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Excel Infoways Ltd.

CIN-L72900MH...J03PLC138568

March 16, 2015

BSE Limited
Corporate Relations Department
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001.
E-mail: corp.relations@bseindia.com
BSE Scrip Code: 533090
Fax No. 2272 3121 / 2272 2037

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

Trading Symbol : EXCELINFO

Fax No. 2659 8348/ 2659 8237/ 38

Dear Sir / Madam,

Sub: Disclosure regarding voting results of the Postal Ballot of the Company as per clause 35A of the Listing Agreement.

This is with reference to our letter dated February 12, 2015 enclosing the postal ballot notice alongwith the explanatory statement seeking the consent of the members by way of special resolution vide postal ballot/ electronic voting with respect to the following items of the business:

1. Alteration in the Object Clause of the Company
2. Change of Name of the Company from "Excel Infoways Limited" to "Excel Realty N Infra Limited
3. To authorize Board of Directors to Borrow monies under section 180 (1) (c) of the Companies Act, 2013
4. To authorize Board of Directors for creating charge on the assets of the Company under section 180 (1) (a) .

In connection with the above and pursuant to clause 35A of the Listing Agreement, we would like to inform you that all the resolution as mentioned in the notice have been passed by the members of the Company by requisite majority. The approval is deemed to have been received today, i.e. March 16, 2015.

Please find enclosed herwith the Voting Results.

Kindly acknowledge the same and take on your record.

Thanking You
Yours Sincerely

For Excel Infoways Limited

(Lakhmendra Khurana)
Chairman & Managing Director
Encl: a/a

EXCEL INFOWAYS LTD. Excel MUMBAI

31-A, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400 053 • Tel.: +91-22-40309898 • Fax : +91-22-26394248
Email: excel@excel-infoways.com • Website: http://www.excel-infoways.com

31-A, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400 053 • Tel.: +91-22-40309898 • Fax : +91-22-26394248
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CIN-L72900MH2003PLC138588

Voting results as per clause 35A of the Listing Agreement

Name of the Company:	**EXCEL INFOWAYS LIMITED**
Date of Postal Ballot result announced:	March 16, 2015
Total No. of shareholders on record date	9515 Shareholders as on January 23, 2015 (Cut-off date)

Resolution No. 1:

	No. of Votes	No. of Shares held
Total nos. of Votes cast through e-voting	29	19381856
Total nos. of Votes cast through postal ballot received	55	13069
Less: Total nos. of Invalid Votes	5	834
Total No. of Valid Votes	79	19394091

Summary of Votes:

Sr. No.	Particulars of Resolution	Promoter/ Public	No. of Shares Held	No. of Votes Cast through e-voting and Postal Ballot	% of votes cast outstanding on shares	No. of votes in favour	No. of Votes in against	% of Votes in favour on votes	% of Votes in against on votes
1.	Special Resolution u/s 13 of the Companies Act, 2013 for Alteration of Main Object clause of the Memorandum of Association of the Company by inserting new clause.	Promoter and Promoter Group	14006233	14006233	100	14006233	0	100	0
		Public Institutional holders	0	0	0	0	0	0	0
		Other- Public	17342546	5387858	31.07	5382938	4920	99.91	0.09
Total			**31348779**	**19394091**	**61.87**	**19389171**	**4920**	**99.97**	**0.03**

EXCEL INFOWAYS LTD. Excel MUMBAI

Excel Infoways Ltd.

