

FORM NO. MGT-9

Extract of Annual Return as on the financial year ended on 31st March, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN - **U72200HR1995PLC049183**
- ii) Registration Date - 29th December 1995
- iii) Name of the Company - **Xerox India Limited**
- iv) Category/Sub-category of the Company - Public Company limited by Shares / Non-Government Company
- v) Address of the Registered Office and Contact Details - **Xerox India Limited**
5th Floor, Block One, Vatika Business Park,
Sector 49, Sohna Road, Gurugram - 122018, Haryana
Tel: +91 124 446 3000 | Fax: +91 124 446 3111
email: askus@xerox.com
- vi) Whether Listed Company (Yes / No) - No
- vii) Name, Address and Contact Details of Registrar and Transfer Agent, if any - **M/s. MCS Share Transfer Agent Limited**
Regd. Office: 12/1/5 Manoharpukur Road, Kolkata – 700026
Tel: +91 33 40724051 | Fax: +91 33 40724050
Regional Office: F-65, 1st Floor, Okhla Industrial Area,
Phase – I, New Delhi - 110020
Tel: +91 11 41406149 | Fax: +91 11 41709881
email: mcssta@rediffmail.com / admin@mcsregistrars.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of Main Products/Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1.	Trading in Xerographic Equipments & its Consumables, Multi-Function Devices, Laser Printers, Paper; and Provision of After Sales Services therefor under the following Segments contributing 10% or more of the total turnover of the Company for the financial year under Report:	46591, 82191, 82199, 33129, 17093	
	(a) Global Document Outsourcing		25.84
	(b) Office		24.06
	(c) Graphic Communications		39.08

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Xerox Holdings Corporation * 201 Merritt 7, Norwalk, Connecticut 06851 United States	Not Applicable	Holding	Nil	2(46) & 2(69) r/w 2(87) of Companies Act, 2013
2.	Xerox Corporation 201 Merritt 7, Norwalk, Connecticut 06851 United States	Not Applicable	Holding	Nil	2(46) & 2(69) r/w 2(87) of Companies Act, 2013
3.	Xerox limited, UK Bridgehouse, Oxford Road, Uxbridge, Middlesex UB8 1HS	Not Applicable	Holding	45.58 %	2(46) & 2(69) r/w 2(87) of Companies Act, 2013
4.	XC Trading Singapore Pte. Ltd. 80, Anson Road, Singapore	Not Applicable	Holding	39.29 %	2(46) & 2(69) r/w 2(87) of Companies Act, 2013
5.	Xerox Investments Europe B.V. De Corridor 5, Breukelen, 3621 ZA, The Netherlands	Not Applicable	Holding	11.79 %	2(46) & 2(69) r/w 2(87) of Companies Act, 2013

* effective 31st July 2019

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
Individual/ HUF	0	0	0	N.A.	0	0	0	N.A.	N.A.
Central Government	0	0	0	N.A.	0	0	0	N.A.	N.A.
State Government(s)	0	0	0	N.A.	0	0	0	N.A.	N.A.
Bodies Corporate(s)	0	0	0	N.A.	0	0	0	N.A.	N.A.
Banks/FIs	0	0	0	N.A.	0	0	0	N.A.	N.A.
Any Other	0	0	0	N.A.	0	0	0	N.A.	N.A.
Sub-total (A)(1): -	0	0	0	N.A.	0	0	0	N.A.	N.A.
(2) Foreign									
NRIs-Individuals	0	0	0	N.A.	0	0	0	N.A.	N.A.
Other-Individuals	0	0	0	N.A.	0	0	0	N.A.	N.A.
Bodies Corporate(s)	0	43311027	43311027	96.66	0	43311027	43311027	96.66	N.A.
Banks/FIs	0	0	0	N.A.	0	0	0	N.A.	N.A.
Any Other	0	0	0	N.A.	0	0	0	N.A.	N.A.
Sub-total (A)(2):-	0	43311027	43311027	96.66	0	43311027	43311027	96.66	N.A.
Total Shareholding of Promoters (A) = (A)(1)+ (A)(2)	0	43311027	43311027	96.66	0	43311027	43311027	96.66	N.A.

