

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and MCA Circulars (as defined below).

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the “**Act**”), read with the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), Government of India, for holding general meetings / conducting postal ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated 08.08.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 2/2022 dated 05.05.2022, Circular No. 3/2022 dated 05.05.2022, Circular No. 10/2022 and Circular No. 11/2022 dated 28.12.2022, Circular No. 09/2023 dated 25.09.2023, Circular No. 09/2024 dated 19.09.2024, Circular No. 03/2025 dated 22.09.2025 (the “**MCA Circulars**”) and **Pursuant to the Circular issued by Securities & Exchange Board of India ('SEBI Circular')**, Circular No. SEBI/HO/CFD/CMD/1/CIR/P/2020/79 dated 12.05.2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022, Circular No. SEBI/HO/CFD/ PoD- 2/CIR/2023/4 dated 05.01.2023 and Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2023/167 dated 07.10.2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03.10.2024 and any other applicable laws and regulations, the following items of ordinary/ special business are proposed to be passed by the Members of Excel Realty N Infra Limited (the “**Company**”) through Postal Ballot (“**Postal Ballot**”) only by way of remote e-voting process. An Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof form part of this Postal Ballot notice (the “**Postal Ballot Notice**”).

In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s) and also to shareholders whose e-mail address are not registered with the Company through post at their registered address.

The Board of Directors of the Company, at its meeting held on December 22, 2025, has appointed **M/s. NVB & Associates, Practicing Company Secretaries (Membership No. 12268 and Certificate of Practice No. 16062)**, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

The Scrutinizer will submit their report to the wholetime director of the Company after completion of scrutiny of the e-voting.

The results shall be declared on or before January 23, 2026 and communicated to BSE Limited (“BSE”), NSE Limited (“NSE”), Central Depository Services Limited (“CDSL”) at www.evotingindia.com and will also be displayed on the Company's website at <https://www.excel-infoways.com/about>

SPECIAL BUSINESS:

Item No. [1]

INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to section 13 read with section 61 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the company be and is hereby accorded to Increase the authorized share capital of the Company from the existing Rs. 5,00,00,00,000/- (Rupees Five Hundred Crore) divided into 5,00,00,00,000 shares (Five Hundred Crore shares) of Rs. 1/- each to Rs. 75,00,00,00,000/- (Rupees Seven Thousand and Five Hundred Crores) divided into 75,00,00,00,000 (Seven Thousand and Five Hundred Crores shares) of Rs. 1/- each.

RESOLVED FURTHER THAT pursuant to section 13 read with section 61 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to, alter and replace the existing Clause V of the Memorandum of Association of the Company, as under:

Clause V. The Authorized Share Capital of the Company is Rs. 75,00,00,00,000/- (Rupees Seven Thousand and Five Hundred Crores) divided into 75,00,00,00,000 (Seven Thousand and Five Hundred Crores shares) of Rs. 1/- each

RESOLVED FURTHER THAT any of the Directors of the company, be and is hereby severally authorized to sign, execute, file and submit necessary documents, e-forms or papers with the Registrar of Companies or

other authorities as may be required and to do all the acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

Item No. [2]

AMENDMENT TO THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a **special resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 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-enactment(s) thereof, for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for addition in the existing clauses in the Object Clause of the Memorandum of Association (the 'MOA') of the Company, by addition of the new object clause:

| Clause No. | Proposed Object |
|------------|---|
| 16 | To carry on in India or abroad the business of generation, production, manufacture, conversion, transmission, distribution, trading, and supply of energy and power in all its forms, including but not limited to electric, solar, wind, hydro, biomass, tidal, geothermal, hydrogen, and other renewable or non-conventional energy sources, and to establish, construct, operate, maintain, manage, and run power plants, generating stations, renewable energy parks, and related facilities. To set up, acquire, or participate in renewable energy projects, including solar parks, wind farms, hybrid power systems, microgrids, storage systems, and integrated renewable energy solutions for captive or commercial use. To undertake design, engineering, procurement, construction (EPC), commissioning, and operation & maintenance (O&M) of power plants, grid infrastructure, and renewable energy installations either independently or in collaboration with other entities. To engage in the business of trading in electricity, renewable energy certificates (RECs), carbon credits, green hydrogen, and other energy derivatives, and to participate in exchanges, markets, and government programs promoting clean energy. |
| 17 | To design, develop, manufacture, assemble, install, operate, maintain, and supply solar energy systems, plants, and equipment, including but not limited to photovoltaic (PV) modules, solar thermal systems, inverters, charge controllers, energy storage systems, solar panels, and related accessories. To set up rooftop solar systems, grid-connected and off-grid solar projects, solar farms, solar parks, hybrid energy systems, |

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| | and floating solar installations for commercial, residential, industrial, or government clients. To engage in consultancy, turnkey EPC projects, leasing, and sale of solar energy products and to provide maintenance, monitoring, and after-sales services. To import, export, distribute, and market solar and renewable energy equipment, technologies, and raw materials and to act as representatives, agents, or distributors of domestic and international manufacturers. |
| 18 | To manufacture, produce, process, refine, blend, distill, store, distribute, market, import, export, and deal in ethanol, bio-ethanol, biodiesel, bio-CNG, green hydrogen, and other biofuels or renewable fuels derived from agricultural, industrial, or waste feedstocks. To set up and operate ethanol plants, distilleries, bio-refineries, dehydration units, or any other facilities for the production and purification of ethanol and allied products. To collaborate with government agencies, oil marketing companies (OMCs), and private entities for ethanol blending, renewable fuel supply, and other green energy initiatives. To undertake research and development in biofuel technology, feedstock optimization, and process improvement for the purpose of achieving higher energy yields, efficiency, and sustainability. |

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the ‘Board’) be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including deletion of clauses if deemed fit, paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/ statutory authorities for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.”