31-A, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400 053 • Tel.: +91-22-40309898 • Fax : +91-22-26394248
Email: excel@excel-infoways.com • Website: http://www.excel-infoways.com

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Resolution No. 2:

	No. of Votes	No. of Shares held
Total nos. of Votes cast through e-voting	29	19381856
Total nos. of Votes cast through postal ballot received	54	13227
Less: Total nos. of Invalid Votes	5	834
Total No. of Valid Votes	79	19394249

Summary of Votes

Sr. No.	Particulars of Resolution	Promoter/ Public	No. of Shares Held	No. of Votes Cast through e-voting and Postal Ballot	% of votes cast outstanding on shares	No. of votes in favour	No. of Votes in against	% of Votes in favour on votes	% of Votes in against on votes
2.	Special Resolution u/s 13, 14 of the Companies Act, 2013 for Change of Name of the Company from "Excel Infoways Limited" to "Excel Realty N Infra Limited".	Promoter and Promoter Group	14006233	14006233	100	14006233	0	100	0
		Public Institutional holders	0	0	0	0	0	0	0
		Other- Public	17342546	5388016	31.07	5384616	3400	99.94	0.06
Total			**31348779**	**19394249**	**61.87**	**19390849**	**3400**	**99.98**	**0.02**

EXCEL INFOWAYS LTD. MUMBAI

CIN-L72200MH2003PLC138868

Excel Infoways Ltd.

31-A, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400 053 • Tel.: +91-22-40309898 • Fax : +91-22-26394248
Email: excel@excel-infoways.com • Website: http://www.excel-infoways.com

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CIN-L72900MH2003PLC138568

Resolution No. 3:

	No. of Votes	No. of Shares held
Total nos. of Votes cast through e-voting	29	19381856
Total nos. of Votes cast through postal ballot received	54	13507
Less: Total nos. of Invalid Votes	5	834
Total No. of Valid Votes	78	19394529

Summary of Votes

Sr. No.	Particulars of Resolution	Promoter/ Public	No. of Shares Held	No. of Votes Cast through e-voting and Postal Ballot	% of votes cast outstanding on shares	No. of votes in favour	No. of Votes in against	% of Votes in favour on votes	% of Votes in against on votes
3.	Special Resolution u/s 180 (1) (c) of the Companies Act, 2013 to Authorise to the Board of Directors to Borrow money up to Rs. 200 Crore (Rupees Two hundred crore).	Promoter and Promoter Group	14006233	14006233	100	14006233	0	100	0
		Public Institutional holders	0	0	0	0	0	0	0
		Other- Public	17342546	5388296	31.07	5382406	5890	99.89	0.11
Total			**31348779**	**19394529**	**61.87**	**19388639**	**5890**	**99.97**	**0.03**

EXCEL INFOWAYS PVT. LTD. MUMBAI

Excel Infoways Ltd.

31-A, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400 053 • Tel.: +91-22-40309898 • Fax : +91-22-26394248
Email: excel@excel-infoways.com • Website: http://www.excel-infoways.com

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CIN-L72300MH2003PLC138568

Resolution No. 4:

	No. of Votes	No. of Shares held
Total nos. of Votes cast through e-voting	29	19381856
Total nos. of Votes cast through postal ballot received	52	13507
Less: Total nos. of Invalid Votes	5	834
Total No. of Valid Votes	76	19394229

Summary of Votes

Sr. No.	Particulars of Resolution	Promoter/ Public	No. of Shares Held	No. of Votes Cast through e-voting and Postal Ballot	% of votes cast outstanding on shares	No. of votes in favour	No. of Votes in against	% of Votes in favour on votes	% of Votes in against on votes
4.	Special Resolution u/s 180 (1) (a) of the Companies Act, 2013 for Authorise to the Board of Directors to creation of charge /mortgage over the assets/properties of the company up to Rs. 200 Crore (Rupees two hundred crore).	Promoter and Promoter Group	14006233	14006233	100	14006233	0	100	0
		Public Institutional holders	0	0	0	0	0	0	0
		Other- Public	17342546	5387996	31.07	5383656	3400	99.92	0.08
Total			**31348779**	**19394229**	**61.86**	**19389889**	**4340**	**99.98**	**0.02**

For **EXCEL INFOWAYS LIMITED**

Lakhmendra Khurana
Managing Director
DIN - 00623015

EXCEL INFOWAYS LTD. Excel MUMBAI

Excel Infoways Ltd.

