

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 Mohamed Ahmed Elarman

The Chairman

20th Annual General Meeting of the Equity Shareholders of

XEROX INDIA LIMITED

Originally Held on 20th September, 2016 (Adjourned to 27th September, 2016)

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

Sub: Scrutinizer's Report on remote e-voting and 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 letter dated 27th July, 2016, 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 20th Annual General Meeting ("AGM") of the Equity Shareholders of Xerox India Limited ("**the Company**"), scheduled to be held on Tuesday, 20th September, 2016 at 10:00 A.M. at King Arthur 2, Fortune Hotel, Sector 49, Sohna Road, Gurgaon-122018 (Adjourned to 27th Day of September, 2016 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 13, 2016, were entitled to vote on the proposed resolutions (6 items as set out in the Notice of the 20th 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 newspapers namely, Financial Express and Moneymakers (English Daily) and Jansatta and Mahalakshmi Bhagyodya (Hindi Daily) dated 24th August, 2016.
5. The remote e-voting period commenced on Saturday, 17th September, 2016 and concluded on Monday, 19th September, 2016 at 5:00 P.M. for the purpose of Annual General Meeting held on 20th September, 2016.
6. After the time fixed for closing of the poll by the Chairman during the Adjourned Annual General Meeting held on 27th September, 2016, One (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. However, the original AGM held on 20th September, 2016 was adjourned to September 27, 2016 due to absence of requisite quorum, and therefore, the votes casted through remote e-voting were not unblocked.
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 lodged with the Company.
9. None of the members have 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. The votes, made through remote e-voting facility, were unblocked after the conclusion of voting at the Adjourned Annual General Meeting on **Tuesday, 27th September, 2016** at 11:25 A.M. in the presence of 2 (two) witnesses Mr. Alok Kumar Tripathi and Mr. Sparsh Gupta, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Alok K. Tripathi

Name: Mr. Alok Kumar Tripathi

Sparsh Gupta

Name: Mr. Sparsh Gupta



12. The e-voting data was scrutinized by me for verification of votes cast in favour and against of the resolution.

13. The result of voting (including remote e-voting) on the below mentioned resolution is as under:

(a) To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March 2016 including audited Balance Sheet as at 31st March 2016 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	NIL	N.A.	NIL	N.A.	N.A.
	Poll	4,00,12,422	100	NIL	N.A.	791
	Total	4,00,12,422	100	NIL	N.A.	791

(b) To consider and appoint a director in place of Ms. Daniela Cosette Untescu (DIN 7143033), who retires by rotation, and being eligible, offers herself 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	NIL	N.A.	NIL	N.A.	N.A.
	Poll	4,00,12,422	100	NIL	N.A.	791
	Total	4,00,12,422	100	NIL	N.A.	791



(c) Ratification of Appointment of Statutory Auditors.

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	NIL	N.A.	NIL	N.A.	N.A.
	Poll	4,00,12,422	100	NIL	N.A.	791
	Total	4,00,12,422	100	NIL	N.A.	791

(d) Re-Appointment of Mr. Prakash Kulathu Iyer as an Independent Director for a period of 5 (Five) years.

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 Special Resolution)	E-Voting	NIL	N.A.	NIL	N.A.	N.A.
	Poll	4,00,12,422	100	NIL	N.A.	791
	Total	4,00,12,422	100	NIL	N.A.	791

(e) Re-Appointment of Mr. Rishi Kant Srivastava as an Independent Director for a period of 5 (Five) years.

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 Special Resolution)	E-Voting	NIL	N.A.	NIL	N.A.	N.A.
	Poll	4,00,12,422	100	NIL	N.A.	791
	Total	4,00,12,422	100	NIL	N.A.	791



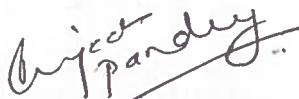
(f) Appointment of Mr. David Brian Dyas as a Director of the Company

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


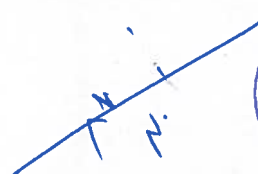
Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 6 (as Ordinary Resolution)	E-Voting	NIL	N.A.	NIL	N.A.	N.A.
	Poll	4,00,12,422	100	NIL	N.A.	791
	Total	4,00,12,422	100	NIL	N.A.	791

14. The votes (through ballots/e-votes) casted by the members of Company in favour of the resolutions are more than the requisite majority for the respective resolutions, and therefore, the resolutions are deemed to be passed. The Chairman may declare the result accordingly.
15. 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 Mohamed Ahmed Elarman
Chairman of 20th Annual General Meeting**

**Place: Gurgaon, Haryana
Date: 27/09/2016**