

NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of EXCEL REALTY N INFRA LIMITED (formerly known as Excel Infoways Limited) will be held on Friday, September 27, 2019 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, 2019, 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, 2019.
2. To appoint a Director in place of Mr. Arpit Khurana who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit to pass the following resolution as an **Ordinary resolution**

“RESOLVED THAT pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, (including Any statutory modification(s) or re-enactment thereof for the time being force) and other applicable provisions if any, and based on recommendation of Audit Committee and the Board of Directors of the Company, M/s. Gupta Saharia & Co, Chartered Accountants, (FRN - 103446W), be and is hereby appointed as Statutory Auditors of the Company to hold office for a period of five (5) consecutive years from conclusion of this AGM upto the AGM to be held in the financial year 2023-2024 of the Company, at such remuneration as may be approved by the Board of Directors of the Company

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed

SPECIAL BUSINESS

4. **To approve re-appointment and remuneration of Mrs. Ranjana Khurana as Whole Time Director of the Company**

To consider and if thought fit to pass the following resolution as an **Special 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 Nomination and Remuneration Committee and approval of Board, approval of the members be and is hereby accorded for the re-appointment of Mrs. Ranjana Khurana (DIN: 00623034), as Whole Time Director of the Company for a period 3 (three) years with effect from January 1, 2019 on the terms and conditions including remuneration 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, 2013 or any statutory modification(s) or re-enactment thereof; subject to the same not exceeding the limits specified under Schedule V of the Companies Act

RESOLVED FURTHER THAT the remuneration payable to Mrs. Ranjana Khurana, Whole Time Director with effect from June 1, 2019 shall be as under:

- I. **Salary:** Upto Rs. 5,00,000/- p.m. (with an annual increment effective from 1 April of each financial year or such date as may be fixed by the Board time to time).
- II. **Perquisites and allowances:** In addition to the above, Mrs. Ranjana Khurana shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule 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 Mrs. Ranjana Khurana within such prescribed limit or ceiling and as agreed by and between the Company and Mrs. Ranjana Khurana without any further reference to the Company in the 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. Re-appointment of Mr. Binoy Gupta as an Independent Director of the Company

To consider and if thought fit to pass the following resolution as an **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rule, 2014 and the applicable provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s), amendments(s), substitution(s) or re-enactment(s) thereof in the Act, rules and Regulations for the time being in force) Mr. Binoy Gupta who holds office up to March 31, 2019 as Independent Non- Executive Director of the Company and being eligible be and is hereby re-appointment as Independent Non- Executive Director of the Company, not liable to retire by rotation for a second term of five consecutive years w.e.f. April 1, 2019 to March 31, 2024

RESOLVED FURTHER THAT pursuant to SEBI (Listing Obligation Disclosure Requirement) (Amendment) Regulation, 2018, approval of Member of the Company be and is hereby accorded to Mr. Binoy Gupta for continuation of the Directorship in the Company who will attain the age of seventy five years, in next year up to expiry of his present term as an Independent Director i. e. up to March 31, 2024, on the existing terms and conditions

FURTHER RESOLVED THAT Board of directors of the company be and is hereby authorised to do all such act, deeds and things to give effect to the above resolution.”

6. Appointment of Dr. Subir Kumar Banerjee as an Independent Director of the Company

To consider and if thought fit to pass the following resolution as an **Special Resolution**

RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV of the companies Act 2013, and Rules framed thereunder,

as amended from time to time and as per the provision of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 Dr. Subir Kumar Banerjee (DIN: 08463108), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its Meeting held on May 29, 2019 and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from member under Section 160 of the Companies Act, 2013 proposing Dr. Subir Kumar Banerjee candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2024.

FURTHER RESOLVED THAT Board of directors of the company be and is hereby authorised to do all such act, deeds and things to give effect to the above resolution.”

7. To approve revision in remuneration of Mr. Lakhmendra Khurana as Managing Director of the Company.

To consider and if thought fit to pass the following resolution as an **Special Resolution**

RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at 15th Annual General Meeting held on Thursday, September 28, 2017 and 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, the consent of the members be and is hereby accorded for the revision in remuneration of Mr. Lakhmendra Khurana, Managing Director, with effect from June 1, 2019 for the remaining period for receiving remuneration ending on March 31, 2020, 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, Managing Director with effect from June 1, 2019 shall be as under:

- III. Salary:** Upto Rs. 5,00,000/- p.m. (with an annual increment effective from 1 April of each financial year or such date as may be fixed by the Board time to time).
- IV. Perquisites and allowances:** In addition to the above, Mr. Lakhmendra Khurana shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule 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 the General Meeting.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on September 28, 2017 shall remain unchanged.

