

POSTAL BALLOT

To,
The Members of
Excel Infoways Limited

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, that the resolutions appended herewith are proposed to be passed as Special Resolution by means of Postal Ballot.

The Company seeks the consent of the Members for the aforesaid proposals contained in the proposed Special Resolutions appended below. Accordingly the proposed Special Resolutions and Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons for which such resolutions are proposed being sent to you along with the Postal Ballot Form for your consideration.

Kindly accord your assent or dissent, as the case may be, to the above mentioned resolutions in the enclosed form. Your assent must be recorded in the box marked "Assent" and dissent in the box "Dissent" by placing a tick mark (✓) in the appropriate column against the resolutions.

For Members opting for E-Voting:

In Compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice.

Item No. 1: Alteration in the Object Clause of the Company:

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

"RESOLVED THAT pursuant to provisions of sections 13, 110 (1) (a) 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, by insertion of infra and construction related clauses, in Clause IIIA (Main Objects) of the Memorandum of Association of the Company. The following new Clause 1 & 2 hereby added before Clause 1 and the other object be renumber accordingly.

1. To engage in the business of and to undertake contracts/sub-contracts for constructing, reconstructing, redevelopment, rehabilitation, slum redevelopment (SR), extending, altering or demolishing buildings or tenements, blocks, flats, bungalows, shops, godowns, garages, residential and commercial premises of all types, nature and descriptions through its own agency or through contractors, dealing in real estate and properties and in particular, purchase, sale, development and transfer of land and/or buildings, owning, buying, selling hiring, letting, sub-letting, maintaining, allotting, transferring allotment, administering, exchanging, mortgaging, accepting lease, tenancy or sub tenancy of land properties, structures thereon and purchasing, holding in stock or selling materials incidental to construction, repair, overhaul or maintenance of land and buildings and to fix and collect rents.
2. To promote, develop, 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.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. Lakhmendra Khurana the Managing Director be and is hereby authorized 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.”

Item No. 2: Change of Name 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 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with the BSE Limited and National Stock Exchange Limited (the “Stock Exchange”) and subject to the approval of the Registrar of Companies – Maharashtra, Mumbai (the “ROC”) and other regulatory authorities, as may be applicable, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from “**Excel Infoways Limited**” to “**Excel Realty N Infra Limited**”

RESOLVED FURTHER THAT post aforesaid approvals, the name “Excel Infoways Limited” whereby occurs in the Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name “**Excel Realty N Infra Limited**”

RESOLVED FURTHER THAT the Mr. Lakhmendra Khurana , Managing Director of the Company, be and is hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC and other regulatory authorities, as may be applicable, for making application to give effect to the above resolution and to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection.

Item No. 3: To authorise Board of Directors to borrow monies under section 180(1)(c):

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

“**RESOLVED THAT** in supersession to the earlier resolution passed by the members of the Company in regarding borrowing powers of the Company and pursuant to the provisions of section 180 (1) (c) 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), consent of the Company be and is hereby accorded to the Board of Directors (which expression shall be deemed to include any Committee (s) thereof and hereinafter referred to as the “Board”) to borrow from time to time any sum or sums of monies together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) that may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not be in excess of Rs. 200 Crores (Rupees Two hundred crores)over and above the aggregate of the paid up share capital and free reserve of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorize to undertake all such acts, deeds, matter and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to delegate all or any of the power conferred on it by or under this resolution to any Director of the Company or any other officer(s) or employees of the Company as it may consider appropriate in order to give effect to this resolution.”

