Excel REALTY N INFRA LTD.
Formerly Known as Excel Infoways Ltd.
CIN-L45400MH2003PLC138568

September 4, 2018

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Scrip Code : 533090
Scrip ID : EXCEL
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 : EXCEL

Fax No : 2659 8348 / 2659 8237 / 38

Sub. : Annual General Meeting

Dear Sir / Madam,

This is to inform you that the 16th Annual General Meeting of the members of Excel Realty N Infra Limited ("the Company") will be held on Thursday, September 27, 2018 at 9.30 a.m. at the Registered Office of the Company at 31-A, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai – 400053, to transact the businesses as set out in the Notice of the Annual General Meeting dated August 13, 2018.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and any amendment made thereon the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 21, 2018 to Thursday, September 27, 2018 (both days inclusive) for the purpose of the 16th Annual General Meeting.
The evoting facility will be available during the following period:
Commencement of e-voting: From 9.00 a.m. (IST) on Monday, September 24, 2018
End of e-voting : Up to 5.00 p.m. (IST) on Wednesday, September 26, 2018

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, any amendment made thereon the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the 16th Annual General Meeting. The cut-off date (i.e. the record date) for the purpose of e-voting is Thursday, September 20, 2018. Please find the attached copy of Notice of Annual General Meeting
Kindly take the same on record and acknowledge.
Thanking you,

Yours faithfully,
For Excel Realty N Infra Limited

Pooja Mane
Company Secretary

Encl : as attached

EXCEL REALTY N INFRA LTD.
Formerly Known as Excel Infoways Ltd.

CIN – L45400MH2003PLC138568
Registered Office: 31- A, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400 053
Tel: +91-22-40309898 Fax: +91-22- 26394248 Email: cs@excel-infoways.com Website http: // www.excel-infoways.com

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Members of EXCEL REALTY N INFRA LIMITED (formerly known as Excel Infoways Limited) will be held on Thursday, September 27, 2018 at 9.30 a.m. at the Registered Office of the Company at 31-A, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai -400053 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt :

   a. the audited financial statement of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and

   b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2018.

2. To appoint a Director in place of Mr. Arpit Khurana who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

3. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to provisions of Section 139 and 142 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee, the Company hereby ratifies appointment of M/s. R. Soni & Co, Chartered Accountants (Registration No. 130349W), as statutory auditor of the Company for the balance term to hold office from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company to be held in the year 2022."

SPECIAL BUSINESS

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

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

   RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at 15th Annual General Meeting held on Thursday, September 28, 2017 and in accordance with the provisions of sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), re-enactments thereof for the time being in force), and on the recommendation of the nomination and remuneration committee and approval of the Board, the consent of the members be and is hereby accorded for the revision in remuneration of Mr. Lakhmendra Khurana, Managing Director, with effect from June 1, 2018 for the remaining period for receiving remuneration ending on March 31, 2020. with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

   RESOLVED FURTHER THAT the remuneration payable to Mr. Lakhmendra Khurana, Managing Director with effect from June 1, 2018 shall be as under:

   I. Salary: Rs. 1,50,000/- p.m. to Rs. 2,50,000 p.m. (with an annual increment effective from 1 April of each financial year or such date as may be fixed by the Board time to time).

II. Perquisites and allowances: In addition to the above, Mr. Lakhmendra Khurana shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule to the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Lakhmendra Khurana within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Lakhmendra Khurana without any further reference to the Company in the General Meeting.

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

RESOLVED FURTHER THAT the Board, and /or the Company Secretary of the Company be and is hereby authorized to do all acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To approve revision in remuneration of Mrs. Ranjana Khurana as Whole Time Director of the Company.

