

February 16, 2016

**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

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

**Scrip Code : 533090**  
**Scrip ID : EXCEL**  
Fax No : 2272 3121 / 2272 2037

**Trading Symbol : EXCEL**  
Fax No : 2659 8348 / 2659 8237 / 38

Dear Sir / Madam,

**Sub. : Postal Ballot Nootice**

Please find the enclosed Postal Ballot Notice of Excel Realty N Infra Limited (Formerly known as Excel Infoways Limited) along with newspaper advertisement published in Free Press and Navshakti Journal dated February 16, 2016 for your records.

Thanking you,

Yours faithfully  
For Excel Realty N Infra Limited

  
Pooja Mane  
Company Secretary & Compliance Officer



Encl: a/a

# Excel REALTY N INFRA LTD.

(Formerly Known as Excel Infoways Limited)

CIN: L45400MH2003PLC138568

Registered Office: 31-A, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400 053

Tel: +91-22-40309898 Email: cs@excel-infoways.com Website : http:// www.excel-infoways.com

## POSTAL BALLOT NOTICE

To,  
The Members of  
Excel Realty N Infra Limited (Formerly known as Excel Infoways Limited)

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

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (“Act”) read together with the Companies (Management & Administration) Rules, 2014 (“Rules”) including any statutory modification thereof for the time being in force that the resolutions appended herewith are proposed to be passed as **Special Resolutions** by means of Postal Ballot i.e., voting by post or electronic means as the case may be.

The Company seeks the consent of the Members for the aforesaid proposals contained in the proposed Special Resolutions appended below. Accordingly the 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 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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: Commencement of new business activity:

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

“**RESOLVED THAT** pursuant to section 13 and section 110 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 through Postal Ballot, to alter the Main object clause, by inserting the following object under clause IIIA of the memorandum of association:

- (i) to carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing 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.”

### Item No. 2: To authorize Board of Directors to provide loan and investment under section 186 of the Companies Act, 2013

#### To Consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members and pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto i) maximum amount of Rs. 200 Crores (Rupees Two Hundred Crores only), if the investments/ acquisitions, loans, guarantee, securities to be provided along with Company’s existing loans or guarantee/ security or investments/ acquisitions are in excess of the limits prescribed under Section 186 aforesaid or ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.

**RESOLVED FURTHER THAT** the Board or any Committee thereof and / or Managing Director and / or any Whole-time Director(s) and / or any Officer(s) as may be authorised by the Board or any Committee thereof as per the applicable provisions of the Companies Act, 2013 be and are hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees and investments/ acquisitions including the timing, amount and other terms and conditions of such loans guarantees and investments/ acquisitions and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such loans, guarantees and investments/ acquisitions,

**RESOLVED FURTHER THAT** Mr. Lakhmendra Khurana the Managing Director and Ms. Pooja Mane, Company Secretary be and hereby authorised severally to do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effects to this resolutions.”

**For and on behalf of  
EXCEL REALTY N INFRA LIMITED**

Sd/-

**Pooja Mane  
Company Secretary  
ACS - 35790**

**Place: Mumbai  
Date: February 10, 2016**

**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 Directors has appointed Mrs. Shruti Maheshwari, Chartered Accountant, 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 along with 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 Friday, March 18, 2016. Any postal ballot received beyond the said date will not be valid

4. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on Friday, February 5, 2016. 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 the Company's website [www.excel-infoways.com](http://www.excel-infoways.com) or from the registered office of the Company.

Members may write to / contact to Mr. Wenceslaus Furtado, Deputy Manager at Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai - 400001 or email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), contact no. 18002005533 for any grievance connected with evoting process through Postal Ballot.

In case if members have any queries or issues regarding e-voting, the members can refer to Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [cs@excel-infoways.com](mailto:cs@excel-infoways.com)

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 or may also send request for duplicate Postal Ballot Form to the Company, at [cs@excel-infoways.com](mailto:cs@excel-infoways.com) On receipt of such request, the Company secretary of the Company will dispatch the physical postal ballot form. Members should ensure that duly completed Postal ballot form should reach the scrutinizer not later than 5.00 p.m. on Friday, March 18, 2016. 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 the Report after completion of the scrutiny, addressed to the Chairman on Monday, March 21, 2016. The Chairman will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on Monday, March 21, 2016 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 Resolutions 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](http://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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Thursday February 18, 2016 (9. 00 am) and ends on Friday, March 18, 2016 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, February 5, 2016, 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](http://www.evotingindia.com) during the voting period.
- iv. Click on "Shareholders" tab.
- v. Now, select the "Excel Realty N Infra 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 the sequence number which is printed on Postal Ballot form in the 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. • 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 (vi)

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for Excel Realty N Infra Limited on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. 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 Non – Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) 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](mailto: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.
- 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.