Item No. [3]

TO APPOINT AND FIX REMUNERATION OF MR. GARVIT AGARWAL (DIN: 08560082) AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a **special resolution**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, relevant Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, (“the Companies Act”), the provisions of Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") consent of members of the Company be and is hereby accorded to appoint Mr. Garvit Agarwal (DIN: 08560082) as a Whole-Time Director of the Company for a period of 3 (three) years

effective from November 11, 2025 to November 10, 2028, upon the terms and conditions of remuneration including the payment of remuneration as per the terms of schedule V of Companies Act, including pay of upto INR 24,00,000 per annum, variable pay, perquisites & other benefits, employee stock options etc. granted by the Company, with liberty to vary, amend or revise the terms and conditions of the revision of remuneration based on the performance, as may be agreed between the Board of Directors and Mr. Garvit Agarwal . He is not liable to retire by rotation.

RESOLVED FURTHER THAT in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the whole time Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT any director of the Company be and is hereby severally authorized to file the necessary forms with the Registrar of Companies, Maharashtra, located at Mumbai, and to do all such acts, deeds, matters, and things as may be required to give effect to the above resolution, and further be and is hereby severally authorized to certify the true copy of the aforesaid resolution.

RESOLVED FURTHER THAT any of the Directors of the company, be and is hereby severally authorized to sign, execute, file and submit necessary documents, e-forms or papers with the Registrar of Companies or other authorities as may be required and to do all the acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

Item No. [4]

APPOINTMENT OF MS. RUNEL SAXENA (DIN: 10424170) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a **special resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, (“the Companies Act”), the provisions of Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of members of the Company be and is hereby accorded to appoint Ms. Runel Saxena (DIN: 10424170) as Non-Executive Independent Director of the Company for a period of 5 (five) years effective from December 22, 2025 to December 21, 2030, upon the terms and conditions, as may be agreed between the Board of Directors and Mr. Runel Saxena (DIN: 10424170). Ms. Runel Saxena is not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the company, be and is hereby severally authorized to sign, execute, file and submit necessary documents, e-forms or papers with the Registrar of Companies or other authorities as may be required and to do all the acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

Item No. [5]

RE-DESIGNATION OF MR. ANKIT MEHRA (DIN: 07669838) FROM WHOLE-TIME DIRECTOR TO MANAGING DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a **special resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, relevant Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, (“the Companies Act”), the provisions of Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) consent of members of the Company be and is hereby accorded to re-designate Mr. Ankit Mehra (DIN: 07669838) from Whole-Time Director to Managing Director of the Company for a period of 3 (three) years effective from November 18, 2025 to November 19, 2028, upon the terms and conditions of remuneration including the payment of remuneration as per the terms of schedule V of Companies Act, including remuneration of upto INR 24,00,000 per annum, variable pay, perquisites & other benefits, employee stock options etc. granted by the Company, with liberty to vary, amend or revise the terms and conditions of the revision of remuneration based on the performance, as may be agreed between the Board of Directors and Mr. Ankit Mehra . He is not liable to retire by rotation.

RESOLVED FURTHER THAT in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT any director of the Company be and is hereby severally authorized to file the necessary forms with the Registrar of Companies, Maharashtra, located at Mumbai, and to do all such acts, deeds, matters, and things as may be required to give effect to the above resolution, and further be and is hereby severally authorized to certify the true copy of the aforesaid resolution.

RESOLVED FURTHER THAT any of the Directors of the company, be and is hereby severally authorized to sign, execute, file and submit necessary documents, e-forms or papers with the Registrar of Companies or other authorities as may be required and to do all the acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

Item No. [6]

RE-DESIGNATION OF MR. LAKHMENDRA CHAMANLAL KHURANA (DIN:00623015) FROM CHAIRMAN AND MANAGING DIRECTOR TO DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a **special resolution**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, relevant Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, (“the Companies Act”), the provisions of Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) consent of members of the Company be and is hereby accorded to re-designate Mr. Lakhmendra Chamanlal Khurana (DIN:00623015) from Chairman and Managing Director to Director of the Company for a period of 3 (three) years effective from November 17, 2025 to November 18, 2028, without any remuneration. He is liable to retire by rotation.

RESOLVED FURTHER THAT any director of the Company be and is hereby severally authorized to file the necessary forms with the Registrar of Companies, Maharashtra, located at Mumbai, and to do all such acts, deeds, matters, and things as may be required to give effect to the above resolution, and further be and is hereby severally authorized to certify the true copy of the aforesaid resolution.