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

RESOLVED THAT in accordance with the provisions of sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), re-enactments thereof for the time being in force), and on the recommendation of the nomination and remuneration committee and approval of the Board, the consent of the members be and is hereby accorded for the revision in remuneration of Mrs. Ranjana Khurana, Whole Time Director, with effect from June 1, 2018 for the remaining period of her tenure ending on December 31, 2018, . with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof

RESOLVED FURTHER THAT the remuneration payable to Mrs. Ranjana Khurana, Whole Time director with effect from June 1, 2018 shall be as under:

I. Salary: Rs. 1,50,000/- p.m. to Rs. 2,00,000 p.m. (with an annual increment effective from 1 April of each financial year or such date as may be fixed by the Board time to time).
II. Perquisites and allowances: In addition to the above, Mrs. Ranjana Khurana shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule to the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mrs. Ranjana Khurana within such prescribed limit or ceiling and as agreed by and between the Company and Mrs. Ranjana Khurana without any further reference to the Company in the General Meeting.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of her appointment as Whole Time Director of the Company, as approved by the resolution passed at the 11th Annual General Meeting of the Company held on Wednesday, July 31, 2013 shall remain unchanged.

RESOLVED FURTHER THAT the Board, and /or the Company Secretary of the Company be and is hereby authorized to do all acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

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

RESOLVED THAT in accordance with the provisions of sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), re-enactments thereof for the time being in force), and on the recommendation of the nomination and remuneration committee and approval of the Board, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Arpit Khurana, Whole Time Director, with effect from June 1, 2018 for the remaining period of his tenure ending on August 10, 2020. with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the remuneration payable to Mr. Arpit Khurana, Whole Time Director with effect from June 1, 2018 shall be as under:

I. Salary: Rs. 1,50,000/- p.m. to Rs. 2,00,000 p.m. (with an annual increment effective from 1 April of each financial year or such date as may be fixed by the Board time to time).

II. Perquisites and allowances: In addition to the above, Mrs. Ranjana Khurana shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule to the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Arpit Khurana within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Arpit Khurana without any further reference to the Company in the General Meeting.

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

RESOLVED FURTHER THAT the Board, and /or the Company Secretary of the Company be and is hereby authorized to do all acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To approve the limit of contribution to Bonafide Charitable Trust in excess of 5% of average net profits for immediately three preceding financial years:

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

RESOLVED THAT pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable rules and regulations thereto, consent of members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which shall be deemed to include any committees thereof) for contributing from time to time to any national, charitable, social, benevolent, public or general and other funds/ institutions/ trustees/ entities not directly relating to the business of the Company or the welfare of its employees provided that the aggregate amount of contribution to such funds in a financial year shall not exceed the limits as set out in section 181 or a sum of Rs. 11,00,000 (Rupees Eleven Lakhs) whichever is higher.

RESOLVED FURTHER THAT Mr. Lakhmendra Khurana, Chairman & Managing Director be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

8 To alter the object clause of the Memorandum and Articles of the Company

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

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

1. To promote, develop, provide professional and consultancy Services, liasoning, labour, contract and sub contract services, manage, finance, monitor and carry out infrastructure projects and infrastructural facilities, to carry on the business of building, setting up, erection, construction, developing, commissioning, maintaining, operating on Build - Operate - Transfer (BOT) basis or Build - Own - Lease - Transfer (BOLT) basis, Build – Own – Operate - Transfer (BOOT) basis, or on any other basis, all Infrastructure Projects including roads, highways, bridges, flyovers, ports, airports, harbors, dams, canals, hydro power projects, thermal power projects, wind power projects, power projects of all other types and natures, water supply facilities, waste management systems, facilities for alternative energy sources, renewable energy systems, pollution control devices and to act, whether in India or outside India, as Promoters, Developers, Builders and general construction contractors and to construct, execute, carry, equip, improve, develop works and building, malls, commercial and residential complexes and buildings, townships, hotels, spas, resorts roadways, docks, harbors, ports, wharfs, canals, water courses, reservoirs, bridges, wells, dams, embankments, irrigations, erection works, reclamations, sewage, drainage and other facilities and any kind of work in connection with building and real estate, and as Engineers, Civil Contractors and among things related to construction, any kind of work or contract for and on behalf of any person.

2. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing, providing professional and consultancy services, liasoning Services in any manner whatsoever in all type of general trading in all the goods, commodities & services, through various recognized modes of trade offering i.e. including E-commerce and other electronic mode of general trade, either directly or through collaboration, joint venture, or under licenses and/ or executing trade agreements with various entity on retail as well as on wholesale basis in India or elsewhere.

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

By Order of the Board
For Excel Realty N Infra Limited

sd/-
Pooja Mane
Company Secretary
ACS-35790

Place: Mumbai
Date: August 13, 2018

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

NOTES:

1. A member entitled to attend and vote at the annual general meeting ("the Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Businesses under item nos. 4,5, 6, 7 & 8 to be transacted at the Meeting is annexed hereto

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

6. Brief resume of all Directors including those proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, are provided in the Report on Corporate Governance forming part of the Annual Report.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours of the Company up to the date of the Meeting.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.

9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.

10. The Company has notified closure of Register of members and Share Transfer Books from Friday, September 21, 2018 to Thursday, September 27, 2018 (both days inclusive).

11. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Member holding shares in physical form are requested to advise any change in their address immediately to the Company / Registrars and Transfer Agents.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents.

13. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:

    a. Change in their residential status on return to India for permanent settlement.

    b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

14. The annual report of the Company circulated to the members of the Company, will be made available on the Company's website at www.excel-infoways.com

15. Copies of Annual Report for 2017-2018 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2017-2018 are being sent by the permitted mode.

16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members to exercise their right to vote by electronic means. The Members / list of Beneficial Owners as on cut-off date as on Thursday, September 20, 2018 ,i.e. the date prior to commencement of book closure are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the "cut-off" date can exercise their right to vote by electronic means.

17. The e-voting period will commence from 09.00 a.m. (IST) on Monday, September 24, 2018 and will end at 05.00 p.m. (IST) on Wednesday, September 26, 2018.

18. The Company has appointed M/s. Kothari H. & Associates, practicing company secretaries to act as the Scrutinizer, for conducting the scrutiny of the votes cast and the e-voting process in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure one-voting sent separately.

19. The Notice of the Sixteenth Annual General Meeting and instructions for e-voting, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

20. Members who are unable to exercise their voting rights through e-voting may exercise their voting rights at a poll provided at the Annual General Meeting.

21. Investor Grievance Redressal :

The Company has designated an exclusive e-mail id cs@excel-infoways.comto enable Investors to register their complaints, if any.

22. Members who have not registered their email addresses so far are requested to register their email addresses so that they can receive the Annual Report and other communications from the Company electronically.

23. E- Voting

Pursuant to SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the Sixteenth Annual General Meeting scheduled to be held on Thursday, September 27, 2018 at 9.30 a.m.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorized Agency to provide the e-voting facilities.

The e-voting facility will be available during the following period:

Commencement of e-voting	From 9.00 a.m. (IST) on Monday, September 24, 2018
End of e-voting	Up to 5.00 p.m. (IST) on Wednesday, September 26, 2018

The cut-off date (i.e. the record date) for the purpose of e-voting is Thursday , September 20, 2018

Instructions and other information relating to e-voting are as under:

1. Log on to the e-voting website www.evotingindia.com
2. Click on "Shareholders" tab.
3. Select "EXCEL REALTY N INFRA LIMITED" from the drop down menu and click on "SUBMIT"
4. Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. In case you have forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to use sequence number which is printed on Attendance Slip indicated in the PAN Field / mentioned in email to those shareholders to whom email is to be send.
DOB/ DIVIDEND BANK DETAILS	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4)

8. After entering these details appropriately, click on "SUBMIT" tab.

9. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

   Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for EXCEL REALTY N INFRA LIMITED on which you choose to vote.

12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting.

Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

17. For Corporate / Institutional shareholders:

    - Corporate / Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.

    - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com

    - After receiving the login details they have to create a Compliance user using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.

    - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Other Instructions

(i) The voting period begins on 9.00 a.m. (IST), on Monday, September 24, 2018 and ends on 5.00 p.m. (IST) on Wednesday, September 26, 2018.

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 20, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e Thursday, September 20, 2018

(ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or cs@excel-infoways.com

(iii) The results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution.

(iv) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the cast votes at the meeting through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same

(v) The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.

(vi) The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

(vii) The results shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.excel-infoways.com within three days of conclusion of 16th AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The same shall also be placed on the website of CDSL.

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

Item No 4

Mr. Lakhmendra Khurana was re-appointed as Chairman & Managing Director of the Company at a Salary of Rs. 1, 00,000/- p.m. with effect from April 1, 2017 for a period of 5 years and remuneration for a period of 3 years at the 15th Annual General Meeting of the shareholders held on Thursday, September 28, 2017. He is also entitled to perquisites and allowances including Contribution to Provident Fund, Gratuity provided that the aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act as amended from time to time.

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

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

(iii) A Ordinary / Special resolution has been passed at a general meeting of the Company.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on May 30, 2018, have approved the revision in remuneration of Mr. Lakhmendra Khurana as Managing Director of the Company from as set out in the resolution at Item No. 4 of the Notice. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

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

Brief resume of Mr. Lakhmendra Khurana, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, are provided in the Annexure to Annual General Meeting Notice.

Mr. Lakhmendra Khurana, Chairman and Managing Director, Mrs. Ranjana Khurana and Mr. Arpit Khurana, Whole Time Directors Executive Directors of the Company, are interested in the proposed resolutions.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board of Directors recommend the passing of the resolution under the item nos. 4.

Item No 5

Mrs. Ranjana Khurana was re-appointed as Whole Time Director of the Company at a Salary of Rs. 50,000/- p.m. with effect from January 1, 2014 for a period of 5 years and at the 11th Annual General Meeting of the shareholders held on Wednesday, July 31, 2013. She is also entitled to perquisites and allowances including Contribution to Provident Fund, Gratuity provided that the aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act as amended from time to time.

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

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

(iii) A Ordinary / Special resolution has been passed at a general meeting of the Company.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on May 30, 2018, have approved the revision in remuneration of Mrs. Ranjana Khurana as Whole Time Director of the Company from as set out in the resolution at Item No. 5 of the Notice. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

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

Brief resume of Mrs. Ranjana Khurana, nature of her expertise in specific functional areas and names of companies in which she hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, are provided in the Annexure to Annual General Meeting Notice.

Mr. Lakhmendra Khurana, Chairman and Managing Director, Mrs. Ranjana Khurana and Mr. Arpit Khurana, Whole Time Directors Executive Directors of the Company, are interested in the proposed resolutions.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board of Directors recommend the passing of the resolution under the item nos. 5.

Item No 6

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

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

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

(iii) A Ordinary / Special resolution has been passed at a general meeting of the Company.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on May 30, 2018, have approved the revision in remuneration of Mr. Arpit Khurana as Whole time Director of the Company from as set out in the resolution at Item No. 6 of the Notice. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

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

Brief resume of Mr. Arpit Khurana, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, are provided in the Annexure to Annual General Meeting Notice.

Mr. Lakhmendra Khurana, Chairman and Managing Director, Mrs. Ranjana Khurana and Mr. Arpit Khurana, Whole Time Directors Executive Directors of the Company, are interested in the proposed resolutions.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board of Directors recommend the passing of the resolution under the item nos. 6.

Item No 7

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide charitable and other funds, any amount the aggregate of which, in any financial year shall not exceed 5% of its average net profits for the three immediately preceding financial years

Pursuant to the provisions of Section 181 of the Act, approval of members is necessary for any contribution to bona fide charitable and other funds if such contribution in a financial year exceeds the limits prescribed in the section.

The approval of members is therefore sought for an annual contribution of an amount up to Rs. 11, 00,000 (Rupees Eleven Lakhs only) during the financial year 2018-19

The Board of Directors recommends the passing of the resolution under Item No. 7.