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.”

8. To approve revision in remuneration of Mr. Arpit Khurana as Whole Time Director of the Company.

To consider and if thought fit to pass the following resolution as an **Special Resolution**

RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at 15th Annual General Meeting held on Thursday, September 28, 2017 and 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, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Arpit Khurana, Whole Time Director, with effect from June 1, 2019 for the remaining period of his tenure ending on August 10, 2020. 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, Whole Time Director with effect from June 1, 2019 shall be as under:

- I. **Salary:** Up to Rs. 500000/- p.m. (with an annual increment effective from 1 April of each financial year or such date as may be fixed by the Board time to time).
- II. **Perquisites and allowances:** In addition to the above, Mr. Arpit Khurana shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule 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 the General Meeting.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the resolution passed at the 15th Annual General Meeting of the Company held on September 28, 2017 shall remain unchanged.

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."

9. To alter the object clause of the Memorandum of Association of the Company

To consider and if thought fit to pass the following resolution as an **Special Resolution**

"RESOLVED THAT pursuant to section 13 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded, to alter the Main object clause, by substituting/ elaborating the existing object sub-clause (1), (2) & (5) of clause III (A) of the memorandum of association with the following new clauses:

1. To engage in the business of and to undertake contracts / sub-contracts of work relating municipal corporation (including repairs, construction, re-construction of roads, bridges, highways, canals, dams, flyovers, ports, airports etc) and also applying for tender/ e-tender/ e-auction etc and also undertake contracts/sub-contracts for constructing,

reconstructing, redevelopment, rehabilitation, slum redevelopment (SR), extending, altering or demolishing buildings or tenements, blocks, flats, bungalows, shops, godowns, garages, hotel, restaurant, conference center, motel, holiday camp, café, tavern, boarding and lodging, lounge, cottagers, residential and commercial premises of all types, nature and descriptions through its own agency or through contractors, dealing in real estate and properties and in particular, purchase, sale, development and transfer of land and/or buildings, owning, buying, selling hiring, letting, sub-letting, maintaining, allotting, transferring allotment, administering, exchanging, mortgaging, accepting lease, tenancy or sub tenancy of land properties, structures thereon and purchasing, holding in stock or selling materials incidental to construction, repair, overhaul or maintenance of land and buildings and to fix and collect rents, to undertake the business of hotel, restaurant, conference center, motel, holiday camp, café, tavern, boarding and lodging, lounge, cottagers or otherwise in India or elsewhere.

2. To promote, develop, provide professional and consultancy Services, liasoning, labour, contract and sub contract services, manage, finance, monitor and carry out infrastructure projects and infrastructural facilities, to carry on the business of building, setting up, erection, construction, developing, commissioning, maintaining, operating on Build - Operate - Transfer (BOT) basis or Build - Own - Lease - Transfer (BOLT) basis, Build – Own – Operate - Transfer (BOOT) basis, or on any other basis, all Infrastructure Projects including roads, highways, bridges, flyovers, ports, airports, harbors, dams, canals, hydro power projects, thermal power projects, wind power projects, power projects of all other types and natures, water supply facilities, waste management systems, facilities for alternative energy sources, renewable energy systems, pollution control devices and to act, whether in India or outside India, as Promoters, Developers, Builders and general construction contractors and to construct, execute, carry, equip, improve, develop works and building, malls, commercial and residential complexes and buildings, townships, hotels, restaurants, spas, resorts hospitals, colleges, roadways, docks, harbors, ports, wharfs, canals, water courses, reservoirs, bridges, wells, dams, embankments, irrigations, erection works, reclamations, sewage, drainage and other facilities and any kind of work in connection with building and real estate, and as Engineers, Civil Contractors and among things related to construction, any kind of work or contract for and on behalf of any person, purchase, take on lease or otherwise acquire any mining rights, mines, and commence sand (moram) mining and other mining activities in India or elsewhere and to pump, refine, raise, dig and quarry all natural resources.
3. To carry on the business in India or elsewhere of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing, providing professional and consultancy services, liasoning Services in any manner whatsoever in all type of general trading in all the goods, commodities & services, through various recognized modes of trade offering i.e. including E-commerce and other electronic mode of general trade, either directly or through collaboration, joint venture, or under licenses and/ or executing trade agreements with various entity on retail as well as on wholesale basis and to act as brokers and traders in all commodities and commodity derivatives, and to act as market makers, finance brokers and providers of service for commodity related activities and obtain registration as commodities Broker or member of any commodity exchange anywhere in India or abroad.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. Lakhmendra Khurana the Managing Director and Ms. Pooja Mane, Company Secretary be and is hereby authorized severally to do all such acts, deeds, matters and things as may be deemed necessary and settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders.”