RESOLVED FURTHER THAT any of the Directors of the company, be and is hereby severally authorized to sign, execute, file and submit necessary documents, e-forms or papers with the Registrar of Companies or other authorities as may be required and to do all the acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

Item No. [7]

CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION TO THE NAME CLAUSE OF THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

To consider, and if thought fit, to pass the following resolution as a **special resolution**

“RESOLVED THAT pursuant to the provisions of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, (“the Companies Act”), applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Registrar of Companies, the Stock Exchanges, and such other statutory or regulatory authorities as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from Excel Realty N Infra Limited to Landsmill Green Limited.”

“RESOLVED FURTHER THAT upon receipt of the fresh Certificate of Incorporation from the Registrar of Companies consequent upon change of name, the new name shall be substituted in the Memorandum of Association and Articles of Association of the Company and in all other documents of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof) be and is hereby authorised to take all necessary steps, sign and file all required forms, make applications, do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including delegation of powers to any Director or Company Secretary of the Company.”

Item No. [8]

TO APPROVE CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY UNDER SECTION 180(1)(A) OF THE ACT

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

“RESOLVED THAT in suppression to all earlier resolutions and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the rules made thereunder (including any amendment thereto or re-enactment thereof) (the **“Companies Act”**), the enabling provisions of the Memorandum of Association and the Articles of Association of Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **“Board”**) to create charge by way of pledge, mortgage, hypothecation, encumbrances or otherwise, in addition to the existing charges, hypothecation, mortgages and other encumbrances created by the Company, in such form and manner and with such ranking and at such a time and on such terms as the Board may determine, on all or any part of the movable and immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the banks, non-banking financial companies, financial institutions corporate bodies, debenture holders, trustee of debenture holders, mutual funds, trustees of the mutual funds, and/or any other lending agencies or persons (the **“Lenders”**) for securing the borrowings (together with interest, costs, damages, charges, liquidated damages, commitment charges, premia on pre-payment, premium, if any, on redemption and any other money payable thereof) availed / to be availed by the Company and /or any of its holding company/ subsidiary(ies)/ co subsidiary (ies) / associate(s)/ group companies or other person(s) provided that the total amount secured by such pledge, charges, mortgages, hypothecations and/or any other encumbrance/ security, if any, (hereinafter termed 'loans'), from time to time, provided that aggregate extent of the indebtedness secured by the assets/properties/undertaking of the Company does not exceed the aggregate limit of ₹ 5,00,00,00,000/- (Rupees Five Hundred Crores Only).”

“RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with/to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking pari- passu or otherwise as may be thought expedient by the Board and as may be agreed to between the concerned parties.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized to finalise, settle and execute such all such agreements, deeds, documents, forms, instruments and writings as may be required and do all such other acts, deeds, filing, matters and things, as it may in its absolute discretion deem necessary or desirable, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to borrowing(s) as aforesaid or any other matter in this regard.”

Item No. [9]

TO APPROVE INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 (“ACT”)

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

“RESOLVED THAT in suppression to all earlier resolutions and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the rules made thereunder (including any amendment thereto or re-enactment thereof) (the **“Companies Act”**), the enabling provisions of the Memorandum of Association and the Articles of Association of Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**) for borrowings by the Company from time to time any sum or sums of monies (exclusive of interest and in one or more tranches) on such terms and conditions as may be determined, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers’ credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institution, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, so that the total amount up to which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the limit of ₹ 5,00,00,00,000/- (Rupees Five Hundred Crores Only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director(s) of the Company be and is hereby authorized to finalise, settle and execute such all such agreements, deeds, documents, forms, instruments and writings as may be required and do all such other acts, deeds, filing, matters and things, as it may in its absolute discretion deem necessary or desirable, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to borrowing(s) as aforesaid or any other matter in this regard.”

Item No. [10]

INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA

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

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, as amended (**“FEMA”**), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and the Consolidated FDI Policy Circular of 2020, as amended, the Companies Act, 2013, and the rules made thereunder, each as amended, (collectively referred to as the **“Companies Act”**) and subject to all applicable approvals, permissions and sanctions of and/or filings with the Reserve Bank of India, the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board, the aggregate limit of NRI and OCI investment on a repatriation basis in the equity shares of the Company, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased from 10% to 100% of the paid-up equity share capital of the Company on a fully diluted basis, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated under applicable law in each case, from time to time

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Director of the Company, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

Item No. [11]

INCREASE IN INVESTMENT LIMITS FOR FOREIGN INSTITUTIONAL INVESTORS AND FOREIGN PORTFOLIO INVESTORS:

To consider, and if thought fit, to pass the following resolution as a **special resolution**

“RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, which came into force with effect from October 17, 2019, and the Consolidated FDI Policy Circular of 2017, as amended, the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“RBI”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (“Board”), the limit of investment by Foreign Institutional Investor and foreign portfolio investors in the equity shares of the Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased from 24% to 100% of the paid-up equity share capital of the Company, provided however that the shareholding of each Foreign Institutional Investor and foreign portfolio investor in the Company shall not exceed 10% or such other limit as may be stipulated by RBI in each case, from time to time.

RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including RBI, to effectively implement this resolution.

RESOLVED FURTHER THAT the Director is authorized to certify the true copy of the aforesaid resolutions.”

**By order of the Board of Directors
For Excel Realty N Infra Limited**

**Jasman Singh Chadda
Whole-Time Director
DIN: 09697977**

**Date: December 22, 2025
Place: Mumbai**

**Registered Office: Solaris No. 1 F Wing Unit No.187, S.V. Road, Powai, Mumbai - 400072
Website: www.excel-infoways.com**

Regd. Off.: Solaris No. 1 F Wing Unit No.187, S.V. Road, Powai, Mumbai - 400072 Tel.: +91-22-26394246
Fax: 26394248 | Email: lkhurana@excel-infoways.com | Website: <http://www.excel-infoways.com>

NOTES:

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”), setting out all material facts relating to the resolutions in this Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. All the material relevant documents referred to in this Notice will be available for inspection by the Members until 5:00 P.M. (IST) of the last date of remote e-voting of this Postal Ballot i.e. January 22, 2026. Members who wish to inspect the documents are requested to send an email to cs@excel-infoways.com , in mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
3. The Board of Directors have appointed **M/s. NVB & Associates, Practising Company Secretaries**, as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner. The result of postal ballot shall be declared on or before January 23, 2026.
4. In accordance with the MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), the Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot.
5. Members holding shares in dematerialised form are requested to register/update their KYC details including email address with their respective Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 along with such other documents as prescribed in the Form to MUFG Intime India Pvt. Ltd. Form ISR-1 is available on the website of MUFG Intime India Pvt. Ltd at www.in.mpms.mufg.com
6. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, December 19, 2025 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the company i.e., MUFG Intime India Pvt. Ltd, in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. Cut-Off Date for determining the eligibility for voting by electronic means is December 19, 2025. Further, the notice has been physically sent to the Shareholders at their registered address whose e-mail Id’s are not registered with the Company. A person who is not a member as on the Cut-Off Date should treat this Notice for information only. This Notice is also available at the Company’s website: www.excel-infoways.com and the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com on the website of CDSL at www.evotingindia.com.
7. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular dated December 9, 2020 on remote e-voting facility provided by listed entities, and the applicable MCA circulars, the company is pleased to offer remote e-voting facility to Members to cast their vote electronically.

8. The voting period begins on December 24, 2025 at 10:00 A.M. and ends on January 22, 2026 at 5:00 P.M. during this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 19, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
9. Resolutions passed through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
10. The Company has engaged CDSL (hereinafter referred to as CDSL or “Service Provider”) for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form for this Postal Ballot.
11. Since it is Postal Ballot, the Route Map is not annexed with this Notice.

In accordance with SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, shareholders of the company are hereby informed that a special window has been opened from July 07, 2025 to January 06, 2026, for re-lodgement of transfer deeds. Shareholders are to note that this window is only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 for transfer of physical shares, and rejected/ returned/not attended to due to deficiency in the documents/process/or otherwise.

Shareholders who fall under the above category and wish to re-lodge their transfer requests are hereby advised to initiate the necessary process within the stipulated time frame.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. [1]

The Board of Directors in their meeting held on November 11, 2025 proposed to increase the Authorized Capital of the company from existing Rs. 5,00,00,00,000/- (Rupees Five Hundred Crore) divided into 5,00,00,00,000 shares (Five Hundred Crore shares) of Rs. 1/- each to Rs. 75,00,00,00,000/- (Rupees Seven Thousand and Five Hundred Crores) divided into 75,00,00,00,000 (Seven Thousand and Five Hundred Crores shares) of Rs. 1/- each. for the purpose of proposed fund-raising activities.

Pursuant to section 61 of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to pass an Ordinary Resolution in its General Meeting for increasing the Authorized Capital.

Therefore, it is proposed to pass the resolution as Ordinary Resolution. Further increasing the Authorized Capital will also result in alteration of Capital Clause of Memorandum of Association.

Therefore, it is proposed to alter Clause V of the Memorandum of Association. All the relevant documents can be inspected at the office hours between 10:00 A.M. to 5:00 P.M. on working days at the registered office of the Company.

Memorandum of Interest

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 of this Notice except to the extent of their shareholdings in the Company, if any.

Item No. [2]

The Company, as per the provisions of Section 13 of the Companies Act, 2013 and the rules framed thereunder, shall not, except with the consent of Members by Special Resolution alter the Objects clause of its Memorandum of Association.

Purpose of amendment in Object clause

In order to facilitate the diversification of the Company's business operations, it is proposed to amend the Object Clause of the Memorandum of Association. The amendment is intended to enable the Company to broaden its scope of activities and expand into new areas of business which are aligned with, and complementary to, its existing operations.

This strategic diversification will allow the Company to optimize its resources and capabilities, thereby enhancing operational efficiency and cost-effectiveness. The Board is of the view that the proposed objects

are not only feasible and commercially viable under the prevailing circumstances, but can also be conveniently and advantageously integrated with the current business activities of the Company.

