

NOTICE

NOTICE is hereby given that the First Extraordinary General Meeting of members during 2025-2026 of EXCEL REALTY N INFRA LIMITED (the “Company”) will be held on Thursday, September 11, 2025, at 11:00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following special businesses:

SPECIAL BUSINESS:

1. Amendment in the Main Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the Registrar of Companies, Mumbai, Maharashtra, consent of the shareholders of the Company be and is hereby accorded, to add following sub-clause (6)(7)(8)(9)(10)(11)(12)(13)(14)(15) after sub-clause (5) of clause III (A) of the Memorandum of Association of Company and further sub-clauses be renumbered accordingly:

Object clause to be inserted as III – A in Memorandum of Association of the Company

(6) To carry on the business of Manufacturers, and trading of Argo based food Products Tankers Packers and Preserves, stockiest, agents, sub-agent’s merchants, distributors, consignors, jobbers, brokers, in Rice, Gram, Ragi, Wheat, Maize and such other food grains. And dealers of all foods from agriculture products, repacking of and trading of Cereals, Cashews, Dates, Almonds, and Dairy products Horticulture and Poultry products, Fruits, Vegetables, Flowers, Meats all type of food products, palm oil, edible oil, etc.

(7) To carry on the business India and abroad of Manufacturers, and trading of Argo based food Products, Tankers Packers and Preserves, stockiest, agents, sub agents, merchants, distributors, consignors, jobbers, brokers, in Rice, Gram, Ragi, Wheat, Maize and such other food grains. And dealers of all foods from agriculture products, repacking of and trading of Cereals, Cashews, Dates, Almonds and Dairy products, Horticulture and Poultry products, Fruits, Vegetables, Flowers, Meats, processed meat scanned and tinned and processed foods, fast foods, processed fish and sea foods, frozen foods, Potential foods, health and instant foods of all kinds, including baby and dietic foods, cereals, beverages, restoratives and aerated mineral waters and food stuffs and consumable provisions and to extract by-products, derivatives food preparations of every kind and description.

(8) To carry on business as manufacture and packer of and dealers in food stuffs of all description for human and animal usage, including extruded foods and cereals, textured soya protein food, Frozen processed foods all of which shall be formulated to contain fruit or vegetable product including those suitable or deemed to be suitable for infants, Growing children, adults, invalid and convalescents and or for the general public and forest products, agricultural, plantation and horticultural products, medicinal and aromatic plants.

(9) To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as Principals or agents or as keepers or dealers in all kinds of milk products, including Cheese, Butter, Ghee, Ice creams, Baby foods, Instant foods and any by products or co-products thereof and to carry on the business and setting up of Dairy Farms, Milk Processing Plants, Food Processing Plants, Cold Storage Plants, Research laboratories, Packing units, Bottling Plants and to manufacture and deal in all kinds and varieties of foods for human or animal consumption.

(10) To carry on the business of Manufacturers, Millers, Grinders, Rollers, Processors, Tankers, Packers and Preserves, and dealers of all foods from agriculture products, Dairy products, Horticulture and Poultry products, Fruits, Vegetables, Flowers, Meats, Processed meat scanned and tinned and processed foods, fast foods, processed fish and sea foods, frozen foods, Potential foods, health and instant foods of all kinds, including baby and dietic foods, cereals, beverages, restoratives and aerated mineral waters and food stuffs and consumable provisions and to extract by-products, derivatives food preparations of every kind and description

(11) To Manufacture and Sale trading of Jams, Jellies, Pickles, Food pastes, Vinegars, Vermicelli, Wafers Appalams and such other food Products cereals, roots, corns, fruits and flour pickles condiments, masala and spice powders, chutney, sauce squash fudge. Jelly, ketchup, soup, instant food perfumery compounds and chemicals and Mineral Water.

(12) To carry on the business of caring fruit and vegetables and meat products

(13) To engage in engineering consultation & execution of all forms of electrical power and all other forms of energy in all aspects and to plan, promote, develop, establish distribution networks or systems, trading platforms and to acquire, in any manner, these networks or systems or trading platforms from power generating companies, central or state government undertakings, local authorities or statutory bodies or other persons within India or abroad.