None of the Directors, Key managerial persons or their relatives are interested in the resolution.

Item No 8

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

To increase sales and profits of the Company the Management of the Company has decided to alter the main objects of the Company by substituting the existing object clause nos. 2&5 With the new object clause as provided in the related resolution by inserting some key words in the existing clauses which can more elaborate the main business activity of the Company.

The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of object clause.

Such Alteration in the Main Objects would require the approval of members by passing Special Resolution under Section 13 read with Company rules. Further such amendments in the Objects Clause of the Memorandum of Association shall be effective upon the Registration of the Resolution by the Registrar of Companies, Maharashtra, Mumbai..

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

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

The Board of Directors recommends the passing of the resolution under Item No. 8.

I. General Information :

1. Nature of industry - BPO/ITES and Infra Activity and General Trading
2. Date of commencement of commercial activity: January 07, 2003
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - NA

4. Financial performance based on given indicators

(Rs. in'000)

Indicators	2017-2018	2016-2017	2015-2016
Turnover (000')	203864.15	306214.21	396508.52
Net Worth (000')	1688215.19	1658362.30	1663222.06
Earnings per Share	0.29	0.01	0.12
Profit after Tax (000')	27255.47	1137.94	3866.96
Market Capitalisation (000')	1993782.34	1137960.68	846417.03
Book Value per share	17.95	52.90	53.06
Debt- Equity Ratio	0.05	0.05	0.12

(Note: The above figure are in '000 (thousands) except per share data, EPS and Debt Equity ratio. The share price for calculation of market capitalization is taken as on 31st March on BSE)

5. Foreign investments or collaborations

Excel Info FZE, UAE is the wholly owned subsidiary of Excel Realty N Infra Ltd. As on March 31, 2018, Company's 4344759 shares are held by the foreign investors (Foreign Portfolio Investors &Non Resident Individuals).

II. Information about the appointees

1. Background details

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

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

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

2. Past remuneration

(Rs. in'000)

Year	Lakhmendra Khurana	Ranjana Khurana	Arpit Khurana
2017-2018	1699.00	1319.50	1330.00
2016-2017	1200.00	600.00	600.00
2015-2016	1200.00	600.00	600.00

3. Recognition or awards

Mr. Lakhmendra Khurana has been conferred with several awards for his peace and education efforts by various institutions which are listed below:

- Mother Teresa Lifetime Achievement Award by Mother Teresa International Award committee in the year 2011
- Maharashtra Ratna by all India Conference of Intellectuals in the year 2010
- Sardar Patel Award given by Maharaja Karan singh in the year 2007
- Rashtriya Gaurav Samman given World Peace Movement Trust in year 2004

4. Job profile and suitability

The job profile of the Managing Director includes:

- formulating and successfully implementing Company policy;
- directing strategy towards the profitable growth and operation of the Company;
- putting in place adequate operational planning and financial control systems;
- ensuring that the operating objectives and standards of performance are not only understood but owned by the management and other employees;
- Closely monitoring the operating and financial results against plans and budgets;
- taking remedial action where necessary and informing the Board of significant changes;
- maintaining the operational performance of the Company;
- monitoring the actions of the functional Board of Directors;
- assuming full accountability to the Board for all Company operations;
- representing the company to major customers and professional associations;
- Building and maintaining an effective executive team

The Managing Director is the head and representative of the Company and is responsible for the affairs of the Company. He is responsible for the day to day activities of the Company. The Managing Director must exercise diligence of a prudent businessman in the conduct of the Company's affairs. He has a paramount duty of loyalty to the Company.

Job profile of Whole Time Director/ Executive Director includes

- Ensuring that the organization has a long-range strategy which achieves its mission, and toward which it makes consistent and timely progress.
- Providing leadership in developing program, organizational and financial plans with the Board of Directors and staff, and carry out plans and policies authorized by the Board.
- Maintaining official records and documents and ensuring compliance
- Maintaining a working knowledge of significant developments and trends in the field.