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.com](http://www.evotingindia.com)

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

### Item No. 1:

The Company Excel Realty N Infra Limited (Formerly known as Excel Infoways Limited) was 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 and had changed its name to Excel Realty N Infra Limited from Excel Infoways Limited in the financial year 2015.

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 and growth of the Company should enter new markets. To increase sales and profits of the Company it is decided to alter the main objects of the Company and to include general trading object into its main objects so that company can commence other business also.

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

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders by way of Special Resolution.

However as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and SS-2 issued by ICSI as per Section 118(10) of the Companies Act, 2013, a Company giving loans or extending guarantee or providing security in excess of the limits as specified under sub-section (3) of section 186 has to obtain approval of shareholders' by passing resolution by way of postal ballot also. Therefore, the Board proposed to pass the resolution by postal ballot to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities premium under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto i) maximum amount of Rs. 200 Crores (Rupees Two Hundred Crores Only), if the investments/ acquisitions, loans, guarantee, securities to be provided along with Company's existing loans or guarantee/ security are in excess of the limits prescribed under Section 186 aforesaid or ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except that the Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of the shareholding of the companies / Institutions / Trusts of which they are Directors or members or Trustees with or without any beneficial interest.

The Board commends the Special Resolutions set out at item no. 2 of the Notice for approval by the shareholders.

**For EXCEL REALTY N INFRA LIMITED**

Sd/-

**Pooja Mane**  
**Company Secretary**  
**ACS - 35790**

**Place: Mumbai**  
**Date: February 10, 2016**

### POSTAL BALLOT FORM

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

Serial No.

1	Name of the Member (Including joint-holder(s), if any)	
2	Registered address of the Sole/ First named Member	
3	Folio No. DP ID/Client ID* (*Applicable to Members holding shares in Dematerialized form)	
4	Number of Shares held	

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 Wednesday, February 10, 2016 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.	Commencement of new business activity (Special Resolution)			
2.	To authorize Board of Directors under section 186 of the Companies Act, 2013 (Special Resolution)			

Date :

Place :

Signature of Shareholder

### Electronic Voter Particulars

EVSN (E-Voting Sequence Number)	Default PAN / Sequence No

## INSTRUCTIONS to Shareholders opting for voting in paper mode (Sr. No. 1 to 10)

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. 11 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. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours on Friday, March 18, 2016. All Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such Shareholder has not been received.
6. 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 5 above.
7. 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. Friday, February 5, 2016.
8. 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.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.
10. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the notice. The results will be uploaded on website of the Company [www.excel-infoways.com](http://www.excel-infoways.com) 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 [www.excel-infoways.com](http://www.excel-infoways.com)

## Instructions to shareholders opting for E-Voting

11. 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 in the Postal Ballot notice/form and the detailed procedure is enumerated below.
  - A. Procedures and Instructions for E-Voting are as follows:
    - i. The voting period begins on Thursday, February 18, 2016 (9.00 am) and ends on Friday, March 18, 2016 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, February 5, 2016, 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](http://www.evotingindia.com) during the voting period.
    - iv. Click on "Shareholders" tab.
    - v. Now, select the "Excel Realty N Infra 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](http://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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot form 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. • 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 (vi)

- 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 Realty N Infra 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 Non – Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) 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](mailto: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.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- 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.com](http://www.evotingindia.com)

**THE FREE PRESS JOURNAL**  
MUMBAI | TUESDAY | FEBRUARY 16, 2016

**EXCEL REALTY N INFRA LIMITED**

(Formerly known as Excel Infoways Limited)

Registered Office: 31-A, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400 053.