Place : Mumbai
Date : August 26, 2019

By Order of the Board
For **Excel Realty N Infra Limited**

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

sd/-
Pooja Mane
Company Secretary
ACS-35790

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.3, 4,5, 6, 7,8 & 9 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 Saturday, September 21,2019 to Friday, September 27, 2019 (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 2018-2019 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 2018-2019 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 Friday, September 20, 2019, 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 09.00 a.m. (IST) on Tuesday, September 24, 2019 and will end at 05.00 p.m. (IST) on Thursday, September 26, 2019.
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 one-voting sent separately.
19. The Notice of the Seventeenth 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.
21. 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 Seventeenth Annual General Meeting scheduled to be held on Friday, September 27, 2019 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 Tuesday September 24, 2019
End of e-voting	Up to 5.00 p.m. (IST) on Thursday September 26, 2019

The cut-off date (i.e. the record date) for the purpose of e-voting is Friday, September 20, 2019

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. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. **Note for Non-Individual Shareholders and custodians:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit by email 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 linked in the login 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.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions

- (i) The voting period begins on 9.00 a.m. (IST), on Tuesday, September 24, 2019 and ends on 5.00 p.m. (IST) on Thursday, September 26, 2019.

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 Friday, September 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e Friday, September 20, 2019

- (ii) The results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution.
- (iii) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the cast votes at the meeting through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizers' Report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same
- (iv) The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
- (v) The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (vi) The results shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.excel-infoways.com within 48 hours of conclusion of 17th AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The same shall also be placed on the website of CDSL.

EXPLANATORY STATEMENT**(Pursuant to the provisions of Section 102(1) of the Companies Act, 2013)****Item No 3**

M/s. R. Soni & Co were appointed as statutory auditors of the company in the Annual General Meeting dated September 28, 2017 for a period of 5 years and also their appointment has been ratified in the last AGM for the remaining term, now M/s. R. Soni & Co had resigned w.e.f. August 16, 2019, showing their unwillingness to be continue as statutory auditors of the Company. The Management of the Company on the recommendation of the Audit committee, in their meeting held on August 26, 2019 approved the Appointment of M/s. Gupta Saharia & Co, Chartered Accountants as Statutory Auditors of the Company and recommended to the members for their Approval for a period of 5 years from conclusion of this AGM up to the AGM to be held in the financial year 2023-2024, to fill up the casual vacancy caused due to the resignation of M/s. R. Soni & Co.

The members may note that pursuant to section 139(8) of the Companies Act, 2013 the term of the Statutory Auditors appointed to fill up the casual vacancy caused due to the resignation shall hold office till the conclusion of the next Annual General Meeting.

In view of the above, Audit Committee and Board of Directors have recommended appointment of M/s. Gupta Saharia & Co as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the financial year 2023-2024.

M/s. Gupta Saharia & Co, Chartered Accountants, being eligible under section 139(1) and other applicable provisions, have consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made would be within the limit prescribed under the Companies Act, 2013.

The Board recommends the passing of the Resolution at Item No. 3 of the accompanying Notice for member's approval.

Item No 4

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee re-appointed Mrs. Ranjana Khurana as Whole Time Director of the Company for a further period of 3 (three) years from the expiry of her tenure, i.e. January 1, 2019 at its meeting held on November 3, 2018, subject to the approval of the members,

It is proposed to seek members' approval for the re-appointment and remuneration payable to Mrs. Ranjana Khurana as Whole Time Director of the Company in terms of the applicable provisions of the Act.