KOTHARI H. & ASSOCIATES
COMPANY SECRETARIES

208, P. J. Towers, Dalal Street,
Fort, Mumbai – 400 001.
Ph.: 022-2272 1831 / 6555 1120
E-mail: hiteshkotharics@yahoo.co.in

REPORT OF THE SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
EXCEL INFOWAYS LIMITED
31 - A, Laxmi Industrial Estate,
New Link Road, Andheri (West),
Mumbai -400053

Dear Sir,

Sub: **Scrutinizer Report for Resolutions passed through Postal Ballot and E Voting**

Pursuant to the resolution passed by the Board of Directors of Excel Infoways Limited ("the Company") on October 22, 2014, I have been appointed as a Scrutinizer to receive process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated February 4, 2015.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBl's circular no. CIR/CFD/DILl6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELLl2/2014 April 17, 2014, listed Companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

The Company accordingly has made arrangements with the System Provider CDSL for providing a system of recording votes of the shareholders electronically through e-Voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, Link Intime India Pvt. Ltd. herein after referred as (RTA) to set up the e- Voting facility on the CSDL e-Voting website www.evotingindia.co.in

The Company through RTA has also uploaded the resolutions together with the explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated February 4, 2015 sent to the shareholders by email and by Speed Post as per applicability. The Register of Members was

KOTHARI H. & ASSOCIATES ★ Company Secretaries ★ C. P. 5502 ECS 6038

made up, for the purpose of dispatch of postal ballot to the shareholders as of January 23, 2015.

Sr. No.	Reference to the Companies Act, 2013	Type and description of the Special Resolution
1.	Special Resolution u/s 13 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)	Special Resolution u/s 13 of the Companies Act, 2013 for **Alteration of Main Object clause of the Memorandum of Association of the Company by inserting new clause.**
2.	Special Resolution u/s 13, 14 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).	Special Resolution u/s 13, 14 of the Companies Act, 2013 **for Change of Name of the Company from "Excel Infoways Limited" to "Excel Realty N Infra Limited".**
3.	Special Resolution to authorise the Board of Directors to Borrow money u/s 180 (1) (c), (including any statutory modification or re-enactment thereof for the time being in force).	Special Resolution u/s 180 (1) (c) of the Companies Act, 2013 **to Authorise to the Board of Directors to Borrow money up to Rs. 200 Crore (Rupees Two hundred crore).**
4.	Special Resolution u/s 180 (1) (a) (including any statutory modification or re-enactment thereof for the time being in force).	Special Resolution u/s 180 (1) (a) of the Companies Act, 2013 **for Authorise to the Board of Directors to creation of charge /mortgage over the assets/properties of the company up to Rs. 200 Crore (Rupees two hundred crore).**

I report that as on the cut-off date there were 9515 shareholders of the Company. The service provider had sent the Postal Ballot Notice by email to shareholders, whose email id was made available by the two depositories and by speed post to those shareholders, whose holding in physical form to the extent it was available with the RTA. Therefore, notices were sent by speed post and email to all the shareholders of the Company. I further report that as stated in the Notice sent to the shareholders, the Company had fixed 6:00 P. M. on Saturday, March 14, 2015 as the last date for receipt of Postal Ballots and for E-voting.

As stated in sub rule 3 of the Rule 20 under the chapter on Management and Administration" Rules an advertisement was published by the Company in English in Free Press Journal dated February 12, 2015 and in Marathi in Navshakti dated February 12, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.

I report that I have received the Postal Ballot forms from the shareholders during the period starting from Friday February 13, 2015 till Saturday March 14, 2015. All the Postal Ballot forms together with all votes cast by E-voting through CDSL received up to 6:00 P.M.