(14) To carry on the business in India and abroad for providing customers with a platform, in the physical and/or electronic form, through the means of facsimile, electronic-mail (e-mail), internet, intranet, e-commerce, m-commerce and/or any other means, to enable transactions of hiring of all types of cars, fleet taxis, or any other motor vehicles for consideration, commission, service fee, insertion fee and to act as a platform, consultant, agent and service provider.

(15) To carry on the business in India and abroad of providing a platform, technology services and/ or other mechanism through any future known or unknown technology, in the physical and/or electronic form, through the means of facsimile, electronic-mail (email), internet, intranet, e-commerce, m-commerce and/or any other means, to facilitate transactions whether by and between businesses, individual consumers or by and between businesses and consumers and such similar, incidental and ancillary activities thereto including but not limited to any advertisements and promotions.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and incidental to give effect to the aforesaid resolution.”

2. To Increase the Authorised Share Capital and alteration of Capital Clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, and 64 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the applicable rules made thereunder, including any statutory modification(s) or re-enactments thereof for the time being in force and Articles of Association of the Company, consent of the members be and is hereby accorded for Increase in the Authorised Share Capital of the Company from existing Rs.1,50,00,00,000/- (Rupees One Hundred and Fifty Crore Only) divided into Rs.1,50,00,00,000 (One Hundred and Fifty Crore) Equity Shares of Rs.1/- each to Rs. 5,00,00,00,000/- (Rupees Five Hundred Crore Only) divided into Rs. 5,00,00,00,000 (Five Hundred Crore) Equity Shares of Rs.1/- each ranking pari passu in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company, and consent of members be and is hereby accorded for amendment of the existing Clause V (a) of the Memorandum of Association of the Company by substituting with the following clause:

“The Authorised Share Capital of the Company shall be Rs. 5,00,00,00,000/- (Rupees Five Hundred Crore Only) divided into Rs. 5,00,00,00,000 (Five Hundred Crore) Equity Shares of face value of Rs.1/- each. The Company has power to increase or reduce its capital and divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential deferred, qualified or other special rights privileges or conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (“the Board”) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any director(s) or any other key managerial personnel of the Company as may be required in order to give effect to the aforesaid resolution.”

3. To Approve the Appointment of Mr. Jasman Singh Chadha (Din: 09697977) as Whole Time Director, Designated as Executive Director of the Company

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 recommendations of the Nomination and Remuneration Committee of the Board of Directors, approval of Board of Directors and pursuant to the provisions of Sections 196, 197 and 203 of the Act, read with Schedule V to the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded to the appointment of Mr. Jasman Singh Chadha (DIN:09697977) as a Whole-Time Director designated as Executive Director of the Company for a period effective from July 28, 2025 till July 27, 2030 i.e. for a term of 5 years (five years) on the terms

and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

4. To Approve the Appointment of Mr Ankit Mehra (Din: 07669838) as Whole Time Director, Designated as Executive Director of the Company

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 recommendations of the Nomination and Remuneration Committee of the Board of Directors, approval of Board of Directors and pursuant to the provisions of Sections 196, 197 and 203 of the Act, read with Schedule V to the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded to the appointment of Mr. Ankit Mehra (DIN: 07669838) as a Whole-Time Director designated as Executive Director of the Company for a period effective from July 28, 2025 till July 27, 2030 i.e. for a term of 5 years (five years) on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

By Order of the Board of Directors
For **EXCEL REALTY N INFRA LIMITED**

Sd/-
Lakhmendra Khurana
Chairman & MD
DIN: 00623015

Registered Office:
31-A, Laxmi Industrial Estate
New Link Road, Andheri (West) Mumbai - 400 053
CIN-L45400MH2003PLC138568
E-mail: cs@excel-infoways.com
Dated: August 12, 2025
Place : Mumbai

NOTES:

