



EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

Registered Office: 184-87, S. V. Road, Jogeshwari (West), Mumbai-400 102

Email: investors@excelind.com • Website: www.excelind.co.in • Phone: 022-6646 4200

Notice of Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration), Rules, 2014

Dear Member(s),

Notice is hereby given to the members of the Company pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions of the Act, including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable laws and regulations, if any, seeking their approval for the resolution set out below proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means (remote e-voting) using the platform provided by Link Intime India Private Limited ("LIPL"):-

Ministry of Corporate Affairs (MCA), Government of India, vide General Circular Nos. 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020 dated December 8, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 8, 2020, respectively (collectively referred to as "MCA Circulars"), has allowed companies to send postal ballot notice by e-mails to all its members who have registered their email addresses with the Company or depository / depository participants. Accordingly, this notice is being sent to members who have registered their e-mail addresses. The proposed resolution together with the explanatory statement setting out all the material facts concerning the resolution, as required under section 102 of the Act, is annexed herewith for consideration of the members.

In accordance with the MCA circulars, the Company is allowed to conduct voting through remote e-voting. Accordingly, the Company has arranged to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to the Postal Ballot Notice for casting their votes electronically.

SPECIAL BUSINESS:

1. To consider the appointment of Mr. Collu Vikas Rao as a Nominee Director and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Collu Vikas Rao (DIN 06900458), who was appointed as an Additional Director and designated as Nominee Director by the Board with effect from 25th March, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as nominee director of the Company, whose period of office shall be liable to determination for retirement of directors by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
of Excel Industries Limited

S K Singhvi
Company Secretary

Registered Office:
184-87, Swami Vivekanand Road,
Jogeshwari (W), Mumbai-400 102.

Place: Mumbai

Date: 25th March, 2022



EXCEL INDUSTRIES LIMITED

NOTES:

1. An Explanatory Statement as required under section 102 of the Companies Act, 2013, read with Rules made thereunder, setting out all the material facts concerning the Resolution is annexed hereto.
2. As per the provisions of Sections 108, 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and also in terms of MCA Circulars, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services provided by Link Intime India Private Limited (“LIPL”).
3. The Notice and Explanatory Statement are available on the website of the Company at www.excelind.co.in, on the website of BSE and NSE and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> as well.
4. Pursuant to the MCA Circulars, this notice is being sent by email only to those Members who have registered their email addresses with the Company / Depository(s) and whose name appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on the close of business hours on 15th April, 2022 (the cut-off date). The Members, whose names appear in the Register of Members or List of Beneficial Owners as on the cut-off date are entitled to vote on the resolution set forth in this Notice. The voting rights of the members shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on the cut-off date. In accordance with the MCA Circulars, physical copy of the Notice along with the Postal Ballot form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

5. The resolution, on receiving the requisite number of “assent” votes, shall be deemed to have been passed on 21st May, 2022. (last date of e-voting)
6. The Board of Directors has appointed Mr. Prashant Diwan, Practicing Company Secretary (Membership No. 1403 Certificate of Practice No. 1979), as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. Mr. Prashant Diwan has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of votes, within 7 days of closure of voting.
7. The results of the postal ballot will be announced within 7 days of conclusion of postal ballot process. The result of the postal ballot along with the Scrutinizer’s report will be communicated to the BSE and NSE and posted on the Company’s website at www.excelind.co.in and website of Link Intime India Pvt Ltd.
8. Those persons who are Members of the Company as on Cut-off date i.e. Friday, 15th April, 2022 and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below for receiving the Postal Ballot Notice:

- i. For Temporary Registration for Demat shareholders:

The Members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Private Limited by clicking the link in their website www.linkintime.co.in at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID / PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to LIPL at rnt.helpdesk@linkintime.co.in.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

- ii. For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective DP by following the procedure prescribed by the DP.



iii. Registration of e-mail address for shareholders holding physical shares:

The Members of the Company holding equity shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with LIPL, by clicking the link in their website www.linkintime.co.in at the Investor Services tab by choosing the e- mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to LIPL at rnt.helpdesk@linkintime.co.in.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

9. Members who want to register their grievances or seek clarifications may contact Mr. Rajiv Ranjan – AVP Link Intime India Pvt. Ltd. at: 022-4918 6270.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

The remote e-voting period begins on Friday, the 22nd April, 2022 at 9.00 a.m. and ends on Saturday, the 21st May, 2022 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th April, 2022 may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime for voting thereafter. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various E-voting Service Provider (ESP) portals directly from their demat accounts

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL:

- a. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
- b. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name “Excel Industries Limited” or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.