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Company Secretaries
C. P. 5502
FCS 6038

Saturday March 14, 2015, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

99 Envelopes containing Postal Ballot forms were returned undelivered and these envelopes were not opened and will be taken up for destruction by the Company after announcement of the results.

On scrutiny, I report that out of 9515 shareholders, 29 Shareholders have exercised their vote through e-Voting and 57 Shareholders have exercised their votes through Postal Ballot Forms, as received. The details of polling results for the item placed for consideration by the members are given below:

Item No. 1.

Special Resolution To Alter the Object Clause of the Memorandum of Association of the Company by inserting new clause of the Company:

Total No. of Shareholders	9515		
Total No. of Shares	31348779		
Receipt of Postal Ballot Forms	From February 13, 2015 to March 14, 2015		
		Number of Votes	No. of Shares
Total Vote cast through e-Voting	A	29	19381856
Total Votes cast through postal ballot forms received	B	55	13069
Grand Total of e- Voting and postal ballot Form (A+B)	C	84	19394925
Less: Invalid e-Voting/ Postal Ballot Forms (on account of Signature mismatch)	D	5	834
Net valid e-Voting and Postal Ballot Forms (C-D)	E	79	19394091

(i) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

Summary of E voting and Postal Ballot:



Promoter/ Public	No. of Share held (1)	No. of Votes cast (Postal ballot & e-Voting) (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes in against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	14006233	14006233	100	14006233	0	100	
Public Institutional holders	0					0	
Public– others	17342546	5387858	31.07	5382938	4920	99.91	0.09
Total	**31348779**	**19394091**	**61.87**	**19389171**	**4920**	**99.97**	0.03

Percentage of votes cast in favour: 99.97 **Percentage of votes cast in against**: 0.03

RESULTS:-

As the number of votes casted in favour of the Resolutions i.e. 99.97 % is more than three times the number of votes cast against i.e. 0.03%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated February 4, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.

Item No. 2.

Special Resolution To Change of the name of the Company from **EXCEL INFOWAYS LIMITED to EXCEL REALTY N INFRA LIMITED**.

Total No. of Shareholders	9515		
Total No. of Shares	31348779		
Receipt of Postal Ballot Forms	From February 13, 2015 to March 14, 2015		
		Number of Votes	No. of Shares
Total Vote cast through e-	A	29	19381856

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C. P. 5502
FCS 6038

Voting			
Total Votes cast through postal ballot forms received	B	54	13227
Grand Total of e- Voting and postal ballot Form (A+B)	C	83	19395083
Less: Invalid e-Voting/ Postal Ballot Forms *((on account of Signature mismatch)	D	5	834
Net valid e-Voting and Postal Ballot Forms (C-D)	E	78	19394249

(i) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

Summary of E voting and Postal Ballot:

Promoter/ Public	**No. of Share held (1)**	**No. of Votes cast (Postal ballot & e-Voting) (2)**	**% of votes cast on outstanding shares (3)=[(2)/(1)]*100**	**No. of votes in favour (4)**	**No. of votes against (5)**	**% of votes in favour on votes cast (6)=[(4)/(2)]*100**	**% of votes in against on votes cast (7)=[(5)/(2)]*100**
Promoter and Promoter Group	14006233	14006233	100	14006233	0	100	
Public Institutional holders	0					0	
Public– others	17342546	5388016	31.07	5384616	3400	99.94	0.06
Total	**31348779**	**19394249**	**61.87**	**19390849**	**3400**	**99.98**	**0.02**

Percentage of votes cast in favour: 99.98 **Percentage of votes cast in against**: 0.02

RESULTS:-

As the number of votes casted in favour of the Resolutions i.e. 99.98 % is more than three times the number of votes cast against i.e. 0.02%, I report that the Special Resolutions

KOTHARI & ASSOCIATES
C. P. 5502
FCS 6038
Company Secretaries

under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated February 4, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.

Item No. 3.