1. Pursuant to General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA), Circular dated October 3, 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI (the Circulars) prescribing the procedures and manner of conducting the Extra-Ordinary General Meeting through VC/OVAM In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. Since the EGM will be held through VC, the route map and attendance slip are not annexed to this Notice.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC / OAVM and participate there at and cast their votes on e-voting. Corporate Members intending to appoint their representatives are requested to send a scanned certified copy of the board resolution authorizing their representatives to cs@excel-infoways.com with a copy marked to accounts@excel-infoways.com.
3. Further pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the MCA and SEBI Circulars, the Company is holding its Extra-Ordinary General Meeting (EGM) through Video Conferencing ('VC')/Other Audio- Visual Means ('OAVM'), without the physical presence of the Members at a common venue. For the said purpose the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for conducting EGM through VC/OAVM. Further, CDSL has also been engaged for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the EGM. The procedure for participating in the meeting through VC/OAVM is explained in the notes below.
4. EGM Notice shall be sent to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The Notice of EGM is also placed on the website of the Company i.e. www.excel-infoways.com and the website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com. and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com).

Further, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the EGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: cs@excel-infoways.com
- For the Members holding shares in demat form, please update your email address through your

respective Depository Participant/s.

5. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 1 to 4 of the Notice, is annexed hereto. Further, the details as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/re-appointment at this Extra-Ordinary General Meeting is annexed hereto.
6. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Registrar and Transfer Agents, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), for assistance in this regard.
7. **Important dates for Members:**

Cut-Off Date: The Cut-Off Date for the purpose of determining the Members eligible for participation in remote e-Voting and voting at the EGM through e-Voting system is Friday, September 05, 2025.

A person who is not a Member as on the Cut-Off Date should treat this Notice of EGM for information purpose only. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date, as aforesaid.

Remote e-Voting: Period commences on Monday, September 08, 2025 from 9:00 A.M. (IST) and ends on Wednesday, September 10, 2025 at 5:00 P.M. (IST). Remote e-Voting will be disabled after 5:00 P.M. (IST) on Wednesday, September 10, 2025.

E-Voting Facility: E-voting facility will also be provided at the EGM i.e. on the date of the EGM on Thursday, September 11, 2025 to eligible Members who have not cast their votes through remote e-Voting and who attends the EGM through VC/ OAVM facility.

The Notice is being sent to all the Members/ Beneficiaries electronically, whose names appear on the Register of Members/Record of Depositories in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA and SEBI Circulars.

8. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the cut-off date and any person who is not a member as on that date should treat this Notice for information purposes only.
9. Members may join the EGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members 30 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/OAVM facility, 15 minutes after the scheduled time to start the EGM. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
10. 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.

11. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Members who would like to express their views or ask questions during the EGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID, No. of shares, PAN, mobile number at cs@excel-infoways.com on or before 5:00 P.M. Friday, September 05, 2025. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the EGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the EGM.
13. The Board of Directors have appointed M/s. S.K. Jain & Co., Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and e-voting through electronic voting system at the EGM in a fair and transparent manner.
14. The Scrutinizer will, after the conclusion of e-voting at the EGM, scrutinize the votes cast at the EGM and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare voting results (consolidated) within two working days from the conclusion of the EGM. The voting results along with the consolidated Scrutinizer's Report, will be placed on the website of the Company (www.excel-infoways.com) and the website of CDSL (www.evotingindia.com) immediately after the declaration of result by the Chairman and in his absence, any Director/officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited. It shall also be displayed on the Notice Board at the Registered Office and the Corporate office of the Company.
15. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts.
16. Members are requested to notify the change in address if any, with Pin Code numbers immediately to the RTA i.e. MUFG Intime India Private Limited having its office at C 101, 247 Park, LBS Marg, Vikhroli (west), Mumbai - 400083.
17. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their Company account maintained in India with complete name, branch account type, account number and address of Company with pin code number, if not furnished earlier. Members may contact their respective Depository Participants for availing this facility.
18. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the EGM by e-mail and holds shares as on the cut-off date, may obtain the User ID and password by sending a request to e-mail address helpdesk.evoting@cdslindia.com his/her existing user ID and password for casting his/her vote. In the case of forgot password, the same can be reset by using "Forgot User Details/ Password?" option available on www.evotingindia.com.
19. In case of any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
20. All documents referred to this Notice shall be made available for inspection, on request in business hours.