Item No. 4: Resolutions under section 180(1)(a):

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

“**RESOLVED THAT** pursuant to the provision of section180(1) (a) of the Companies Act, 2013 in supersession of all earlier resolutions passed under Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of the Company and/or any Committee thereof be and hereby authorized and shall be deemed to have always been so authorized to create such mortgage/charge/hypothecation and or other encumbrances, if any created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or

intangible assets, book debt and/or claims of the Company wherever situated, present and/ or future and such charge to rank either pari passu with or second, subsequent, subservient and subordinate to all mortgage, charges, hypothecation and other encumbrances created/to be created by the Company in favour of Indian or foreign financial institutions, banks and other lending institutions to secure borrowings upto an aggregate amount not exceeding Rs. 200 Crore (Rupees Two hundred Crore Only) subject to the limits approved under Section 180(1)(c) of the Act, together with interest at the respective agreed rates by issue of non-convertible debentures, bonds, term loans, and/or other instruments including foreign currency borrowings, as the Board may deem fit, to be issued in one or more tranches, to Indian / foreign banks, institutions, investors, mutual funds, companies, other corporate bodies, Resident / Non-resident Indians, Foreign Nationals, and other eligible investors, and upon such terms and conditions, as may be decided by the Board, including any increase a result of devaluation/ revaluation or fluctuation in the rates of exchange, together with interest, at the respective agreed rates, compound interest, additional interest, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures/bonds/term loans/other instrument(s) in terms of their issue.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the lenders/trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution”.

**For and on behalf of
EXCEL INFOWAYS LIMITED**

**sd/-
Lakhmendra Khurana
Managing Director
DIN- 00623015**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. The Board of Director have appointed Mr. Hitesh Kothari (Membership No. FCS 6038), Practicing Company Secretary or failing him Ms. Sonam Jain, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process thereto in accordance with the provisions of the Act and Rules made thereunder in a fair and transparent manner.
3. Members, who have registered their email address for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent notice of postal ballot by email and others are being sent through the permitted mode alongwith the Postal Ballot Form and Postage pre-paid self-addressed Business Reply Envelope.

Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on 14th March, 2015.

4. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on 23rd January, 2015. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
5. The Company is pleased to offer e-voting facility, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.

Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Corporate Office of the Company and send the same by post to the Corporate Office of the Company addressed to the Scrutinizer.

Members may contact M/s Link Intime India Pvt. Ltd. Registrar and Transfer Agent (RTA), for any grievances connected with voting by postal ballot including voting by electronic means at the Corporate/Registered Office

of the RTA at Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumabi – 400078.

6. Members, who have received the notice of postal ballot by email and who do not wish to avail the e-voting facility, may send request for obtaining the physical postal ballot form the RTA of the Company, viz. Link Intime India Pvt. Ltd... On receipt of such request, the RTA will despatch the physical postal ballot form. Members should ensure that duly completed Postal ballot form should reach the scrutinizer not later than 6.00 p.m. on 14th March, 2015 Postal ballot form received after this time and date shall be strictly treated as if the reply from member has not been received.
7. Members are requested to cast their vote only through one mode (Physical Postal ballot Form or e-voting). In case members cast their votes through both the modes, the votes cast through e-voting shall prevail and votes cast through Postal ballot Form shall be considered as invalid.
8. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on 16th March, 2015. The Chairman will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on 16th March, 2015 at 2 PM at the Registered Office of the Company 31 - A, Laxmi Industrial Estate, New Link Road, Andheri (West) ,Mumbai ,Maharashtra ,400053 and the Resolution will be taken as passed effectively on the date of announcement of the result by such authorised person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Members who wish to be present at the venue at the time of declaration of the result can attend the event. The results of the Postal Ballot along with the scrutinizer's report will also be displayed at the Company's Registered Office and hosted on the website of the Company www.excel-infoways.com besides being communicated to the stock exchanges on which the shares of the Company are listed.

9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company from the date of dispatch of notice during normal business hours (9.00 am to 5.00 pm) on all working days up to the date of declaration of the result of Postal Ballot.
10. The Company also offers e-voting facility. Please see the instructions below for detail

In compliance with the provisions of Section 110 of the companies Act, 2013 read with rule 22 of the Companies (Management and administration) rules 2014, the company also offers e-voting options to all the shareholders. For this purpose, the Company will be making necessary arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting and is pleased to offer e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching postal ballot Form. E-voting is optional.