Brief resume of Mrs. Ranjana Khurana, nature of her expertise in specific functional areas and names of companies in which she 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 Mrs. Ranjana Khurana are mentioned in the resolution at item no 3. The remuneration as set out in the resolution 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 Special resolution at item no. 4 of the a companying notice for members approval.

Item No 5

The Members of the Company had through Annual General Meeting, inter alia, appointed Mr. Binoy Gupta as Independent Directors of the Company for a period of five consecutive years effective from April 1, 2014 till March 31, 2019.

The Board, pursuant to Section 149 of the Companies Act, 2013 and upon recommendation of the Nomination and Remuneration Committee, based on the skills, rich experience, knowledge, continued valuable guidance of above said Director to the management and based on the outcome of performance evaluation, has in their meetings held on February 12, 2019 approved and recommended the re-appointment of the Mr. Binoy Gupta as an Independent Director of the Company for second consecutive term of 5 years subject to approval of members.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the candidature of Mr. Binoy Gupta for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Act.

The Company has received (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, confirming his eligibility for such appointment and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Listing Regulations, 2015 from Mr. Binoy Gupta.

In the opinion of the Board, Mr. Binoy Gupta, fulfills the conditions specified in the Act, the Rules made there under and Listing Regulations, 2015 for his re-appointment as Independent Director of the Company. Copies of the draft letters for his appointment as Independent Director setting out the terms and conditions would be available for inspection without any fee by the member's at the registered office of the Company during normal business hours on all the working days and also available at the website of the Company ie. www.excel-infoways.com

In the opinion of the Board of Directors, approval of members through Special resolution is sought for the re appointment of Mr. Binoy Gupta as Independent Director, pursuant to Section 149 and other applicable provisions of the Act and Rules there under and that the said Director shall not be liable to retire by rotation.

In accordance with the regulation 17(1A) of the SEBI (LODR) (Amendment) Regulation, 2018 a person who has attained the age of seventy five years can continue as Non- Executive Director in a listed Company, provided approval of its members by way of a special resolution is obtained. Mr. Binoy Gupta is closer to the age of seventy five years. Special resolution as set out in Item no. 5 seeks approval of shareholders for continuation of Directorship of Mr. Binoy Gupta as Independent Director of the Company effective from April 1, 2019 up to end of the term i.e. March 31, 2024.

In the opinion of the Board of Directors, Mr. Binoy Gupta are persons of high repute, integrity and have rich and varied experience. The Board considers that his continued association would benefit to the Company and it is desirable to continue to avail his services.

The profile of Mr. Binoy Gupta is provided in the annexure to this Notice.

None of the Directors and Key Managerial Personnel including their respective relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommend the passing of the Special resolution at item no. 5 of the a companying notice for members approval.

Item No 6

The Board of Directors pursuant to the recommendation of nomination and remuneration committee appointed Mr. Subir Kumar Banerjee as an Additional Independent Director of the Company with effect from May 29, 2019. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Subir Kumar Banerjee shall hold office upto the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of 5 years. The Company has received notice under section 160 of the Companies Act, 2013 from member signifying his intention to propose

Mr. Subir Kumar Banerjee for the office of Independent Director of the Company at the forthcoming Annual General Meeting. Accordingly, approval of members through Special resolution is sought for his appointment as an independent director, pursuant to section 149 and other applicable provision of Act and rules there under and that the said director shall not be liable to retire by rotation.

A brief profile of Mr. Subir Kumar Banerjee including nature of his expertise is provided in the Annexure to this Notice.

The Company received a declaration of independence from Mr. Subir Kumar Banerjee. In the opinion of the Board Mr. Subir Kumar Banerjee fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for appointment as Independent Director of the Company. A copy of draft letter of appointment of Mr. Subir Kumar Banerjee, Independent Directors, setting out terms and conditions of appointment of Independent Director is available for inspection at registered office of the Company during business hours (10.00 a.m. to 6.00 p.m.) on any working day till the date of Annual General Meeting and is also available on the website of the Company www.excel-infoways.com.

The Notice and this statement may also be regarded as disclosure under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Subir Kumar Banerjee are concerned or interested in this Resolution.