All grievances connected with the facility for voting by electronic means may be addressed to

Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE EVOTING ARE AS UNDER:-

CDSL e-Voting System - For Remote e-voting and e-voting during EGM

Step 1 :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 :Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The remote e-voting period begins on Monday, September 08, 2025 from 9:00 A.M. (IST) and ends on Wednesday, September 10, 2025 at 5:00 P.M. (IST). Remote e-Voting will be disabled after 5:00 P.M. (IST) on Wednesday, September 10, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 05, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. ORAlternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - My easi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.10.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user

IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (ix) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at- 022- 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (x) If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number mentioned in email to those shareholders to whom email is to be send or contact Company at email id cs@excel-infoways.com / and RTA at email id rnt.helpdesk@in.mpms.mufg.com
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field

- (xi) After entering these details appropriately, click on “SUBMIT” tab.
- (xii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xiii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant EXCEL REALTY N INFRA LIMITED on which you choose to vote.
- (xv) 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.
- (xvi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xvii) 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.
- (xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xx) Note for Non – Individual Shareholders and Custodians – For Remote E-voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc.together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@excel-infoways.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using their remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are present in the EGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/EGM.
8. If any Votes are cast by the shareholders through the e-voting available during the EGM/EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Internal Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches .
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
8. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
9. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

IMPORTANT COMMUNICATION TO THE MEMBERS

1. Mandatory update of PAN and Bank details Pursuant to SEBI Circular SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company/Registrar & Transfer Agent (RTA) for registration under their folio. Hence, the shareholders are requested to update their PAN and bank details.
2. **Compulsory Dematerialization of shares of listed company:**

As per SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 the transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form (Demat) with a depository. Hence, the Members of the company are requested to dematerialize their shareholding to avail the benefits of dematerialization.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102(1) of the Companies Act, 2013)

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned in the accompanying Notice dated August 12, 2025.

Item No. 1

The Company proposes to diversify its operations and explore new business opportunities to enhance its growth prospects and strengthen its revenue streams. In order to enable the Company to undertake such activities, it is proposed to amend the existing Object Clause of the Memorandum of Association (MOA) by including additional business activities aligned with the Company's future plans.

As per Section 13(1) of the Companies Act, 2013, a Company may, by passing special resolution, alter the provisions of its MOA with respect to the objects of the Company. In order to enable the Company to diversify its operations and explore new business opportunities the Board at its meeting held on July 28, 2025 approved the addition of objects in the Object Clause of the Memorandum of Association of the Company subject to the approval of shareholders, by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution.

Item No. 2

The Company is considering expansion plans and new business initiatives which may require infusion of additional funds. To facilitate future fund-raising through issue of equity shares or other securities, it is proposed to increase the Authorised Share Capital of the Company. The existing Authorised Share Capital is not adequate to meet the Company's capital requirements for its proposed growth.

The existing Authorised Share Capital of the Company is Rs.1,50,00,00,000/- (Rupees One Hundred and Fifty Crore Only) divided into Rs.1,50,00,00,000 (One Hundred and Fifty Crore) Equity Shares of Rs.1/- each. In order to broad base the Capital Structure and to meet funding requirements of the company in future the Board at its meeting held on August 12, 2025 approved to increase the Authorised Share Capital to Rs. 5,00,00,00,000/- (Rupees Five Hundred Crore Only) divided into Rs. 5,00,00,00,000 (Five Hundred Crore) Equity Shares of Rs.1/- each ranking pari passu in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company, subject to the approval of shareholders.

As a consequence of proposed increase in the Authorised Share Capital of the Company, the existing Authorised Capital Clause of the Memorandum of Association of the Company needs to be altered accordingly. Pursuant to Section 13 and 61 of the Companies Act, 2013

alteration of capital clause requires approval of shareholders of the company by way of passing Ordinary Resolution to the effect.

The amended set of Memorandum of Association will be available for inspection at the Registered Office of the Company on working days during business hours. Any member who desires to inspect the said MOA can send a request by email at the email ID mentioned in the notice and the company will provide the said copies by email to such members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board of Directors of your Company recommends the same to the shareholders for passing of Ordinary Resolution.