The amendment will empower the Company to respond more effectively to emerging market opportunities, improve competitiveness, and create sustainable value for its stakeholders.

The New Clauses 16, 17 and 18 are added in the Object Clause of the Company.

The Board of Directors accordingly recommends the Special Resolution for the approval of the Members.

A copy of the Memorandum of Association of the Company together with the proposed deletion is available for inspection by the Members of the Company at the Registered Office between 10:00 A.M. to 5:00 P.M. on any working day of the Company.

Memorandum of Interest

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 2 of this Notice except to the extent of their shareholdings in the Company, if any.

Item No. [3]

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in their meeting held on November 11, 2025, has approved the appointment of **Mr. Garvit Agarwal (DIN: 08560082) as Whole-Time Director of the Company for a period of 3 years, from November 11, 2025 to November 10, 2028, subject to the approval of the members.** The appointment is proposed on the terms and conditions, including a remuneration of upto INR 24,00,000 per annum, subject to the provisions of the Companies Act, 2013 and SEBI LODR Regulations. Mr. Garvit Agarwal will not be liable to retire by rotation.

Profile of Mr. Garvit Agarwal

Mr. Garvit Agarwal is a seasoned executive with over 7 years of experience advancing strategic initiatives across infrastructure, agriculture, food processing, renewable energy, and finance. He has played a pivotal role in founding, scaling, and advising multiple enterprises in India, backed by an entrepreneurial mindset and multi-sector expertise.

Mr. Garvit Agarwal possesses a strong academic foundation that underpins his strategic leadership across diverse industries. He holds a **Bachelor of Commerce (B.Com)** degree from the prestigious **University of Delhi**, where he developed core competencies in finance, accounting, and business administration. Further strengthening his business acumen, Mr. Agarwal pursued a **Master of Business Administration (MBA)** with a specialization in **Marketing and Sales** from **Amity University**.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below for Mr. Garvit Agarwal

I. General Information

- A. **Nature of Industry:** Commercial & Industrial
- B. **Date or expected date of commencement of commercial production:** NA
- C. **In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

D. Financial Performance based on given indicators (In thousand):

| Particulars | 2024-25 | 2023-24 |
|----------------------------------|-------------------|------------------|
| Revenue from Operations | 136,268.94 | 25,768.26 |
| Other Income | 57,046.80 | 36,077.31 |
| Total Income | 193,315.75 | 61,845.57 |
| Less: Expenses | 180,269.44 | 47,441.07 |
| Net Profit/Loss Before Tax | 13,046.30 | 14,404.49 |
| Provision for Tax | 108.08 | 1,827.52 |
| Net Profit/Loss After Tax | 12,938.22 | 12,576.97 |

- E. **Foreign Investments and Collaborations:** The Company has subsidiary in UAE viz. EXCEL INFO FZE.

II. Information about the Appointees and its remuneration

| Sr. No. | Particular | Mr. Garvit Agarwal |
|---------|--|---|
| 1. | Age (in Year) | 26 years |
| 2. | DIN | 08560082 |
| 3. | Qualification | Master of Business Administration (MBA) |
| 4. | Date of First appointment on the Board | November 11, 2025 |
| 5. | Terms and Conditions of Reappointment | NA |
| 6. | No. of Board Meetings attended during the year | 1 (Eligible for 1 meeting) |
| 7. | Skill and expertise | Over 7 years of experience across infrastructure, agriculture, food processing, renewable energy, and finance |

| | | |
|-----|--|---|
| 8. | Background Details/Experience | Over 7 years of experience across infrastructure, agriculture, food processing, renewable energy, and finance |
| 9. | Past remuneration | NA |
| 10. | Recognition and Awards | NA |
| 11. | Job profile Suitability | Proven leadership, strategic planning, and compliance expertise in a regulated industry. |
| 12. | Remuneration proposed | As per Resolution No. 3 |
| 13. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Garvit Agarwal the remuneration proposed to be paid commensurate with the remuneration packages paid to their similar counterparts in other companies |
| 14. | Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel | Besides the remuneration proposed to be paid to Mr. Garvit Agarwal they do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors |
| 15. | Shareholding | NIL |
| 16. | List of Directorship held in other Companies | Landsmill Kraft Private Limited, Landsmill Industries Private Limited, Landsmill Green Energy Private Limited, Landsmill Green Industries Private Limited, Landsmill Sun Power Private Limited, Landsmill Holding Private Limited, Landsmill Renewables Private Limited, Elavestar Infratech Private Limited, Landsmill Foodcorp India Private Limited and Fero Estates Private Limited. |
| 17. | Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice | NA |
| 18. | Listed entities from which the Director has resigned in the past three years | NA |

| | | |
|------------|---|--|
| 19. | Compliance Confirmations | Consent in Form DIR-2 -DIR-8 (Non-disqualification) -Declaration of Independence - Declaration of no SEBI debarment |
| 20. | Terms of Appointment Availability for Inspection | At the Registered Office |
| 21. | Approval Required | Special Resolution by Members |

III. Information about the Appointees and its remuneration

A. Reasons of inadequate profits:

The Company is into the business of real-estate and due to acute competition the company is unable to make enough profit. If consumer demand recedes or the company is not able to serve demand from market, the Company may incur inadequate profits in the respective years.