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

B. Public

Shareholding

1. Institutions

(a) Mutual Funds	0	1538	1538	0.0034	0	1538	1538	0.0034	NIL
(b) Banks/FIs	0	10254	10254	0.0229	0	10254	10254	0.0229	NIL
(c) Central Government	0	0	0	0	0	0	0	0	NIL
(d) State Government(s)	0	0	0	0	0	0	0	0	NIL
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	NIL
(f) Insurance Companies	39746	622	40368	0.0901	39746	622	40368	0.0901	NIL
(g) FIIs	0	1711	1711	0.0038	0	1711	1711	0.0038	NIL
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	NIL
(i) Others (specify)	0	0	0	0	0	0	0	0	NIL
Sub-total (B)(1):-	39746	14125	53871	0.1202	39746	14125	53871	0.1202	NIL

2. Non-Institutions

(a) Bodies Corporate									
i) Indian	11067	532066	543133	1.212	12526	531009	543535	1.212	(-) 0.00
ii) Overseas	0	0	0	0	0	0	0	0	NIL
(b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	47179	705046	752225	1.68	100844	663080	763924	1.70	(+) 0.02
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	12433	131369	143802	0.32	12433	119404	131837	0.29	(-) 0.03
(c) Others:									
Trust & Foundations	0	0	0	0	64	0	64	0.0001	(+) 0.0001
Non-Resident Individual	439	3503	3942	0.009	239	3503	3742	0.008	(-)0.001

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Sub-total (B)(2):-	71118	1371984	1443102	3.22	126106	1316996	1443102	3.25	NIL
Total Public Shareholding (B) = (B) (1) + (B)(2)	10864	1386109	1496973	3.34	165852	1331121	1496973	3.34	NIL
(c) Shares held by Custodian for GDRs & ADRs	0	0	0	NA	0	0	0	NA	NA
Grand Total (A+B+C)	110864	44697136	44808000	100.00	165852	44642148	44808000	100.00	NA

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2019)			Cumulative Shareholding during the year			% change in Shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares pledged/encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged/encumbered to Total Shares	
1.	Xerox Limited	20423200	45.58	Nil	20423200	45.58	Nil	Nil
2.	XC Trading Singapore Pte. Ltd.	17606706	39.29	Nil	17606706	39.29	Nil	Nil
3.	Xerox Investments Europe B.V.	5281121	11.79	Nil	5281121	11.79	Nil	Nil

iii. Change in Promoters' Shareholding (please specify, if there is no change):

There is no change in promoters' shareholding during FY 2019-20 and the aggregate shareholding of the promoters in your Company during the year under Report remained same.

Sl. No.	Particulars	Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	At the beginning of the year	43311027	96.66		
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for the increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):	N.A.	N.A.	N.A.	N.A.
3.	At the end of the year			43311027	96.66

iv. **Shareholding Pattern of Top Ten Shareholders (other than directors, promoters and holders of GDRs and ADRs):**

Sl. No.	Name	Remarks	Date	Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year	
				No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	Damani Estates & Finance Pvt. Ltd.	At the beginning of the year	01.04.2019	344488	0.76		
		At the end of the year	31.03.2020			344488	0.76
2.	Your Investment (India) Limited	At the beginning of the year	01.04.2019	95000	0.21		
		At the end of the year	31.03.2020			95000	0.21
3.	Radhakishan S Damani	At the beginning of the year	01.04.2019	75757	0.17		
		At the end of the year	31.03.2020			75757	0.17
4.	Toplight Corporate Management Pvt. Ltd.	At the beginning of the year	01.04.2019	48179	0.11		
		At the end of the year	31.03.2020			48179	0.11
5.	The Oriental Insurance Company Limited	At the beginning of the year	01.04.2019	39746	0.09		
		At the end of the year	31.03.2020			39746	0.09
6.	Rakesh Jhunjhunwala	At the beginning of the year	01.04.2019	33366	0.07		
		At the end of the year	31.03.2020			33366	0.07
7.	Vipul Priyakant Dalal	At the beginning of the year	01.04.2019	12468	0.028		
		At the end of the year	31.03.2020			12468	0.028
8.	Bright Star Investments Pvt. Ltd.	At the beginning of the year	01.04.2019	11794	0.026		
		At the end of the year	31.03.2020			11794	0.026
9.	Shrikantadevi R Damani	At the beginning of the year	01.04.2019	10246	0.023		
		At the end of the year	31.03.2020			10246	0.026
10.	Brindar Singh Singhota	At the beginning of the year	01.04.2019	10000	0.022		
		At the end of the year	31.03.2020			10000	0.022

Note: The details of shareholding, given above, is from 1st April 2019/the date of entering the Top 10 shareholders list till 31st March 2020 / the date of leaving Top 10 shareholders list.