Item 3 and 4:

Brief resume of Mr. Jasman Singh Chadha

Jasman Singh Chadha is a Chartered Accountant by profession and a seasoned business leader with experience across electric mobility, logistics, and financial management. He began his career with Ernst & Young, where he worked for three years, gaining deep expertise in audit, compliance, and financial analysis. He has since ventured into entrepreneurship, building scalable and sustainable businesses with a focus on operational excellence and strategic growth. Jasman brings a strong understanding of financial discipline, stakeholder management, and execution-led leadership to the board.

Education: Chartered Accountant and B.com - University of Delhi

Brief resume of Mr. Ankit Mehra

Mr. Ankit Mehra was born and brought up in Delhi. Ankit has earned renowned certifications in the field of Project & Program Management from PMI (PMP and Prince2). He possesses a rich 14 years of Techno-commercial experience in field of Information Technology for various challenging domains such as Healthcare, Telecom, IT-Consulting IT-Integration, KPOs and BPOs.

As far as working experience is concerned, he has been associated with Computer Science Corporation, as a Program Manager handling the mission-critical projects and programs for Zurich Financial Services, North America. Prior to CSC, he has been associated with a Big Telecom giant from UK, British Telecom, serving the North-America region for Proctor & Gamble He holds a major experience in the field of Business-to-Business (B2B), and has played a key role for the major Onshore- Offshore Transitions for Tech Mahindra, British Telecom an Lloyds Banking Group (UK), As a person he keeps an eye for details, has a positive approach, highly energetic and passionate professional.

Being "tech-curious" at heart, among other business priorities, Ankit leads the technology evolution practices in the company.

Education: He holds a Bachelor Degree in Computers and a Masters in Systems and IT.

The main terms and conditions of the remuneration of Mr. Jasman Singh Chadha and Mr. Ankit Mehra are given below:

Term of 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, club memberships 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.

Brief resume of of Mr. Jasman Singh Chadha and Mr. Ankit Mehra, 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 and Information required on the matter pursuant to Section II, Part II of Schedule V of the Companies Act, 2013 is given in **Annexure- A** of this notice.

Mr. Jasman Singh Chadha, Additional Director, of the Company, is interested in the proposed resolutions no. 3.

Mr. Ankit Mehra, Additional Director, of the Company, is interested in the proposed resolutions no. 4.

The Board of Directors recommend the passing of the Ordinary resolution at item no. 3 and 4 of the accompanying notice for members' approval.

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.

ANNEXURE TO THE NOTICE

Annexure -A

Details of Directors seeking appointment or/ re-appointment at the Extra-Ordinary General Meeting:

Sr. No.	Particulars		
1.	Name of the Director	Jasman Singh Chadha	Ankit Mehra
2.	Date of Birth	16-10-1996	22-11-1982
3.	Age	28	42
4.	Date of Appointment/ Re-appointment	28-07-2025	28-07-2025
5.	Director Identification Number (DIN)	09697977	07669838
6.	Expertise in specific functional areas	Jasman Singh Chadha is a Chartered Accountant by profession and a seasoned business leader with experience across electric mobility, logistics, and financial management	He has earned renowned certifications in the field of Project & Program Management from PMI (PMP and Prince2). He possesses a rich 14 years of Techno-commercial experience in field of Information Technology for various challenging domains such as Healthcare, Telecom, IT-Consulting IT-Integration, KPOs and BPOs.
7.	No of Equity shares held in the Company	83,19,590	-
8.	Qualifications	Chartered Accountant and B.com	Bachelor Degree in Computers and a Masters in Systems and IT.
9.	List of other directorship (excluding Foreign company)	Vieosun Private Limited Minder Ev Logistics Private Limited	AAR Shyam India Investment Company Limited
10.	Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committees /Stakeholders Relationship Committees/ Nomination and Remuneration Committees)	NIL	NIL
11.	Relationships, if any, between Directors inter-se	NA	NA

By Order of the Board of Directors
For **EXCEL REALTY N INFRA LIMITED**

Sd/-

Lakhmendra Khurana

Chairman & MD

DIN: 00623015

Registered Office:

31-A, Laxmi Industrial Estate

New Link Road, Andheri (West) Mumbai - 400 053

CIN-L45400MH2003PLC138568

E-mail: cs@excel-infoways.com

Dated: August 12, 2025

Place : Mumbai