B. Steps taken or proposed to be taken for improvement

As explained above, the Company shall venture into newer market and increase its capabilities to secure higher market share. The company shall adopt innovative strategies to cater to the needs of its Clients.

C. Expected increase in productivity and profits in measurable terms

The company shall optimize services to make services more and more efficient with reduction in overheads. The company shall keep investing in innovation, research and development.

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel will be mentioned in the Annual Report under the heading Remuneration paid to Directors for the year ended March 31, 2025

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; - Salary and Travel allowance
- (ii) Details of fixed component. and performance linked incentives along with the performance criteria;- No performance linked incentives
- (iii) Service contracts, notice period, severance fees; and - Notice Period - 3 Months and No Severance Fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable – Not Applicable

V. Inspection:

The material terms and conditions of appointment entered with **Mr. Garvit Agarwal**, pursuant to Section 196 (4) of the Companies Act, 2013 will be kept at the registered office of the Company and shall be available for inspection during the working hours between 10:00 A.M. to 05:00 P.M. for the perusal of Members

Except **Mr. Garvit Agarwal**, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

The Board recommends the Resolution No. 3 of the Notice for approval of the members by way of a Special Resolution

Item No. [4]

The Nomination and Remuneration Committee (**'NRC'**) oversees the succession planning for the Board of Directors (**'Board'**) of the Company and towards this reviewed the profiles of suitable prospects and based on discussions held with relevant stakeholders, identified Ms. Runel Saxena as a suitable candidate to be inducted as a Non executive Independent Director on the Board of the Company.

On December 22, 2025, based on the recommendations of the NRC, the Board of the Company, in terms of Section 149 of the Companies Act, 2013 (**'Act'**), appointed Ms. Runel Saxena as (Non-Executive Independent Director) on the Board of the Company effective from December 22, 2025 to December 21, 2030, subject to the approval of the members.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, and Regulation 16 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), appointed Ms. Runel Saxena as (Non-Executive Independent Director) of the Company, not liable to retire by rotation, for a term of 5 (five) years.

The Board noted that the background, qualification, experience, skills, attributes and personality is in coherence with the criteria, role and capabilities identified by the NRC and that the Directors are eligible for appointment as an Independent Director.

Further, the director has confirmed that they are independent of the Management of the Company and that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact the ability to discharge their duties as an Independent Director of the Company.

The material terms and conditions of appointment entered with **Ms. Runel Saxena**, pursuant to Section 196 (4) of the Companies Act, 2013 will be kept at the registered office of the Company and shall be available for inspection during the working hours between 10:00 A.M. to 05:00 P.M. for the perusal of Members

Except **Ms. Runel Saxena**, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

The Board recommends the Resolution No. 4 of the Notice for approval of the members by way of a Special Resolution.

Item No. [5]

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in their meeting held on November 17, 2025, has approved the re-designation of **Mr. Ankit Mehra (DIN: 07669838) from Whole-Time Director to Managing Director of the Company for a period of 3 years, from November 18, 2025 to November 17, 2028, subject to the approval of the members.** The appointment is proposed on the terms and conditions, including a remuneration of upto INR 24,00,000 per annum along with variable pay, perquisites, and other benefits, subject to the provisions of the Companies Act, 2013 and SEBI LODR Regulations. **Mr. Ankit Mehra** will not be liable to retire by rotation.

Profile of Mr. Ankit Mehra

Mr. Ankit Mehra was born and brought up in Delhi. He holds a Bachelor Degree in Computers and a Masters in Systems and IT. 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.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below for Mr. Ankit Mehra

VI. General Information

- A. Nature of Industry:** Commercial & Industrial
- B. Date or expected date of commencement of commercial production:** NA
- C. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

D. Financial Performance based on given indicators (In thousand):

| Particulars | 2024-25 | 2023-24 |
|----------------------------------|-------------------|------------------|
| Revenue from Operations | 136,268.94 | 25,768.26 |
| Other Income | 57,046.80 | 36,077.31 |
| Total Income | 193,315.75 | 61,845.57 |
| Less: Expenses | 180,269.44 | 47,441.07 |
| Net Profit/Loss Before Tax | 13,046.30 | 14,404.49 |
| Provision for Tax | 108.08 | 1,827.52 |
| Net Profit/Loss After Tax | 12,938.22 | 12,576.97 |