2. Individual Shareholders holding securities in demat mode with CDSL:

- a. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- b. After successful login of Easi / Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
- c. If the user is not registered for Easi / Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- d. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.
 - C. DOB / DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP / Company.
- * Shareholders / members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).



3. Click on “**Login**” under “**SHARE HOLDER**” tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on “**Submit**”.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select “**View**” icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option “**Favour / Against**” (If you wish to view the entire Resolution details, click on the “**View Resolution**” file link).
4. After selecting the desired option i.e. Favour / Against, click on “**Submit**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**Yes**”, else to change your vote, click on “**No**” and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as “**Custodian / Mutual Fund / Corporate Body**”. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the “**Custodian / Mutual Fund / Corporate Body**” login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode / Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-2305 8738 or 022-2305 8542-43.



EXCEL INDUSTRIES LIMITED

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “**Forgot Password**” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on “**Login**” under “**SHARE HOLDER**” tab and further Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “**SUBMIT**”.

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his / her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB / DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%^*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):

Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL / CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned depository / depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders / members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders / members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Annexure to the Notice****STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1:

Mr. Collu Vikas Rao, nominated by LIC of India, was appointed as an additional director, designated as nominee director, by the Board of Directors of the Company at its meeting held on 25th March, 2022. A notice along with the requisite deposit has been received from a member pursuant to Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Collu Vikas Rao for the office of Director of the Company. Considering his professional background and vast experience, the association of Mr. Collu Vikas Rao would be beneficial to the Company and it is therefore, proposed to appoint him as a Nominee Director, liable to retire by rotation.

The documents connected with this subject matter will be available for inspection through the electronic mode by any shareholder of the Company till Saturday 21st May, 2022 by sending a request to investors@excelind.com, providing their names, folio nos / Client ID and DP ID and the name of the documents they wish to inspect along with a self attested copy of their PAN attached to the mail. The documents can be accessed on the website of the Company at www.excelind.co.in as well.

The Company has received consent to act as Director from Mr. Collu Vikas Rao. None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Collu Vikas Rao, is in any way, concerned or interested, financial or otherwise, in the resolution. The Board recommends the ordinary resolution set out at item no. 1 of the Notice for approval of the Members.

The details of Mr. Collu Vikas Rao as required under the provisions of Regulation 36 (3) of the Listing Regulations and other applicable provisions, if any, are provided hereunder.

Name of the Director	: Mr. Collu Vikas Rao
Date of Birth	: 16.02.1962
Academic Qualification	: BSC (Hons.), Fellow of Insurance Institute of India, MBA
Experience and Expertise	: Mr. Rao joined LIC of India in December 1984 and has rich experience of more than 37 years of having worked in different senior positions including Regional Manager [RM] (Estate & Office Services), RM (Customers Relationship Management), RM (Marketing), Executive Director (Pension & Group Schemes), Executive Director (Chief Life Insurance Advisor), Zonal Manager (East Central Zone) & Zonal Manager (West Zone). He has recently superannuated from LIC from the post of Zonal Manager (Incharge) wherein he was heading the Western Zone.
Terms & Conditions of Appointment	: He shall be liable to retire by rotation. Being Non-Executive Nominee Director, he is entitled to sitting fees for attending Board meetings. Profit related commission attributable to Mr. Collu Vikas Rao will be paid to LIC of India
Date of appointment on the Board	: 25.03.2022
Directorship in other public companies	: Mr. Rao was a Director in DCM Shriram Industries Limited till 30 th September, 2020
No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies	: NIL
No. of Shares held in the Company	: NIL
DIN	: 06900458
Relation with other Directors	: None
Number of Board Meetings attended during the financial year	: 1

By Order of the Board
of Excel Industries Limited

S K Singhvi
Company Secretary

Registered Office:
184-87, Swami Vivekanand Road,
Jogeshwari (W), Mumbai-400 102.

Place: Mumbai
Date: 25th March, 2022