

NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the Members of EXCEL INFOWAYS LIMITED will be held on Tuesday, August 21, 2012 at 10.00 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 the audited Balance Sheet as at March 31, 2012 and the Statement of Profit & Loss for the year ended on that date together with the Directors' Report & Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Ranjana Khurana, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a Director in place of Mr. Ravi Prakash Sinha, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and to 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 M/s. S. G. Kabra & Co., Chartered Accountants (Registration No. 104507W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS

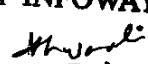
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in terms of the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof, consent of the Company, be and is hereby accorded, to the utilization of Rs.30 crore being part of the proceeds raised in the initial public offer made by the Company in July 2009, for acquisition of property other than that set out in the prospectus dated July 21, 2009, on account of unforeseen difficulty in obtaining possession of the property proposed in the said prospectus.

RESOLVED FURTHER THAT all actions taken by the Board of Directors in this connection be and are hereby ratified."

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, approval of the shareholders of the Company be

Certified True Copy
For Excel INFOWAYS LTD.

KUMUD WARADKAR
Company Secretary

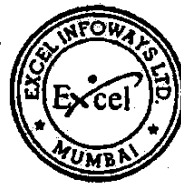
and is hereby accorded to the Company for commencement of businesses as specified in the sub clauses (73) (84) and (85) of clause (C) of Part III of the Memorandum of Association of the Company and as mentioned below-

- (73) To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engine, roadways, tramways, railways, branches of sidings, bridges, reservoirs, water courses, wharves, electric works and such other works and conveniences which may seem necessary to achieve the main objects of the company and to join with any other person or company in doing any of these things.
- (84) To purchase, take on lease, hire, take licenses of or otherwise acquire or sell, let out, or otherwise give any exclusive or other right or interest in aerodromes, landing grounds, airports, helipads, land and sea planes bases, handers, machine shops, engineering shops, sheds for servicing, maintaining, and landing all kinds of aircrafts in any part of the world and to obtain and hold from any state, sovereign, governmental, or semi-governmental, authority any licenses, authorities or right necessary or convenient for such purposes.
- (85) To equip and furnish any property for the purpose of letting it to visitors or guests, whether and single rooms, suits, chalets, caravans, movable structures, cottages or otherwise."
7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to provisions of sections 198, 269, 309, 311 and 317 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modification, re-enactments thereof for the time being in force) and subject to such other approvals as may be necessary, the Company hereby approves the re-appointment of Mr. Lakhmendra Khurana as Managing Director of the Company for a further period of five years with effect from April 01, 2012 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting;

RESOLVED FURTHER THAT the directors of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary to give effect to this resolution."

By Order of the Board
For Excel Infoways Limited



Kumud Waradkar
Kumud Waradkar
Company Secretary

Place : Mumbai
Date : May 28, 2012

Registered Office:
31-A, Laxmi Industrial Estate,
New Link Road, Andheri (West),
Mumbai - 400053

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The following Explanatory Statement sets out material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

UTILIZATION OF IPO FUNDS

The Company in the initial public offer of equity shares made in July 2009, raised Rs. 48 crore. The said equity shares are listed on the BSE and NSE effective August 2009. In the prospectus dated July 21, 2009 it was stated that the proceeds from the public issue would be utilized for setting up new facilities at Borivali and Kandivali at a total cost of Rs.48 crore. As stated in the said prospectus the Company had as on June 17, 2009 deployed Rs.18 crore from internal accruals, for purchase of the said properties. However on account of unforeseen legal disputes, the Company has been unable to get possession of the said properties as per schedule, and therefore the funds allocated for work related to interiors for the said facilities, could not be deployed. The Board of Directors have meanwhile deployed the funds aggregating Rs.30 crore towards purchase of alternate property at Borivali and is in the process of setting up the facilities as proposed. The decision to so deploy the funds has been made in the overall interest of the Company and its shareholders.

As per the provisions of section 61 of the Companies Act, 1956 approval of the shareholders in a general meeting is required for variation of the terms of contract mentioned in the prospectus. Utilization of funds being a term of contract mentioned in the prospectus, approval of the shareholders of the Company is sought for utilization of funds as stated above.

None of the directors is concerned or interested in the resolution.

The Board of Directors recommend the passing of the resolution under item No.5

Item No. 6

COMMENCEMENT OF NEW ACTIVITIES

In view of the global recession in Information Technology (IT) and Business Processing Outsourcing (BPO), the Board of Directors of the Company consider it prudent to close down the related services in future and to diversify the business into new areas of construction, development of property and real estate etc. as mentioned in sub clauses (73), (84) and (85) of clause (C) of Part III of the Memorandum of Association of the Company, at the appropriate time and depending on the availability of resources and opportunity.

As per section 149(2A) of the Companies Act, 1956, approval of shareholders by way of special resolution is required for the commencement of new activities forming part of the other objects of the Memorandum of Association of the Company.

None of the directors is concerned or interested in the resolution.

The Board of Directors recommend the passing of the resolution under item No 6.

Item No. 7

RE-APPOINTMENT OF MANAGING DIRECTOR

The Board of Directors in its meeting held on February 13, 2012, re-appointed Mr. Lakhmendra Khurana as Managing Director of the Company for further period of five (5) years with effect from April 01, 2012 on the terms and conditions including remuneration as determined by the remuneration committee meeting held on February 13, 2012 subject to the approval of the members in the ensuing annual general meeting.

The qualification, experience and other directorships of Mr. Lakhmendra Khurana are mentioned below:

Mr. Lakhmendra Khurana holds a Bachelor of Arts (B.A.) degree from Meerut University. He has experience of 34 years. He is also a director of M/s. Excel Infra N Realty Pvt. Ltd., M/s. Ranjana Construction Pvt. Ltd., M/s. Tista Impex Pvt. Ltd., M/s. Raj HR Solution Pvt. Ltd. and M/s. Ritz Shopping Mall Pvt. Ltd. He holds 69,91,930 equity shares of the Company as on May 28, 2012. It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Lakhmendra Khurana as Managing Director in terms of the applicable provisions of the Companies Act 1956.

Salary, Perquisites and Allowances:

- Salary not exceeding Rs.1,00,000 p.m.
- Increment as per Company's policy, but not exceeding 20% of the annual salary.
- Perquisites and allowances up to 100% of annual salary i.e. Rs.12,00,000/- per annum which shall include accommodation (furnished or otherwise); house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/ or allowances for utilization of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; medical insurance and such other perquisites and/ or allowances.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-Tax Act, 1961 or any rules thereunder or any statutory modifications(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

- The Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income – tax law, gratuity payable and encashment of leave at the end of the tenure, shall not be included for the purpose of computation of the overall ceiling of remuneration.

A. Reimbursement of expenses:

Reimbursement of expenses incurred for travelling, board and lodging including for his spouse, children and attendant(s) during business trips; provision of car for use on Company's business; telephone expenses at residence shall be reimbursed and not considered as perquisite.

Mrs. Ranjana Khurana and Mr. Arpit Khurana, Executive Directors of the Company are interested in the proposed resolution.

Save and except the above, none of the other directors of the Company is in any way, concerned or interested in the Resolution.

The Board of Directors recommend the passing of the resolution under item No. 7

By Order of the Board
For Excel Infoways Limited



Kumud Waradkar

Kumud Waradkar
Company Secretary

Place : Mumbai
Date : May 28, 2012

Registered Office:
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