- F. Foreign Investments and Collaborations:** The Company has subsidiary in UAE viz. EXCEL INFO FZE.
- G. Information about the Appointees and its remuneration**

| Sr. No. | Particular | Mr. Ankit Mehra |
|---------|--|---|
| 1. | Age (in Year) | 43 years |
| 2. | DIN | 07669838 |
| 3. | Qualification | Bachelor Degree in Computers and a Masters in Systems and IT |
| 4. | Date of First appointment on the Board | November 18, 2025 |
| 5. | Terms and Conditions of Reappointment | NA |
| 6. | No. of Board Meetings attended during the year | N.A. |
| 7. | Skill and expertise | 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 |
| 8. | Background Details/Experience | 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 |

| | | |
|-----|--|---|
| 9. | Past remuneration | NA |
| 10. | Recognition and Awards | NA |
| 11. | Job profile Suitability | Proven leadership, strategic planning, and compliance expertise in a regulated industry. |
| 12. | Remuneration proposed | As per Resolution No. 5 |
| 13. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Ankit Mehra the remuneration proposed to be paid commensurate with the remuneration packages paid to their similar counterparts in other companies |
| 14. | Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel | Besides the remuneration proposed to be paid to Mr. Garvit Agarwal they do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors |
| 15. | Shareholding | NIL |
| 16. | List of Directorship held in other Companies | Aar Shyam India Investment Company Limited |
| 17. | Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice | NA |
| 18. | Listed entities from which the Director has resigned in the past three years | NA |
| 19. | Compliance Confirmations | Consent in Form DIR-2 -DIR-8 (Non-disqualification) -Declaration of Independence - Declaration of no SEBI debarment |
| 20. | Terms of Appointment Availability for Inspection | At the Registered Office |
| 21. | Approval Required | Special Resolution by Members |

E. Information about the Appointees and its remuneration

D. Reasons of inadequate profits:

The Company is into the business of real-estate and due to acute competition the company is unable to make enough profit. If consumer demand recedes or the company is not able to serve demand from market, the Company may incur inadequate profits in the respective years.

E. Steps taken or proposed to be taken for improvement

As explained above, the Company shall venture into newer market and increase its capabilities to secure higher market share. The company shall adopt innovative strategies to cater to the needs of its Clients.

F. Expected increase in productivity and profits in measurable terms

The company shall optimize services to make services more and more efficient with reduction in overheads. The company shall keep investing in innovation, research and development.

F. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel will be mentioned in the Annual Report under the heading Remuneration paid to Directors for the year ended March 31, 2025

- (v) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; - Salary and Travel allowance
- (vi) Details of fixed component. and performance linked incentives along with the performance criteria;- No performance linked incentives
- (vii) Service contracts, notice period, severance fees; and - Notice Period - 3 Months and No Severance Fees;
- (viii) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable – Not Applicable

Inspection:

The material terms and conditions of appointment entered with **Mr. Ankit Mehra**, pursuant to Section 196 (4) of the Companies Act, 2013 will be kept at the registered office of the Company and shall be available for inspection during the working hours between 10:00 A.M. to 05:00 P.M. for the perusal of Members

Except **Mr. Ankit Mehra**, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The Board recommends the Resolution No. 5 of the Notice for approval of the members by way of a Special Resolution.

Item No. [6]

The Nomination and Remuneration Committee (“**NRC**”) oversees the succession planning for the Board of Directors (“**Board**”) of the Company and towards this reviewed the profiles of suitable prospects and based on discussions held with relevant stakeholders, identified Mr. Lakhmendra Chamanlal Khurana (DIN:00623015) as a suitable candidate to be inducted as a Director on the Board of the Company.

On December 22, 2025, based on the recommendations of the NRC, the Board of the Company, in terms of Section 149 of the Companies Act, 2013 (‘Act’), redesignated Mr. Lakhmendra Chamanlal Khurana as a Director on the Board of the Company effective from December 22, 2025 to December 21, 2030, subject to the approval of the members.

The material terms and conditions of appointment entered with Mr. Lakhmendra Chamanlal Khurana, pursuant to Section 196 (4) of the Companies Act, 2013 will be kept at the registered office of the Company and shall be available for inspection during the working hours between 10:00 A.M. to 05:00 P.M. for the perusal of Members.

Except **Mr. Lakhmendra Chamanlal Khurana**, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

The Board recommends the Resolution No. 6 of the Notice for approval of the members by way of a Special Resolution.

Item No. [7]

The Board of Directors of the Company at its meeting held on **November 11, 2025** approved the proposal to change the name of the Company from Excel Realty N Infra Limited to Landsmill Green Limited subject to the approval of members and other regulatory authorities. The proposed new name has been **approved** by the Registrar of Companies.

The change of name is proposed to better reflect the Company’s **business focus/branding/strategic direction** and will not affect its legal status, operations, or the rights of shareholders. Upon approval of the new name, the Name Clause of the Memorandum of Association will be amended accordingly as required under **Section 13** of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Garvit Agarwal is concerned or interested in the resolution, except to the extent of their shareholding, if any.

The Board recommends the resolution set out in Item No. 7 for approval by the members as a **Special Resolution**.

Item No. [8]

In suppression to all earlier resolutions and the provisions of Section 180(1) (a) of the Act provides that the Board can exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution.

Explanation (i) to section 180(1)(a) of the Act states that the meaning of an “undertaking” shall mean an undertaking in which the investment of the Company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

Explanation (ii) to section 180(1)(a) of the Act states that the meaning of “substantially the whole of the undertaking” in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Further, Regulation 24(6) of the SEBI Listing Regulations, provides that no company shall sell, dispose of assets amounting to more than 20 per cent of the assets of the material subsidiary on an aggregate basis during a financial year without passing a special resolution in its general meeting.