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

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

Mr. Arpit Khurana has innovative ideas for advancement of Company's business. His vision for the growth of the Company and his zeal to work brings new energy to the Company's environment.

5. Remuneration proposed for the Whole Time Directors is given separately under item nos. 4, 5 & 6

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

The comparative remuneration of Managing Director and Whole Time directors in the multi segment business in India is

substantially higher than that previously paid and also proposed herein. The proposed remuneration is extremely nominal as compared to the time and energy involved by the directors in managing the affairs and administration of the Company. Hence providing comparative remuneration would be meaningless in the present situation.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel.

Mr. Lakhmendra Khurana, Mrs. Ranjana Khurana and Mr. Arpit Khurana are shareholders and part of promoter group of the Company. Mr. Lakhmendra Khurana being Managing Director and Mrs. Ranjana Khurana and Mr. Arpit Khurana being Whole Time Directors of the Company receive remuneration from the Company. Mr. Lakhmendra Khurana also receives payment towards rent for the premises occupied by the Company. They do not have any other pecuniary relationship with the Company.

Mrs. Ranjana Khurana is wife of Mr. Lakhmendra Khurana and Mr. Arpit Khurana is son of Mr. Lakmendra Khurana and Mrs. Ranjana Khurana.

III. Other information

1. Reasons of loss or inadequate profits

Due to change in policies and uncertain business environment, we were not able to garner sales and hence profit has declined.

2. Steps taken or proposed to be taken for improvement

It will be our constant endeavor to acquire new clients and to serve in countries other than USA which will result in increase in our turnover BPO enabled services. Our focus is also to improve the turnover of infra segment by getting new contracts and management is also positive about the general trading segment.

3. Expected increase in productivity and profits in measurable terms

We are reassessing our expenditure and trying to optimize the cost of operations of the Company.

Annexure to the Notice

Details of Directors seeking appointment or/ re-appointment at the ensuing Annual General Meeting