The Board of Directors recommend the passing of the Special resolution at item no. 6 of the a companying notice for members approval.

Item No 7

Mr. Lakhmendra Khurana was re-appointed as Chairman & Managing Director of the Company at a Salary of 1,50,000/- p.m. to Rs. 2,50,000 p.m. (revised salary as per resolution passed in last AGM) with effect from April 1, 2017 for a period of 5 years and remuneration for a period of 3 years at the 15th Annual General Meeting of the shareholders held on Thursday, September 28, 2017. He is also entitled to perquisites and allowances including Contribution to Provident Fund, Gratuity provided that the aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act as amended from time to time.

Minimum Remuneration: In terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year, during the currency of the tenure of managerial personnel, the Company has no profits or its profits are inadequate, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A Ordinary/ Special resolution has been passed at a general meeting of the Company.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on May 29, 2019, have approved the revision in remuneration of Mr. Lakhmendra Khurana as Managing Director of the Company as set out in the resolution at Item No. 7 of the Notice, which is under the limit specified in Schedule V of the Companies Act, 2013. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company shall remain unchanged.

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.

Mr. Lakhmendra Khurana, Chairman and Managing Director, Mrs. Ranjana Khurana and Mr. Arpit Khurana, Whole Time 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 Special resolution at item no. 7 of the a companying notice for members approval.

Item No 8

Mr. Arpit Khurana was re-appointed as Whole time Director of the Company at a Salary of Rs. 1,50,000/- p.m. to Rs. 2,00,000 p.m. (salary revised as per resolution passed at the last AGM) with effect from August 11, 2017 for a period of 3 years at the 15th Annual General Meeting of the shareholders held on Thursday, September 28, 2017. He is also entitled to perquisites and allowances including Contribution to Provident Fund, Gratuity provided that the aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act as amended from time to time.

Minimum Remuneration: In terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year, during the currency of the tenure of managerial personnel, the Company has no profits or its profits are inadequate, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A Ordinary/ Special resolution has been passed at a general meeting of the Company.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on May 29, 2019, have approved the revision in remuneration of Mr. Arpit Khurana as Whole Time Director of the Company from as set out in the resolution at Item No. 8 of the Notice, which is under the limit specified in Schedule V of the Companies Act, 2013. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company shall remain unchanged.

Brief resume of Mr. Arpit Khurana, nature of his expertise in specific functional areas and names of companies in which he holds 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.

Mr. Lakhmendra Khurana, Chairman and Managing Director, Mrs. Ranjana Khurana and Mr. Arpit Khurana, Whole Time 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 Special resolution at item no. 8 of the a companying notice for members approval.

Item No 9

The Company Excel Realty N Infra Limited (Formerly known as Excel Infoways Limited) was incorporated on 7th January, 2003 under the Companies Act, 1956 is a multi-segment company operating in three segments that is BPO/ Information technology, infrastructure and general trading

To increase sales and profits of the Company the Management of the Company has decided to alter the main objects of the Company by substituting the existing object with new object clause as provided in the related resolution by inserting some key words in the existing clauses which can more elaborate the main business activity of the Company.

Such Alteration in the Main Object clauses of the memorandum of association of the Company would require the approval of members by passing Special Resolution under Section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014. Further such amendments in the Objects Clause of the Memorandum of Association shall be effective from the date of Annual General Meeting.

The draft copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed Special resolution except to the extent of their shareholding

The Board of Directors recommend the passing of the Special resolution at item no. 9 of the a companying notice for members approval.

Information required as per schedule V of the Companies Act, 2013

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 performances based on given indicators

(Rs.in'000)

Indicators	2018-2019	2017-2018	2016-2017
Turnover (000')	105847.23	203864.15	306214.21
Net Worth (000')	1711411.15	1688215.19	1658362.30
Earnings per Share	0.02	0.29	0.01
Profit after Tax (000')	2204.02	27255.47	1137.94
Market Capitalization (000')	126962.55	1993782.34	1137960.68
Book Value per share	18.19	17.95	52.90
Debt- Equity Ratio	0.02	0.05	0.05

(Note: The above figure are in '000 (thousands) except per share data, EPS 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, 2019, Company's 17,82,856 shares are held by the foreign investors (Foreign Portfolio Investors & Non Resident Individuals).

