

ADDENDUM TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

This is an addendum to the Notice of Extra-Ordinary General Meeting (EGM) of EXCEL REALTY N INFRA LIMITED (the “Company”) 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:

5. Appointment of Mr. Prashant Kumar Jain (DIN No.: 08713703) as the Non- Executive Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), re-enactments thereof for the time being in force), applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors for the appointment of Mr. Prashant Kumar Jain (DIN No.: 08713703) who was appointed as an Additional Director (Independent Non- Executive) of the Company by the Board of Directors at its meeting held on September 02, 2025 and who holds office up to the date of this General Meeting of the Company in accordance with Section 161(1) of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from September 02, 2025 upto September 01, 2030, whose period of office will not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

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: September 02, 2025

Place : Mumbai

NOTES:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the this general meeting, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of EGM are available electronically for inspection by the members on all working days during normal business hours upto the date of EGM.
3. This addendum to the Notice of EGM is available on the website of the Company at <https://www.excel-infoways.com> and website of CDSL at www.evotingindia.com.
4. All the processes, notes and instructions relating to attending EGM through VC / OAVM and evoting set out for and applicable for the ensuing EGM shall mutatis-mutandis apply to attending EGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of EGM. Furthermore, the Scrutinizers appointed for the ensuing EGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of EGM.

EXPLANATORY STATEMENT

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

Item No. 5

The Board of Directors of the Company at the meeting held on September 02, 2025 (based on the recommendations of the Nomination & Remuneration Committee and subject to the approval of the Members in the General Meeting), appointed Mr. Prashant Kumar Jain (DIN No.: 08713703) as an Additional Director (Independent Non-executive) of the Company with effect from that date.

In terms of the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Jain holds the office till this General Meeting and is eligible for appointment. Further, in terms of Section 149 of the Act, an Independent Director can hold office for a term of upto five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Jain has given a declaration to the Board that he meets with the criteria of independence as provided under Section 149(6) of the Act read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Jain fulfils the conditions specified in the Act and the Rules framed thereunder read with the Listing Regulations, for his appointment as an Independent Director and is independent of the management.

In the opinion of the Board, Mr. Jain fulfills the criteria of Independence and possesses appropriate skills, experience and knowledge for being appointed as an Independent Director. Considering his vast experience and knowledge, his appointment would be in the interest of the Company. The Board of Directors recommends the appointment of Mr. Jain as an Independent Director of the Company (not liable to retire by rotation) for a period of three (5) years commencing from September 02, 2025.

The brief profile of Mr. Jain and other relevant details as required pursuant to the provisions of and Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, are provided in Annexure to the Notice.

Mr. Jain shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board & other meetings and payment of commission, if any, as approved by the Members of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft letter of appointment of Mr. Jain as an Independent Director setting out the terms and conditions of appointment would be available for inspection by the Members, by writing an email to the Company at cs@exel-infoways.com.

Save and except Mr. Jain and his relatives to the extent of their respective shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution. Mr. Jain are is not related to any other Director/ KMP of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out in item no. 5 of the Notice EGM for approval by the members.

ANNEXURE TO THE NOTICE

Annexure -A

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

Name of the Director	Mr. Prashant Kumar Jain
Director Identification Number (DIN)	08713703
Date of Birth	06-07-1992
Age	33
Date of Appointment	02-09-2025
Brief Resume of Director	<p>Mr. Jain is a Qualified Company Secretary and B.Com graduate with over 10 years of experience in Corporate Law and Compliance. He has served as an Independent Director on the Board of Krishnaping Alloys Limited and is currently working as Associate Vice President - Corporate Secretarial at Motilal Oswal Financial Services Limited (MOFSL), a prominent listed entity on the BSE and NSE. In this capacity, Prashant plays a crucial role in ensuring compliance with Company Law and SEBI Regulations, significantly enhancing the organization's Corporate Governance Framework.</p> <p>Recognized for his professional excellence, Prashant has received several accolades, including the Best Project Award at the Management Skills Orientation Programme (MSOP) by ICSI, WIRC, Mumbai, and the Best Team Player Award by MOFSL for Q1 2023-24. He was also nominated for Associate of the Year by MOFSL for his outstanding contributions. In addition to his legal proficiency, Prashant is an avid blogger, sharing insights on significant legal topics through platforms like Taxguru. He is committed to upholding high standards of Corporate Governance and advancing the legal profession.</p>
Expertise in specific functional areas	<p>His expertise encompasses various legal domains, including Company Law, SEBI Regulations, the Insolvency and Bankruptcy Code, and Limited Liability Partnership Law. Prashant is skilled in Compliances & Secretarial activities including conducting Secretarial Audits, drafting essential legal documents, and representing the Company before regulatory and quasi-judicial bodies, including the National Company Law Tribunal (NCLT), Registrar of Companies (ROC), and Regional Director (RD) and various stock exchanges.</p>
No of Equity shares held in the Company	NIL
Qualifications	Company Secretary for ICSI and B.com graduate
List of other directorship (excluding Foreign company)	NIL
Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committees /Stakeholders Relationship Committees/ Nomination and Remuneration Committees)	NIL
Relationships, if any, between Directors inter-se	NA

Number of Meeting Attended	NIL
Remuneration last drawn	NA

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

Lakhmendra Khurana

Chairman & MD

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