The above details are given as on 31st March 2020. The Company is an unlisted company and 0.37% shareholding is in dematerialized form. Under the Depository system, the International Security Identification Number (ISIN) allotted to the Company's shares is INE034E01013.

The aforesaid holdings by top ten shareholders did not undergo any change.

The Company has not allotted/transferred or issued any bonus or sweat equity shares during the year under Report.

v. Shareholding of Directors and Key Managerial Personnel

Directors and Key Managerial Personnel of the Company do not have any shareholding in the Company.

V. INDEBTEDNESS

The Company has not availed any loan during the year under review.

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans (Inter- corporate Deposits)	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-
Change in Indebtedness during the financial year				
1. Addition	-	-	-	-
2. Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or manager:

Sl. No.	Particulars of the Remuneration	Name of MD/WTD/ Manager			Total Amount
1.	Gross Salary:	Raj Kumar Rishi*	Martin Boyle®	Leo Joseph#	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,32,35,050	37,98,742	44,24,211	2,14,58,003
	(b) Value of Perquisites u/s 17(2) of Income Tax Act, 1961	1,01,120	58,95,448	Nil	59,96,568
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	N.A.	N.A.	N.A.	N.A.
2.	Stock Option	N.A.	N.A.	N.A.	N.A.
3.	Sweat Equity	N.A.	N.A.	N.A.	N.A.
4.	Commission	N.A.	N.A.	N.A.	N.A.
	- As % of profit				
	- Others, specify				
5.	Others, please specify	N.A.	N.A.	N.A.	N.A.
	Total (A)	1,33,36,170	96,94,190	44,24,211	2,74,54,571
	Ceiling as per the Act	As per the applicable provisions of the Companies Act, 2013 and Rules made thereunder			

* Ceased to be the Managing Director effective 23.05.2019

® Appointed as the Managing Director effective 13.11.2019 and ceased to be the Managing Director effective 25.02.2020

Appointed as the Managing Director effective 27.02.2020

B. Remuneration to other directors:

Sl. No.	Particulars of the Remuneration		Name of Directors				Total Amount
1.	Independent Directors	Prakash Kulathu Iyer	Rishi Kant Srivastava				
	- Fee for attending Board/ Committee meetings	1000000	1100000				2100000
	- Commission	Nil	Nil				Nil
	- Others, please specify	Nil	Nil				Nil
	Total (1)	1000000	1100000				2100000
2.	Other Non-Executive Directors			David Brian Dyas	Rodney Noonoo*	Emma Jane Lambert®	Martin Boyle#
	- Fee for attending Board/ committee meetings			NA	NA	NA	NA
	- Commission			Nil	Nil	Nil	Nil
	- Others, please specify			Nil	Nil	Nil	Nil
	Total (2)			Nil	Nil	Nil	Nil
	Total (B) – (1+2)	1000000	1100000	Nil	Nil	Nil	2100000
	Total Managerial Remuneration			2,95,54,571			
	Overall Ceiling as per the Act ⁵						

[§] fee for attending Board/Committee meetings is as per Section 197 of the Companies Act, 2013, as decided by the Board

* Rodney Noonoo ceased from the Directorship of the Company effective 10th January 2020

® Emma Jane Lambert was appointed as a Non-Executive Woman Director effective 30th July 2019

Martin Boyle ceased to be the Managing Director effective 25th February 2020 and continued as a Non-Executive Director effective 25th February 2020.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sl. No.	Particulars of the Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary:	N.A.	Rajiv L. Jha	Satpreet Singh	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		35,11,051	1,06,73,246	1,41,84,297
	(b) Value of Perquisites u/s 17(2) of Income Tax Act, 1961		32,400	14,28,312	14,60,712
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961		0	0	0
2.	Stock Option		N.A.	N.A.	N.A.
3.	Sweat Equity		N.A.	N.A.	N.A.
4.	Commission		N.A.	N.A.	N.A.
	- As % of profit				
	- Others, specify				
5.	Others, please specify		N.A.	N.A.	N.A.
	Total		35,43,451	1,21,01,558	1,56,45,009

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year under Report, there were no instance of any penalty/punishment/compounding of offences involving the Company, its Directors, and other officers in default under the provisions of the Companies Act, 2013.