Tel: 022-40309898, Fax: 022-26394248,

Email: [cs@excel-infoways.com](mailto:cs@excel-infoways.com) • Website: <http://www.excel-infoways.com>

CIN-L45400MH2003PLC138568

Authorised Capital : Rs. 50,00,00,000 Paid up capital : Rs. 31,34,87,790

**POSTAL BALLOT NOTICE TO MEMBERS**

Members of the Company are hereby informed that pursuant to Section 110 of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014, the Company has on Monday, February 15, 2016 completed the dispatch of physical copies of Postal Ballot Notice with the proposed resolutions and explanatory statement thereto ("Postal Ballot Notice") along with Postal Ballot Form ("Form") and a self-addressed, postage pre-paid, business envelope to the Members of the Company whose e-mail ids are not registered and sent the Postal Ballot Notice by electronic mode to those members whose e-mail IDs are registered with the Company/ Depositories as on Friday, February 5, 2016 for seeking approval of the Members of the Company by way of Special Resolutions as applicable for the matters as set forth in the Postal Ballot Notice i.e., voting by post or voting by electronic means, as the case may be.

The Postal Ballot Notice is available on the Company's website at [www.excel-infoways.com](http://www.excel-infoways.com) and a copy is also available on the website of Central Depository Services (India) Limited CDSL at [www.cdslindia.com](http://www.cdslindia.com)

Members who have not received the Form and wish to receive duplicate copy may write to Company at its Registered Office or send an email to [cs@excel-infoways.com](mailto:cs@excel-infoways.com) or may download the same from the website of the Company [www.excel-infoways.com](http://www.excel-infoways.com)

The Company is pleased to provide e-voting facility to all its members to enable them to cast their vote electronically through the services provided by Central Depository Services (India) Limited (CDSL). The e-voting period begins on Thursday, February 18, 2016, 9.00 a.m. IST and ends on Friday, March 18, 2016, 5.00 p.m. IST thereafter CDSL may disable the e-voting module. During this period, Members of the Company holding shares in either physical form or dematerialized form, as on the relevant date i.e. Friday, February 5, 2016 ("cut-off date") may cast their vote electronically. The Login User ID and Password have been provided in the form to enable Members to use e-voting facility. Members who have already registered with CDSL for e-voting can use existing user id and password for voting. If you forget your password you can reset your password by using forgot password option available on [www.evotingindia.com](http://www.evotingindia.com).

Members who do not have access to e-voting facility, may send duly completed Postal Ballot form in a self-addressed pre-paid envelope dispatched with form so as to reach scrutinizer Mrs. Shruti Maheshwari, Chartered Accountant appointed by the Board of Directors of the Company not later than Friday, March 18, 2016 5.00 p.m. IST at Shruti Maheshwari, Chartered Accountant, (Scrutinizer), C/o, Excel Realty N Infra Limited 1415, Ghanshayam Enclave, Laljipada, Link Road, Near Laljipada Police Chowki, Kandivali (W), Mumbai - 400 067 and the postal ballot received after this date will be treated as invalid.

The voting rights of Members shall be in proportion to their share in the paid up equity capital of the company as on the cut-off date. A person whose name is recorded in the Register of Members maintained by the Depositories as on the cut-off date i.e. Friday, February 5, 2016 only shall be entitled to avail the facility of e-voting or voting by Ballot Form.

The Results of the Postal Ballot would be announced on Monday, March 21, 2016 at 2.00 p.m at the Registered office of the Company and displayed along with the Scrutinizer's Report on the website of the Company at [www.excel-infoways.com](http://www.excel-infoways.com)

Members having any queries pertaining to Postal Ballot may contact to Ms. Pooja Mane, Company Secretary, at the Registered office of the Company at 022 40309898 or email at [cs@excel-infoways.com](mailto:cs@excel-infoways.com)

Members desiring to exercise their vote electronically are requested to go through the Instructions in the Postal Ballot Notice and in case of any queries concerning the e-voting Members may refer the Frequently Asked Questions and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under Help section or contact Mr. Wenceslaus Furtado, Deputy Manager, at Phiroze Jeejeebhoy towers, 16th Floor, Dalal Street, Fort, Mumbai - 400 001 at the e-mail ID [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at the toll free number 18002005533.

By Order of the Board of Directors

Sd/-

Pooja Mane

Company Secretary

Place: Mumbai

Date : 15/02/2016



नवशक्ति

मुंबई, मंगळवार, १६ फेब्रुवारी २०१६

## एक्सेल रिजल्टी एन इन्फो लिमिटेड

(पूर्वीची एक्सेल इन्फोव्हेज लिमिटेड म्हणून ज्ञात)

नोंदणीकृत कार्यालय : ३१ - ए, लक्ष्मी इंडस्ट्रियल इस्टेट,

न्यू लिंक रोड, अंधेरी (पश्चिम), मुंबई - ४०० ०५३.