The instructions for shareholders for voting electronically are as under

- i. The voting period begins on 13th February, 2015 (9. 00 am) and ends on 14th March, 2015 (6.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd January, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iv. Click on "Shareholders" tab.
- v. Now, select the "**Excel Infoways Limited**" from the drop down menu and click on "SUBMIT"
- vi. 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.
- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. 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.
- ix. 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	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.
Dividend Bank Details##	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • 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 (v)

*Members who have not updated their PAN with the Company / Depository Participant are requested to use default number 'GM1379BG11' in the PAN Field for e-voting.

#Members who have not updated their Date of Birth with the Company / Depository Participant are requested to use default number '23121978' in the DOB field for e-voting.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <Default Value> in the DOB column or the <Default Value> in the Dividend Bank details field.

- x. After entering these details appropriately, click on "SUBMIT" tab.
- xi. Members holding shares in physical form will then directly reach 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.
- xii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for Excel Infoways Limited on which you choose to vote.
- xiv. 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.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Note for Institutional Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

- 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 they have to create 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.
 - 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.
- xxi. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Company Excel Infoways Limited incorporated on 7th January, 2003 under the Companies Act, 1956 engaged in the business of Information technology and thereafter the Company has added the new business activity related to infrastructure by altering its Memorandum of Association in the financial year 2008.

Now the Company is operating under two identifiable revenue segment i.e. infrastructure activity and BPO/IT enabled related activities. In view of the management, future revenue of the Company should be more from the Infra and Real Estate Activities instead of BPO and IT enabled activities, therefore, the Board has decided to shift / redraft Construction / Real Estate / Infra Business Activities related Object Clauses from the Other Object Clauses to Main Object Clauses in the Memorandum of Association of the Company. Considering future potentiality in the proposed business sector, the Board has decided to give more focus in Construction / Real Estate / Infra Business Activities instead of BPO / ITES Activities.

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 through Postal Ballot under Section 13 read with Rule 22 of Companies (Management & Administration) Rules 2014. 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 necessary Postal Ballot forms and the draft Resolutions along with the Explanatory Statements pertaining to the said resolution explaining in detail the material facts, has sent along with the said Notice.

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 is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 1 as set out in this Notice.

Item No.2:

In view of the change of Business Activities of the Company, the Board has decided to change the name of the Company from Excel Infoways Limited to Excel Realty N Infra Limited.

The word Excel is the Brand name and the registered Trade Mark of the Company and 'Realty N Infra' reflect proposed Business Activity of the Company. The Management believes that the proposed new name more clearly resembles with the proposed business activities of the Company.

The Company has received the approval from the Registrar of Companies, Mumbai confirming the availability of the new name "Excel Realty N Infra Limited". 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 name and consequential alteration in the Articles of Association. After obtaining the approval of Shareholders, an application will be made to the Registrar of Companies, for change of name of company and if approved, the name will be effective from the date of Registrar of Companies approval.

So your directors are proposing for the change of the name of the Company pursuant to section 13 and other applicable provisions thereof. In consideration of the above, your directors recommend you to pass the resolution provided above.

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 is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be,

pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 2 as set out in this Notice.

Item No. 3& 4

Section 180 (1) (c) of the Companies Act, 2013 require the consent of the shareholders of a Company by way of Special Resolution at a General Meeting to enable the board of directors to borrow monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), which may exceed the aggregate of the paid up share capital of the Company and its free reserve. Since the current borrowing powers of the Board of Directors may not be sufficient to facilitate the Board to borrow for the purpose of the business of the Company, the approval of the shareholders is being sought by special Resolution for enabling authority in favour of the Board to increase its Borrowing power to Rs. 200/-crores in addition to the aggregate of the paid up share capital and free reserve of the Company. Hence, the approval of the members of the Company is being sought for the resolution set-out under Item no. 3 by way of Special Resolution.

