discretion, deem fit subject to the same but not exceeding the limits specified under Schedule V to the Act, or any statutory modification(s) or re-enactment thereof.

Mr. Lakhmendra Khurana, Chairman and Managing Director, Mrs. Ranjana Khurana and Mr. Arpit Khurana, Executive Directors of the Company, are interested in the proposed resolutions.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board of Directors recommend the passing of the resolution under the item nos. 5.

Statement as per Section II of Part II of Schedule V of the Companies Act, 2013 for item 4 and 5

I. General Information :

1. **Nature of industry** - BPO/ITES and Infra Activity and General Trading
2. **Date of commencement of commercial activity:** January 07, 2003
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** - NA
4. **Financial performance based on given indicators**

Indicators	2016-2017	2015-2016	2014-2015
Turnover (000')	306214.21	396508.52	229156.53
Net Worth (000')	1659901.30	1663222.06	1641267.26
Earnings per Share	0.09	0.12	0.12
Profit after Tax (000')	2676.94	3866.96	3634.11
Market Capitalisation (000')	1137960.68	846417.03	559575.71
Book Value per share	52.95	53.06	52.36
Debt- Equity Ratio	0.05	0.12	0.13

(Note: The above figure are in '000 (thousands) except per share data, EPS, Book Value per share and Debt Equity ratio. The share price for calculation of market capitalization is taken as on 31st March on BSE)

5. **Foreign investments or collaborations**
Excel Info FZE, UAE is the wholly owned subsidiary of Excel Realty N Infra Ltd. As on March 31, 2017, Company's 369813 shares are held by the foreign investors (Non Resident Individuals).

II. Information about the appointees

1. Background details

Mr. Lakhmendra Khurana, is the Chairman and Managing Director of Excel Realty N Infra Ltd. He holds a bachelor's degree in arts from Meerut University. He has experience of more than 39 years in the industry. He is also director in Ranjana Construction Private Limited, Tista Impex Private Limited, Excel Infra N Realty Private Limited, Raj HR Solutation Private Limited and Ritz Shopping Mall Private Limited

Mr. Arpit Khurana, is the Executive Director of Excel Realty N Infra Ltd. He has completed his graduation. He has experience of 10 years in the Company.

2. Past remuneration

(Rs.in'000)

Year	Lakhmendra Khurana	Arpit Khurana
2016-2017	1200000	600000
2015-2016	1200000	600000
2014-2015	1200000	600000

3. Recognition or awards

Mr. Lakhmendra Khurana has been conferred with several awards for his peace and education efforts by various institutions which are listed below:

- Mother Teresa Lifetime Achievement Award by Mother Teresa International Award committee in the year 2011
- Maharashtra Ratna by all India Conference of Intellectuals in the year 2010
- Sardar Patel Award given by Mahaja Karansingh in the year 2007
- Rashtriya Gaurav Samman given World Peace Movement Trust in year 2004

4. Job profile and suitability

The job profile of the Lakhmendra Khurana, Managing Director includes:

- formulating and successfully implementing Company policy;
- directing strategy towards the profitable growth and operation of the Company;
- putting in place adequate operational planning and financial control systems;
- ensuring that the operating objectives and standards of performance are not only understood but owned by the management and other employees;
- Closely monitoring the operating and financial results against plans and budgets;
- taking remedial action where necessary and informing the Board of significant changes;
- maintaining the operational performance of the Company;
- monitoring the actions of the functional Board directors;
- assuming full accountability to the Board for all Company operations;
- representing the company to major customers and professional associations;
- Building and maintaining an effective executive team

The Managing Director is the head and representative of the Company and is responsible for the affairs of the Company. He is responsible for the day to day activities of the Company. The Managing Director must exercise diligence of a prudent businessman in the conduct of the Company's affairs. He has a paramount duty of loyalty to the Company.

Mr. Lakhmendra Khurana is the promoter of the Company and has all the qualities which a Managing Director requires. He has more than 39 years of experience in business which is very helpful for the Company for its growth.

Job profile of Arpit Khurana, Whole Time Director includes

- Ensuring that the organization has a long-range strategy which achieves its mission, and toward which it makes consistent and timely progress.
- Providing leadership in developing program, organizational and financial plans with the Board of Directors and staff, and carry out plans and policies authorized by the Board.
- Maintaining official records and documents and ensuring compliance
- Maintaining a working knowledge of significant developments and trends in the field.

Mr. Arpit Khurana the Executive director of the Company has innovative ideas for advancement of Company's business. His vision for the growth of the Company and his zeal to work brings new energy to the Company's environment.

