



## XEROX INDIA LIMITED

CIN: U72200HR1995PLC049183

Registered Office: 5<sup>th</sup> Floor, Block One, Vatika Business Park, Sector 49, Sohna Road, Gurgaon – 122018, Haryana (India);

Phone: +91 (124) 39400400; Fax: +91 (124) 3371225

Website: [www.xerox.com/india](http://www.xerox.com/india); E-mail: [askus@xerox.com](mailto:askus@xerox.com)

### POSTAL BALLOT FORM (To be returned to the Scrutinizer appointed by the Company)

Ballot Serial No. :

1. Name and Registered Address of the Sole/First named Member :
2. Name (s) of the Joint Member (s), if any :
3. Registered Folio No./DP ID No. and Client ID No.\* :  
(\*Applicable to investors holding shares in dematerialized form)
4. Number of Equity Share(s) held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the Special Businesses stated in the Postal Ballot Notice dated 7<sup>th</sup> November 2016 of Xerox India Limited ("the Company") by conveying/recording/sending my/our assent and/or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Sr. No.	Brief particulars of the Resolution(s)	No. of Shares held by me/us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution u/s 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 authorizing sell/transfer of the contract R&D support services division named as Xerox Research Centre India ("XRCI") of the Company as going concern by way of a slump sale to Xerox Business Services India Private Limited			
2.	Ordinary Resolution u/s 188 and other applicable provisions, if any, of the Companies Act, 2013 authorizing the Board of Directors of the Company for entering into the related party transaction in relation to sell/transfer of the contract R&D support services division named as Xerox Research Centre India (XRCI) of the Company involving selling or otherwise disposing of property of any kind to Xerox Business Services India Private Limited			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
(Signature of the Shareholder /Beneficial Owner)

E-mail address: \_\_\_\_\_ Telephone / Mobile No.: \_\_\_\_\_

#### Electronic Voting Particulars:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
105747		

#### Notes:

1. Please read the instructions printed overleaf carefully before completing this Form.
2. Last date for receipt of Postal Ballot Form by the Scrutinizer: Close of working hours (i.e. 5.30 PM) on 12<sup>th</sup> December 2016.
3. For e-voting, please refer to the instructions under "The instructions for e-voting as under" in the Notice attached herewith.

## Instructions

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered post at the expense of the registered member will also be accepted.
2. This postal ballot form should be completed and signed by the member. In case of joint holding, this postal ballot form should be completed and signed by the first named member and in his absence, by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Registrar and Share Transfer Agent of the Company in respect of shares held in the physical form or furnished by National Securities Depository Limited/ Central Depository Services (India) Limited in respect of shares held in the dematerialized form. Unsigned Postal Ballot Forms will be rejected.
3. In case shares are held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/ authority letter together with attested specimen signature(s) of the duly authorised signatory(ies). Postal Ballot form signed by the holder of a power of attorney for and on behalf of a member of the company must be accompanied by the copy of power of attorney duly certified by a Magistrate, Notary Public, or Special Executive Magistrate or similar authority holding a Public Office and authorised to use the Seal of his office.
4. Members are requested not to send any other paper/document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their details, assent or dissent for the proposed resolution and putting their shares and signature. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
5. Please convey your assent or dissent in this Postal Ballot Form only by putting a tick mark in the relevant box signifying your assent or dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. The assent/dissent received in any other form shall not be considered valid.
6. Members are entitled to cast their votes in any manner i.e. all the votes either in favour or against or partly in favour or against.
7. Duly completed Postal Ballot Forms (no other form or photocopy of the Postal Ballot Form is permitted) should reach the Scrutinizer not later than the close of working hours (i.e. 5.30 PM) on 12<sup>th</sup> December 2016. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company. The Postal Ballot Forms received after the due date will be treated as if the reply from the Member has not been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot shall be final and binding.
8. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 4<sup>th</sup> November 2016.
9. The right of voting by Postal Ballot cannot be exercised by a proxy.
10. There will be only one Postal Ballot Form for every folio/client ID irrespective of joint holder(s).
11. Votes will be considered invalid on the following grounds:
  - a. If the Member's signature does not tally,
  - b. If the Member has marked all his shares both in favour and also against the respective resolution,
  - c. If the Postal Ballot Form is unsigned,
  - d. If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either member or number of votes or as to whether votes are in favour or against or if the signature could not be checked or on one or more of the above grounds and
  - e. If the information filled in Postal Ballot Form is incomplete.
12. Duplicate copy of the Postal Ballot Form can be obtained on written request from MCS Share Transfer Agent Limited, the Registrar and Share Transfer Agents at F-65, Okhla Industrial Area, Phase I, New Delhi – 110020 or can be downloaded from Company's website [www.xerox.com/india](http://www.xerox.com/india). However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instructions above.
13. The Scrutinizer will submit his report to the Managing Director or Company Secretary within seven days from the last date of receipt of postal ballots. The results of the Postal Ballot and e-voting will be declared by the Managing Director or Company Secretary on or before 5.00 P.M. at the Registered office of the Company and the resolution will be deemed to have been passed on the date of announcement/declaration of the result if the results of the Postal Ballot/e-voting indicate that the requisite majority of the members had assented to the resolution. Further, the results of the Postal Ballot along with the Scrutinizer's report shall be placed on Company's website [www.xerox.com/india](http://www.xerox.com/india) and on the website of NSDL.
14. The Company is pleased to offer e-voting facility as an alternate to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that e-Voting is optional for Members. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.