II. Information about the appointees

1. Background details

Mr. Lakhmendra Khurana is the Chairman & Managing Director of the Company. He holds a bachelor degree of Arts (BA) degree of Meerut University. He has experience of more than 40 years in the industry.

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

Mrs. Ranjana Khurana is the Whole Time Director (Executive Director) of Excel Realty N Infra Ltd. She hold a Master of Arts (M.A.) degree from Meerut University. She is responsible for administration related activities of the Company. She was previously running a garment export business for 15 years

2. Past remuneration

(Rs. In '000)

Year	Lakhmendra Khurana	Ranjana Khurana	Arpit Khurana
2018-2019	1700.00	1700.00	1700.00
2017-2018	1699.00	1319.50	1330.00
2016-2017	1200.00	600.00	600.00

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 Maharaja Karan Singh 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 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 of 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.

Job profile of Whole Time Director/ Executive 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. Lakhmendra Khurana is the promoter of the Company and has all the qualities which a Managing Director requires. He has more than 40 years of experience in business which is very helpful for the Company for its growth.

Mrs. Ranjana Khurana monitors the administration of the Company. Her years of business experience is handy in day to day administration of the Company.

Mr. Arpit Khurana 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 Whole Time Directors is given separately under item nos. 7 & 8.**
- 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.**

The comparative remuneration of Managing Director and Whole Time 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 Whole Time 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. Lakhmendra 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 different countries 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	Name of the Directors			
1	Name of the Director	Arpit Khurana	Ranjana Khurana	Binoy Gupta	Subir Kumar Banerjee
2	Date of Birth	14.03.1990	19.10.1957	12.09.1945	29.11.1948
3	Age	28	60	74	71
4	Date of Appointment	11/08/2011	07/01/2003	24/01/2008	29/05/2019
5	Permanent Account Number (PAN)	BCAPK8310C	AGPPK7181F	ACTPG5263E	ABZPB2302G
6	Director Identification Number (DIN)	03169762	00623034	02016058	08463108
7	Expertise in specific functional areas	Experience of 10 years	Experience of 15 years	Experience of more than 40 years	Experience of more than 37 years
8	No of Equity shares held in the Company (as on March 31, 2019)	3350766	17215170	Nil	Nil
9	Qualifications	B. Com	M.A.	Ph.D in Law	Ph.D in MBA, M.Com, LLB, ACS, AICWA
10	List of other directorship (excluding Foreign company)	<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 • Raj HR Solutation Private Limited • Ritz Shopping Mall Private Limited 	Nil	Nil
11	Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committees / Stakeholders Relationship Committees/ Nomination and Remuneration Committees)	Nil	Nil	Nil	Nil
12	Relationships, if any, between Directors inter se	He is son of Mr. Lakhmendra Khurana and Mrs. Ranjana Khurana	She is wife of Mr. Lakhmedra Khurana and Mother of Mr. Arpit Khurana	He is not related to any of the Directors	He is not related to any of the Directors

By Order of the Board
For **Excel Realty N Infra Limited**

sd/-

Pooja Mane

Company Secretary
ACS-35790

Place : Mumbai
Date : August 26, 2019



CIN – L45400MH2003PLC138568

Registered Office: 31-A, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai - 400053.

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 **17th Annual General Meeting** of the Company, to be held on Friday, September 27, 2019 at 9.30 a.m. at the Registered Office of the Company at 31-A, Laxmi Industrial Estate, New Link Road, Andheri (west), 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 Mr. Arpit Khurana who retires by rotation	Ordinary		
Appointment of Auditors and fix their remuneration	Ordinary		
Approve re-appointment and remuneration of Mrs. Ranjana Khurana as Whole Time Director	Special		
Re-appointment of Mr. Binoy Gupta as an Independent Director	Special		
Appointment of Dr. Subir Kumar Banerjee as an Independent Director	Special		
Approve revision in remuneration of Mr. Lakhmendra Khurana as Managing Director	Special		
Approve revision in remuneration of Mr. Arpit Khurana as Whole Time Director	Special		
Alter the object clause of the Memorandum of Association	Special		

Signed this _____ day of _____ 2019

Affix
Re 1/-
Revenue
Stamp

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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 17th 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.