Special Resolution To Approve the borrowing powers of the Company up to Rs. 200 Crore (Rupees Two hundred crore) pursuant to section 180(1)(c) of the companies act, 2013 over and above the aggregate paid-up capital & free reserves of the company.

Total No. of Shareholders	9515		
Total No. of Shares	31348779		
Receipt of Postal Ballot Forms	From February 13, 2015 to March 14, 2015		
		Number of Votes	No. of Shares
Total Vote cast through e-Voting	A	29	19381856
Total Votes cast through postal ballot forms received	B	54	13507
Grand Total of e- Voting and postal ballot Form (A+B)	C	83	19395363
Less: Invalid e-Voting/ Postal Ballot Forms *((on account of Signature mismatch)	D	5	834
Net valid e-Voting and Postal Ballot Forms (C-D)	E	78	19394529

(i) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

Summary of E voting and Postal Ballot:

Promoter/ Public	No. of Share held (1)	No. of Votes cast (Postal ballot & e-Voting) (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*10	% of votes in against on votes cast (7)=[(5)/

KOTHARI H. & ASSOCIATES Company Secretaries C. P. 5502 FCS 6038

						0	**(2)]* 100**
Promoter and Promoter Group	14006233	14006233	100	14006233	0	100	
Public Institutional holders	0					0	
Public– others	17342546	5388296	31.07	5382406	5890	99.89	0.11
Total	**31348779**	**19394529**	**61.87**	**19388639**	**5890**	**99.97**	**0.03**

Percentage of votes cast in favour: 99.97 **Percentage of votes cast in against**: 0.03

RESULTS:-

As the number of votes casted in favour of the Resolutions i.e. 99.97 % is more than three times the number of votes cast against i.e. 0.03%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated February 4, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.

Item No. 4.

Special Resolution to create charge on the assets of the company up to Rs. 200 Crore (Rupees two hundred crore) pursuant to section 180(1) (a) of the companies act, 2013

Total No. of Shareholders	9515		
Total No. of Shares	31348779		
Receipt of Postal Ballot Forms	From February 13, 2015 to March 14, 2015		
		Number of Votes	No. of Shares
Total Vote cast through e-Voting	A	29	19381856
Total Votes cast through postal ballot forms received	B	52	13207
Grand Total of e- Voting and postal ballot Form (A+B)	C	81	19395063
Less: Invalid e-Voting/ Postal Ballot Forms *((on account of Signature mismatch)	D	5	834
Net valid e-Voting and Postal Ballot Forms (C-D)	E	76	19394229

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(i) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

Summary of E voting and Postal Ballot:

Promoter/ Public	No. of Share held (1)	No. of Votes cast (Postal ballot & e-Voting) (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes in against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	14006233	14006233	100	14006233	0	100	
Public Institutional holders	0					0	
Public– others	17342546	5387996	31.07	5383656	3400	99.92	0.08
Total	**31348779**	**19394229**	**61.86**	**19389889**	**4340**	**99.98**	**0.02**

Percentage of votes cast in favour: 99.97 **Percentage of votes cast in against**: 0.03

RESULTS:-

As the number of votes casted in favour of the Resolutions i.e. 99.98% is more than three times the number of votes cast against i.e. 0.02 %, I report that the Special Resolutions under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated February 4, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.

I further report that as per the Postal Ballot Notice dated February 4, 2015 and the Board Resolution dated October 22, 2014, the Chairman or any other person as authorised in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein by March 16, 2015, as intimated to the Stock Exchanges. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website www.excel-infoways.com within 2 days of passing of the resolutions

KOTHARI & ASSOCIATES Company Secretaries C. P. 6038 FCS 6038

and shall also be communicated to the Stock Exchanges.

I further report that as per Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from NSDL, the System Provider for the e-Voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name

DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You
Yours faithfully,

For **Kothari H. & Associates**
Company Secretaries

Hitesh Kothari

C.P. No. 5502

Date: March 16, 2015
Place: Mumbai