

RANJEET PANDEY & ASSOCIATES

Company Secretaries

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014]

To,

Mr. Ashraf M.A. Elarman.

The Chairman

19th Annual General Meeting of the Equity Shareholders of

XEROX INDIA LIMITED

Originally held on 16th September, 2015 (Adjourned to 23rd September, 2015)

at King Arthur 2, Fortune Hotel, Sector 49, Sohna Road, Gurgaon - 122018

Sub: Scrutinizer's Report on remote e-voting/ Poll conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014.

Dear Sir,

Please refer to your email/letter dated 24th July, 2015, appointing me as a Scrutinizer for the purpose of scrutinizing the physical ballot and e-voting process in a fair and transparent manner and ascertaining the requisite majority on poll and remote e-voting carried out as per the provision of **Section 108** of the Companies Act, 2013 read with **Rule 20** of the Companies (Management and Administration) Amendment, 2014.

I, **CS Ranjeet Pandey**, proprietor of **M/s Ranjeet Pandey & Associates**, Company Secretaries having office at A-308, LGF, Defence Colony, New Delhi- 110024, submit our report as under:

1. As required under Section 101 and 108 of the Companies Act, 2013, notice of the 19th Annual General Meeting of the Equity Shareholders of Xerox India Limited ("**the Company**"), scheduled to be held on Wednesday, 16th September, 2015 at 10:00 A.M. at King Arthur 2, Fortune Hotel, Sector 49, Sohna Road, Gurgaon-122018 (Adjourned to 23rd Day of September, 2015 due to absence of requisite quorum) were sent to the members;
2. The Shareholders holding shares as on the "cut off" date i.e. September 9, 2015, were entitled to vote on the proposed resolutions (10 items as set out in the Notice of the 19th AGM of Xerox India Limited).



3. Detailed instructions relating to polls and remote e-voting facility along with login details were provided to the members;
4. The Company has also published the information relating to remote e-voting in two newspapers namely, Business Standard (Hindi Daily) and the Business Standard (English Daily) dated 24th August, 2015.
5. The remote e-voting period commenced on Sunday, 13th September, 2015 and concluded on Tuesday, 15th September, 2015 for the purpose of Annual General Meeting held on 16th September, 2015 at 5:00 PM.
6. However, the above said meeting was adjourned to September 23, 2015 due to absence of requisite quorum, and therefore, the votes casted through remote e-voting were not unblocked.
7. After the time fixed for closing of the poll by the Chairman during the Adjourned Annual General Meeting, One (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
8. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, M/s MCS Share Transfer Agent Ltd. and the authorizations / proxies lodged with the Company.
9. The members have also casted their vote through remote e-voting facility provided by the National Securities Depositories Limited ("the NSDL") on the designated website <https://www.evoting.nsdl.com>
10. I have monitored the process of remote e-voting through the scrutinizer's secured link provided by the NSDL on the designated website.
11. No members, who have used the facility of remote e-voting, have casted their vote in the Annual General Meeting of the Company.



12. The votes, made through remote e-voting facility, were unblocked after the conclusion of voting at the Adjourned Annual General Meeting on **Wednesday, 23rd September, 2015** at 11.20 A.M in the presence of 2 (two) witnesses Mr. Gaurav Kothari and Mr.Amit Kaushal, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Mr. Gaurav Kothari

Name: Mr. Amit Kaushal

13. The e-voting data was scrutinized by me for verification of votes cast in favour and against of the resolution.
14. The result of voting (including remote e-voting) on the below mentioned resolution is as under:
- (a) **Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date along with the reports of the Board of Directors and Auditors thereon.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 1 (as Ordinary Resolution)	E-Voting	66	100.00	000	0.00	000
	Poll	4,00,11,566	100.00	000	0.00	895
	Total	4,00,11,632	100.00	000	0.00	895



- (b) Appointment of a director in place of Mr. Daniel Marc Benoit (DIN 05178956), who retires by rotation, and being eligible, offers himself for re-appointment.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 2 (as Ordinary Resolution)	E-Voting	66	100.00	000	0.00	000
	Poll	4,00,11,566	100.00	000	0.00	895
	Total	4,00,11,632	100.00	000	0.00	895

- (c) Appointment of a director in place of Mr. Darren James Hooker (DIN 01335093), who retires by rotation, and being eligible, offers himself for re-appointment.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 3 (as Ordinary Resolution)	E-Voting	66	100.00	000	0.00	000
	Poll	4,00,11,566	100.00	000	0.00	895
	Total	4,00,11,632	100.00	000	0.00	895

- (d) Ratification of the appointment of Price Waterhouse & Co Bangalore LLP as Statutory Auditors of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 4 (as Ordinary Resolution)	E-Voting	66	100.00	000	0.00	000
	Poll	4,00,11,566	100.00	000	0.00	895
	Total	4,00,11,632	100.00	000	0.00	895



(e) Appointment of Mr. Prakash Kulathu Iyer as an Independent Director of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 5 (as Ordinary Resolution)	E-Voting	66	100.00	000	0.00	000
	Poll	4,00,11,566	100.00	000	0.00	895
	Total	4,00,11,632	100.00	000	0.00	895

(f) Appointment of Mr. Rishi Kant Srivastava as an Independent Director of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 6 (as Ordinary Resolution)	E-Voting	66	100.00	000	0.00	000
	Poll	4,00,11,566	100.00	000	0.00	895
	Total	4,00,11,632	100.00	000	0.00	895

(g) Appointment of Ms. Daniela Cosette Untescu as a Director of the Company

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 7 (as Ordinary Resolution)	E-Voting	66	100.00	000	0.00	000
	Poll	4,00,11,566	100.00	000	0.00	895
	Total	4,00,11,632	100.00	000	0.00	895



(h) Appointment of Mr. Ashraf Mohamed Ahmed Elarman as a Director of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 8 (as Ordinary Resolution)	E-Voting	66	100.00	000	0.00	000
	Poll	4,00,11,566	100.00	000	0.00	895
	Total	4,00,11,632	100.00	000	0.00	895

(i) Appointment of Mr. Ashraf Mohamed Ahmed Elarman as the Managing Director of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 9 (as Special Resolution)	E-Voting	66	100.00	000	0.00	000
	Poll	4,00,11,566	100.00	000	0.00	895
	Total	4,00,11,632	100.00	000	0.00	895

(j) Approval of the terms and conditions of appointment and remuneration of Mr. Ashraf Mohamed Ahmed Elarman as the Managing Director of the Company

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 10 (as Special Resolution)	E-Voting	66	100.00	000	0.00	000
	Poll	4,00,11,566	100.00	000	0.00	895
	Total	4,00,11,632	100.00	000	0.00	895



15. The votes (through ballots/e-votes) casted by the members of Company in favour of the resolution is more than the requisite majority, and therefore, the resolutions are deemed to be passed. The Chairman may declare the result accordingly.
16. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

**Thanking You.
Yours faithfully**



**CS Ranjeet Pandey
RANJEET PANDEY & ASSOCIATES
Company Secretaries
FCS NO.5922
CP NO.6087**



**Mr. Ashraf M.A. Elarman
Chairman of 19th Annual General Meeting**



**Place: Gurgaon, Haryana
Date: 23 September 2015**