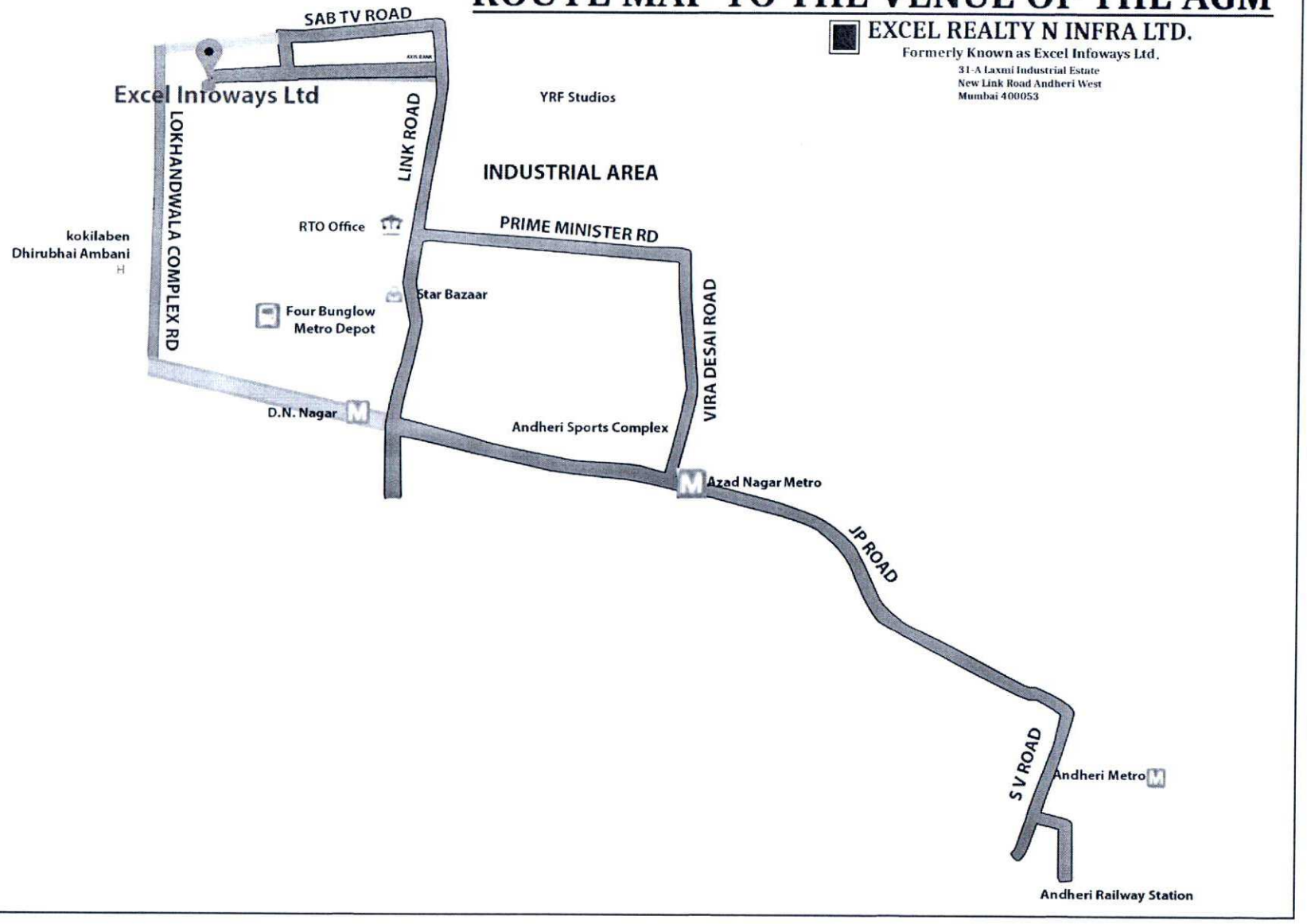
Sr. No.	Particulars			
1	**Name of the Director**	**Lakhmendra Khurana**	**Arpit Khurana**	**Ranjana Khurana**
2	Date of Birth	11-09-1956	14.03.1990	19.10.1957
3	Age	61	28	60
4	Date of Appointment	07.01.2003	11.08.2011	07.01.2003
5	Permanent Account Number (PAN)	AGPPK7179R	BCAPK8310C	AGPPK7181F
6	Director Identification Number (DIN)	00623015	03169762	00623034
7	Expertise in specific functional areas	Experience of more than 40 years	Experience of 10 years	Experience of 15 years
8	No of Equity shares held in the Company (as on March 31, 2018)	21764853	3350766	17215170
9	Qualifications	B.A	B. Com	M.A.

10	List of other directorship (excluding Foreign company)	•Excel Infra N Realty Private Limited •Raj HR Solutation Private Limited •Ritz Shopping Mall Private Limited •Tista Impex Private Limited •Ranjana Construction Private Limited	• Excel Infra N Realty Private Limited • Tista Impex Private Limited • Ranjana Construction Private Limited	• Excel Infra N Realty Private Limited Raj HR Solutation Private Limited • Ritz Shopping Mall Private Limited
11	Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committees /Stakeholders Relationship Committees/ Nomination and Remuneration Committees)	Nil	Nil	Nil
12	Relationships, if any, between Directors inter se	He is husband of Mrs. Ranjana Khurana and father of Mr. Arpit Khurana	He is son of Mr. Lakhmendra Khurana and Mrs. Ranjana Khurana	She is wife of Mr. Lakhmedra Khurana and Mother of Mr. Arpit Khurana

By Order of the Board
For Excel Realty N Infra Limited

sd/-
Pooja Mane
Company Secretary
ACS-35790

Place: Mumbai
Date: August 13, 2018

ROUTE MAP TO THE VENUE OF THE AGM

EXCEL REALTY N INFRA LTD.
Formerly Known as Excel Infoways Ltd.
31-A Laxmi Industrial Estate
New Link Road Andheri West
Mumbai 400053