दूर. : ०२२-४०३०९८९८, फॅक्स : ०२२-२६३९४२४८.

ई-मेल : [cs@excel-infoways.com](mailto:cs@excel-infoways.com) • वेबसाइट : <http://www.excel-infoways.com>

सीआयएन : L45400MH2003PLC138568

अधिकृत भांडवल : रु. ५०,००,००,००० प्रदानित भांडवल : रु. ३१,३४,८७,७९०

### सभासदांना टपाली मतदानाची सूचना

कंपन्या कायदा, २०१३ च्या अनुच्छेद ११० सहवाचन कंपनी (व्यवस्थापन व प्रशासन) नियम, २०१४ अंतर्गत कंपनीच्या सभासदांना याद्वारे सूचित करण्यात येत आहे की, टपाली मतदान सूचनेत विहित केल्यानुसार अर्थात टपालाद्वारे मतदानातून वा इलेक्ट्रॉनिक साधनांद्वारे मतदानातून संबंधित प्रकरणांवर लागू असल्यानुसार विशेष ठरावाद्वारे कंपनीच्या सभासदांची मान्यता प्राप्त करण्यासाठी कंपनीने टपाली मतपत्रिका (फॉर्म) व स्व-पत्ता विहित केलेला, प्री-पेड पोस्टेज, बिझनेस एन्व्हलप यांसमवेत प्रस्तावित ठराव व त्यासंदर्भातील स्पष्टीकरण माहितीसमवेत टपाली मतदान सूचनेच्या प्रत्यक्ष प्रतीची पाठवणी ज्या सभासदांचे ई-मेल आयडीज नोंदणीकृत नसतील अशा सभासदांना प्रत्यक्ष स्वरूपात, तसेच ज्या सभासदांचे ई-मेल आयडीज कंपनी/डिपॉझिटरीजकडे नोंदणीकृत आहेत त्यांना इलेक्ट्रॉनिक पद्धतीद्वारे मतपत्रिकांची पाठवणी शुक्रवार, दि. ५ फेब्रुवारी, २०१६ रोजी पूर्ण केली आहे. टपाली मतदान सूचना कंपनीची वेबसाइट [www.excel-infoways.com](http://www.excel-infoways.com) वर उपलब्ध आहे. तसेच ती सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड सीडीएसएलची वेबसाइट [www.cdslindia.com](http://www.cdslindia.com) वरही उपलब्ध आहे.

ज्या सभासदांना फॉर्म मिळाले नसतील व त्यांना इन्फ्लिकेट प्रत हवी असेल तर ते कंपनीला नोंदणीकृत कार्यालयाच्या पत्त्यावर लिहून कळवू शकतील किंवा [cs@excel-infoways.com](mailto:cs@excel-infoways.com) वर ई-मेल पाठवू शकतील किंवा ते कंपनीची वेबसाइट [www.excel-infoways.com](http://www.excel-infoways.com) वरून डाऊनलोड करू शकतील.

सभासदांना आपले मत इलेक्ट्रॉनिक स्वरूपात देता येण्याकरिता सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड (सीडीएसएल)द्वारे पुरविण्यात आलेल्या सेवांच्या माध्यमातून कंपनी आपल्या सर्व सभासदांना ई-मतदान सुविधा देऊ करीत आहे. ई-मतदानाचा कालावधी गुरुवार, दि. १८ फेब्रुवारी, २०१६ रोजी सां. १०.०० वा. (भा. प्र. वे.) रोजी सुरू होत असून शुक्रवार, दि. १८ मार्च, २०१६ रोजी सां. ५.०० वा. (भा. प्र. वे.) संपत आहे. तत्पश्चात सीडीएसएलद्वारे ई-व्हॉटिंगचे मोड्युल अकार्यरत करण्यात येईल. निर्धारित तारखेस म्हणजेच शुक्रवार, दि. २०१६ रोजीनुसार (निर्धारित अंतिम तारीख) प्रत्यक्ष स्वरूपात किंवा डीमॅटेरियलाइज्ड स्वरूपात भागधारक असलेले कंपनीचे सभासद सदर कालावधीदरम्यान आपले मत इलेक्ट्रॉनिक स्वरूपात देऊ शकतील. सभासदांना ई-मतदान सुविधा वापरता येण्यासाठी लॉग इन युजर आयडी व पासवर्ड देऊ शकण्यात आलेला आहे. ज्या सभासदांनी याआधीच सीडीएसएलकडे ई-मतदानासाठी नोंदणीकरण केलेले असेल ते विद्यमान युजर आयडी व पासवर्डचा वापर मतदानासाठी करू शकतील. युजर पासवर्ड विसरला गेला असल्यास ते [www.evotingindia.com](http://www.evotingindia.com) वर उपलब्ध forgot password पर्यायाचा वापर करून आपला पासवर्ड रिसेट करू शकतील.