The Company will be required to create pledge, hypothecation/ mortgages and/or charges on all or any of the immovable or movable assets of the Company (present and/or future), in order to secure the repayment(s) of any loan(s) or debenture(s) issued or to be issued by the Company. Hence prior to creation of such pledges, hypothecation/ mortgages and/or charges, consent of the members is sought by way of special resolution under section 180(1)(a) of the Companies Act, 2013 and in compliance with Regulations 24(6) of the SEBI Listing Regulations.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution as set out at Item No. 8 except to the extent of their directorships and shareholding in the Company, if any.

The Board recommends the Resolution No. 8 of the Notice for approval of the members by way of a Special Resolution.

Item No. [9]

In suppression to all earlier resolutions and Section 180(1) (c) of the Companies Act, 2013 (“the Act”), requires that the Board shall only exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company exceeds aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, only with the consent of the Members by passing a special resolution. In view of the aforesaid Proposed Transactions and given the Company’s existing and future financial

requirements, the Company shall require additional funds and for this purpose, the Company is desirous of raising finance from banks/ financial institutions/investors or any other lender or through issuance of convertible/non-convertible debentures or any other persons as may be considered fit, which, together with the moneys already borrowed by the Company and the monies to be borrowed (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company. Accordingly, the Board of Directors in its Meeting held on December 22, 2025 have by way of their Resolution dated December 22, 2025, approved to borrow from time to time a sum not exceeding INR 500 crores (Rupees five hundred crores only), on such terms and conditions as it may deem fit under Section 180(1)(c) of the Act. It is, therefore, proposed to seek the approval of the Members to increase the borrowing limits to INR 500 crores (Rupees five hundred crores), by way of a special resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the Resolution No. 9 of the Notice for approval of the members by way of a Special Resolution.

Item No. [10] and [11]

In terms of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (the "FEMA Rules"), the Master Direction – Foreign Investment in India issued by RBI through Master Direction No. 11/2017-18 and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Rules, the "FEMA Laws"), the Non-resident Indians ("NRI") and the Overseas Citizens of India ("OCI"), Foreign Institutional Investor ("FII") and foreign portfolio investor ("FPI") together, can acquire and hold up to an aggregate limit of 10%/24% of the paid up equity share capital of a listed Indian company. The FEMA Laws further provide that the limit of 10%/24% can be further increased up to 100%, by passing a special resolution to that effect by the shareholders of the Indian company and followed by necessary filings with Reserve Bank of India. In light of the proposed listing of the Equity Shares, the Board of Directors of the Company has, at its meeting held on December 22, 2025 ("Board Resolution"), proposed, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of NRIs and OCIs and FII and FPI to 100% of the paid up equity share capital of the Company. None of the directors or the key managerial personnel of the Company or the relatives of the aforementioned persons are interested in the said resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the Resolution No. 10 and 11 of the Notice for approval of the members by way of a Special Resolution.

**By order of the Board of Directors
For Excel Realty N Infra Limited**

**Jasman Singh Chadda
Whole-Time Director
DIN: 09697977**

**Date: December 22, 2025
Place: Mumbai**

**Registered Office: Solaris No. 1 F Wing Unit No.187,
S.V. Road, Powai, Mumbai - 400072**

Website: www.excel-infoways.com

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING:

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 voting period begins on Wednesday, December 24, 2025 at 10:00 a.m. and ends on Thursday, January 22, 2026 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, December 19, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

(iv) 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 above said 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 |
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| Individual Shareholders holding securities in Demat mode With CDSL Depository | <ol style="list-style-type: none"> <li data-bbox="581 468 1317 764">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 & My Easi New (Token) Tab. <li data-bbox="581 827 1317 1346">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. <li data-bbox="581 1409 1317 1570">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 & My Easi New (Token) Tab and then click on registration option. <li data-bbox="581 1633 1317 1881">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. |

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| | <p>After successful authentication, user will be able to see the e-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
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| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <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.nsd.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.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirect Reg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 |
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| | <p>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 period or joining virtual meeting & voting during the meeting.</p> <p>4. For OTP based login you can click</p> |
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| | <p>On https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp.</p> <p>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> |
| <p>Individual Shareholders (holding securities in demat mode) Login through their Depository Participants (DP)</p> | <p>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.</p> |

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 |
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| <p>Individual Shareholders holding securities in Demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.</p> |

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| 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 toll free no.: 022-48867000 and 022-2499 7000 |
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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.
 - 6) If you are a first time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
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| 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 sent by Company/RTA or contact Company/RTA. |

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| 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 |
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- (ii) After entering these details appropriately, click on “SUBMIT” tab.

- (iii) 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.

- (iv) For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

- (v) Click on the EVSN for the relevant **Excel Realty N Infra Limited** on which you choose to vote.

- (vi) 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.

- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (viii) 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.

- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote 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 will be mapped automatically & can be delink in case of any wrong mapping.
- 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 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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 cs@excel-infoways.com or rnt.helpdesk@in.mpms.mufg.com.
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

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 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.