In view of aforesaid proposal to borrow funds from time to time, the Company may have to secure the borrowing by way of mortgage / charge over all or any part of the movable and / or immovable properties of the Company and as per the provisions of Section 180(1)(a) of the Companies Act, 2013 the mortgage or charge on all or any part of the movable and /or immovable properties of the Company, may be deemed as disposal of the whole, or substantially the whole, of the undertaking of the Company and hence approval of the Members of the Company is being sought for the resolution set out under Item no. 4 by way of Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 3 & 4 of the Notice.

The Board commends the Special Resolutions set out at item no. 3&4 of the Notice for approval by the shareholders.

For **EXCEL INFOWAYS LIMITED**

sd/-
Lakhmendra Khurana
Managing Director
DIN- 00623015

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No.:

1. Name and Registered Address :
of Sole / First named Shareholder
(in block letters)

2. Name(s) of Joint holder(s), :
if any (in block letters)

3. Folio No. :
DP ID/Client ID*
(*Applicable to Members holding
shares in Dematerialized form)

4. Number of Shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated 04th February, 2015 by conveying my/our assent or dissent to the said resolutions by placing the tick (√) mark in the appropriate box below:

(Important Note for Voting: To ensure valid and proper voting on the Ballot Paper, Please: i) Fill in Col (1) for the number of shares being voted, ii) Tick (√) the Col. (2) for voting (FOR) and/or Tick (√) the Col. (3) for voting (AGAINST) and iii) sign the Ballot Paper and post it in the pre-paid envelope)

Serial No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution u/s 13 of the Companies Act, 2013 for Alteration of Main Object of the Company and consequently amendment in clause III of Memorandum of Association of the Company.			
2.	Special Resolution u/s 13, 14 of the Companies Act, 2013 for Change of Name of the Company and consequently amendment in clause I Memorandum of Association of the Company.			
3.	Special Resolution to authorise Board of Directors to Borrow money u/s 180 (1) (c).			
4.	Special Resolution u/s 180 (1) (a).			

Date:

Place:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	*Default PAN
150206007	

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

INSTRUCTIONS to Shareholders opting for voting in paper mode (Sr. No. 1 to 11)

1. The Company is providing voting through Postal Ballot. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Shareholder will also be accepted. The Company also offers e-voting facility. Please see instruction in Sr. No. 12 below for details.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the Shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named Shareholder and in his/her absence, by the next named shareholder; Unsigned/Blank Postal Ballot Form will be rejected.
4. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified true copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. A Shareholder may sign the form through an Attorney appointed specifically for this purpose, in which case an attested copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. A Shareholder need not use all his votes nor he needs to cast all his votes in the same way.
6. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours on 14th March, 2015. All Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such Shareholder has not been received.
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item 6 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date i.e. 23rd January, 2015.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.
11. The results of the Postal Ballot will be declared at the Corporate Office of the Company as specified in the notice. The results will be thereafter published in newspapers and communicated to the Stock Exchanges for the information of the Shareholders. The results of the Postal Ballot will also be posted on the website of the Company <http://www.excel-infoways.com>

Instructions to shareholders opting for E-Voting (Sr. No. 12 to 15)

12. **The Company is pleased to offer e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form by post. For exercising e-voting facility, the User ID and initial Password are provided at the bottom of the Postal Ballot Form and the detailed procedure is enumerated below.**
 - A. **Procedures and Instructions for E-Voting are as follows:**
 - i. The voting period begins on 13th February, 2015 (9.00 am) and ends on 14th March, 2015 (6.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd January, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - iii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - iv. Click on "Shareholders" tab.
 - v. Now, select the "**Excel Infoways Limited**" from the drop down menu and click on "**SUBMIT**"
 - vi. 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,
 - vii. Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login.
 - viii. 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.
 - ix. 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN Field.
DOB#	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.
Dividend Bank Details##	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • 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 (v)

- x. After entering these details appropriately, click on "SUBMIT" tab.
- xi. Members holding shares in physical form will then directly reach 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.
- xii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for Excel Infoways Limited on which you choose to vote.
- xiv. 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.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - 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 they have to create 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.
 - 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.
- xx. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.