ज्या सभासदांनी ई-मतदान सुविधा प्राप्त केलेली नसेल ते सभासद फॉर्मसमवेत पाठवण्यात आलेल्या स्व-पत्ता नमुद केलेल्या प्री-पेड एन्व्हलपमधून भरलेल्या टपाल मतपत्रिका कंपनीच्या संचालक मंडळाद्वारे नेमणूक केलेल्या परीनिरीक्षक श्रीम. श्रुती महेश्वरी, सनदी लेखापाल यांच्याकडे शुक्रवार, दि. १८ मार्च, २०१६ रोजी सां. ५.०० वाजेपर्यंत (भा. प्र. वे.) श्रुती महेश्वरी, सनदी लेखापाल (परीनिरीक्षक), द्वारा एक्सेल रिजल्टी एन इन्फो लिमिटेड, १४१५, घनश्याम एनक्लेव्ह, लालजीपाडा, लिंक रोड, लालजीपाडा पोलीस चौकीजवळ, कांदिवली (प.), मुंबई - ४०० ०६७ येथे पोहोचतील अशा बेताने पाठवाव्यात व सदर तारखेपश्चात प्राप्त टपाली मतपत्रिका अवैध समजण्यात येतील.

सभासदांच्या मतदान हक्क हा निर्धारित अंतिम तारखेनुसार कंपनीच्या प्रदानित समभाग भांडवलातील त्यांच्या रोजीच्या प्रमाणात गणला जाईल.

निर्धारित अंतिम तारखेस म्हणजेच शुक्रवार, दि. ५ फेब्रुवारी, २०१६ रोजीनुसार डिपॉझिटरीजद्वारे तयार केलेल्या सभासदांच्या रजिस्टरमध्ये ज्या व्यक्तीचे नाव असेल अशी व्यक्तीच केवळ ई-मतदानाची वा मतपत्रिकेद्वारे मतदानाची सुविधा प्राप्त करू शकेल.

टपाली मतदानाचा निकाल सोमवार, दि. २१ मार्च, २०१६ रोजी दु. २.०० वाजता कंपनीच्या नोंदणीकृत कार्यालयात घोषित करण्यात येईल व तो कंपनीची वेबसाइट [www.excel-infoways.com](http://www.excel-infoways.com) वर परीनिरीक्षकांच्या अहवालासमवेत प्रदर्शित करण्यात येईल.

टपाली मतदानासंदर्भात सभासदांना काही शंका असल्यास ते कु. पूजा माने, कंपनी सचिव यांना कंपनीच्या नोंदणीकृत कार्यालयात दूर क्र. ०२२-४०३०९८९८ वर वा ई-मेल [cs@excel-infoways.com](mailto:cs@excel-infoways.com) वर संपर्क साधू शकतील.

आपले मत इलेक्ट्रॉनिक स्वरूपात देऊ इच्छिणाऱ्या सभासदांनी कृपया टपाली मतदान सूचनेत दिलेल्या निर्देशांचे वाचन करावे व ई-मतदानासंदर्भात काही शंका असल्यास सभासद [www.evotingindia.com](http://www.evotingindia.com) वर Help section अंतर्गत उपलब्ध Frequently Asked Questions व e-voting manual पाहू शकतील किंवा श्री. वेन्सेस्टॉस फुटाडॉ, उप व्यवस्थापक, फिरोज जीजीभाय टॉवर्स, १६ वा मजला, दलाल स्ट्रीट, फोर्ट, मुंबई - ४०० ००१ यांना ई-मेल [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) वर संपर्क साधू शकतील किंवा टोल फ्री क्र. १८००२००५५३३ वर संपर्क साधू शकतील.

संचालक मंडळाच्या आदेशानुसार,

सही/-

ठिकाण : मुंबई

दिनांक : १५.०२.२०१६

पूजा माने

कंपनी सचिव