5. Remuneration proposed for the Managing Director and the Executive Directors is given separately under item nos. 4 & 5

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The comparative remuneration of managing directors and executive directors in the multi segment business in India is substantially higher than that previously paid and also proposed herein. The proposed remuneration is extremely nominal as compared to the time and energy involved by the directors in managing the affairs and administration of the Company. Hence providing comparative remuneration would be meaningless in the present situation.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel

Mr. Lakhmendra Khurana, Mrs. Ranjana Khurana and Mr. Arpit Khurana are shareholders and part of promoter group of the Company.

Mr. Lakhmendra Khurana being Managing Director and Mrs. Ranjana Khurana and Mr. Arpit Khurana being Executive Directors of the Company receive remuneration from the Company. Mr. Lakhmendra Khurana also receives payment towards rent for the premises occupied by the Company. They do not have any other pecuniary relationship with the Company.

Mrs. Ranjana Khurana is wife of Mr. Lakhmendra Khurana and Mr. Arpit Khurana is son of Mr. Lakmendra Khurana and Mrs. Ranjana Khurana.

III. Other information

1. Reasons of loss or inadequate profits

Due to change in policies and uncertain business environment, we were not able to garner sales and hence profit has declined.

2. Steps taken or proposed to be taken for improvement

It will be our constant endeavor to acquire new clients and to serve in countries other than USA which will result in increase in our turnover BPO enabled services. Our focus is also to improve the turnover of infra segment by getting new contracts and management is also positive about the general trading segment.

3. Expected increase in productivity and profits in measurable terms

We are reassessing our expenditure and trying to optimize the cost of operations of the Company.

Annexure to the Notice

Details of Directors seeking appointment or/ re-appointment at the ensuing Annual General Meeting

Sr. No.	Particulars			
1	Name of the Director	Lakhmendra Khurana	Arpit Khurana	Ranjana Khurana
2	Date of Birth	11.09.1956	14.03.1990	19.10.1957
3	Age	60	27	59
4	Date of Appointment	07.01.2003	11.08.2011	07.01.2003
5	Permanent Account Number (PAN)	AGPPK7179R	BCAPK8310C	AGPPK7181F
6	Director Identification Number (DIN)	00623015	03169762	00623034
7	Expertise in specific functional areas	Experience of 39 years	Experience of 10 years	Experience of 14 years
8	No of Equity shares held in the Company (as on March 31, 2016)	7254951	1116922	57,38,390
9	Qualifications	B.A.	B. Com	M.A.
10	List of other directorship (excluding Foreign company)	<ul style="list-style-type: none"> • Excel Infra N Realty Private Limited • Ritz Shopping Mall Private Limited • Raj HR Solutation Private Limited • Tista Impex Private Limited • Ranjana Construction Private Limited 	<ul style="list-style-type: none"> • Excel Infra N Realty Private Limited • Tista Impex Private Limited • Ranjana Construction Private Limited 	<ul style="list-style-type: none"> • Excel Infra N Realty Private Limited • Ritz Shopping Mall Private Limited • Raj HR Solutation Private Limited
11	Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committees /Stakeholders Relationship Committees/ Nomination and Remuneration Committees)	Nil	Nil	Nil
12	Relationships, if any, between Directors inter se	He is husband of Mrs. Ranjana Khurana and father of Mr. Arpit Khurana	He is son of Mr. Lakhmendra Khurana and Mrs. Ranjana Khurana	She is wife of Mr. Lakhmedra Khurana and Mother of Mr. Arpit Khurana

Place: Mumbai
Date: August 30, 2017

By Order of the Board
For Excel Realty N Infra Limited

sd/-
Pooja Mane
Company Secretary
ACS-35790

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rules 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s)	
Registered Address	
Email ID	
DP ID Client id/ Folio No.	

I / We being the member(s) of _____ shares of **EXCEL REALTY N INFRA LIMITED** hereby appoint:

1. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her
2. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her
3. Name: _____
Address: _____
E-mail ID: _____
Signature: _____

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the **15th Annual General Meeting** of the Company, to be held on Thursday, September 28, 2017 at 9.30 a.m. at the Registered Office of the Company at 31-A, Laxmi Industrial Estate, New Link Road, Andheri(W), Mumbai – 400 053 and at any adjournments thereof in respect of such resolutions as are indicated below :

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	Type of resolution	For*	Against*
Consider and adopt: • Audited Financial Statements, Reports of the Board of Directors and Auditors • Audited Consolidated Financial Statement	Ordinary		
Re-appointment of Mrs. Ranjana Khurana who retires by rotation	Ordinary		
Approve Appointment of Auditors and fix their remuneration	Ordinary		
Approve Re-appointment of Mr. Lakhmendra Khurana as Chairman & Managing Director of the Company	Ordinary		
Approve Re-appointment of Mr. Arpit Khurana as Whole Time Director of the Company	Ordinary		

Stamp Signed this _____ day of _____ 2017

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix Re 1/- Revenue

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. For the resolutions, explanatory statement and notes, please refer to the notice of the 15th Annual General Meeting
3. A Proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. *This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.