

# RANJEET PANDEY & ASSOCIATES

Company Secretaries

## SCRUTINIZER'S REPORT

The Managing Director/Company Secretary,  
**XEROX India Limited,**  
5<sup>th</sup> Floor, Block One, Vatika Business Park, Sector- 49, Sohna Road,  
Gurgaon-122018, Haryana

**Subject: Passing of Resolution(s) through postal ballot under the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof)**

Dear Sir,

Please refer to your letter dated 7<sup>th</sup> November, 2016, appointing me as a Scrutinizer for the purpose of ascertaining the result(s) of the below mentioned resolution(s) to be passed by means of Postal Ballot under the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof):

1. Sale/Transfer of Contract R&D Support Services Division named as Xerox Research Centre India (XRCI);
2. Approval of Related Party Transaction.

The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes, through the designated website of National Securities Depository Limited ("NSDL") i.e. <https://www.evoting.nsdl.com>.

We monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on the designated website. The particulars of all postal ballot forms received from the Members in physical form(s) have been entered in a separate Register maintained for the purpose. The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.

All postal ballot forms received up to the close of working hours (17:30 hours) on Monday, 12<sup>th</sup> December, 2016 were considered and all the envelopes containing postal ballot forms received after the working hours (17:30 hours) on Monday, 12<sup>th</sup> December, 2016 were not considered for the purpose of this report.

The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities.

As per the information furnished to us by the Company and according to the scrutiny of Postal Ballot Forms received (through physical and electronic mode) from members of the Company, we hereby submit our report as under:



S. No.	Particulars	Date
1.	The date of determination of entitlement to receive Postal Ballot Forms.	04.11.2016
2.	Date of completion of dispatch of Notice and other enclosures thereon together with Postal Ballot Form(s) and Business Reply Envelope.	12.11.2016
3.	Date of Public Announcement with respect to completion of dispatch of Postal Ballot Forms in two newspapers: <ul style="list-style-type: none"> <li>• Financial Express (English daily) and</li> <li>• Jansatta (Hindi daily)</li> </ul>	16.11.2016 16.11.2016
4.	Last date to receive the Postal Ballot Forms/E-Voting from members of the Company.	12.12.2016

We report that, we have considered and taken on record the sealed envelopes containing postal ballot forms including postal ballot forms received by hand delivery at Ranjeet Pandey & Associates, Company Secretaries, A-308, LGF, Defence Colony, New Delhi-110024 as well as voting through e-voting facility by shareholders of the company upto Monday, 12<sup>th</sup> December, 2016 (17:30 hrs).

The sealed envelopes were opened on **Monday, 12<sup>th</sup> December, 2016 (18:00 hrs)** at our office. Further, we did not find any defaced or mutilated Postal Ballot Form.

We further report that the signature verification in respect of these postal ballots have been done on the basis of authority letter of the shareholders of the Company (body corporate) authorising the person to sign the postal ballot forms on their behalf.

**Brief summary containing details of postal ballot(s):**

➤ **Postal ballot forms dispatched and received:**

1.	Total number of Postal Ballot Forms issued and dispatched (including e-voting)	10,643
2.	Total number of Postal Ballot Forms received	3
3.	Total number of Shareholders who have exercised e-voting facility	3
4.	Total number of Valid Postal Ballots including e-voting	6
5.	Total number of Postal Ballots marked invalid due to incomplete information	NIL



➤ Valid Postal ballot forms/e-voting for Resolution No. (1):

	Particulars	In terms of Number of Postal Ballot Form	In terms of Number of Shares voted
<b>Physical Mode:</b>			
1.	Total Postal Ballot Forms received:	3	4,00,10,707
2.	Less: Rejected ballots/ Remained neutral	NIL	N.A.
3.	Net Valid Postal Ballot Forms (A)	3	4,00,10,707
<b>Electronic Mode:</b>			
4.	Total e-voting:	3	140
5.	Less: Remained neutral	NIL	N.A.
6.	Net Valid e-voting (B)	3	140
	<b>Total Net Valid Postal Ballot (Physical and voting through electronic mode) (A+B)</b>	<b>6</b>	<b>4,00,10,847</b>

➤ Valid Postal ballot forms/e-voting for Resolution No. (2):

	Particulars	In terms of Number of Postal Ballot Form	In terms of Number of Shares voted
<b>Physical Mode:</b>			
1.	Total Postal Ballot Forms received:	3	4,00,10,707
2.	Less: Rejected ballots/ Remained neutral	NIL	N.A.
3.	Net Valid Postal Ballot Forms (A)	3	4,00,10,707
<b>Electronic Mode:</b>			
4.	Total e-voting:	3	140
5.	Less: Remained neutral	NIL	N.A.
6.	Net Valid e-voting (B)	3	140
	<b>Total Net Valid Postal Ballot (Physical and voting through electronic mode) (A+B)</b>	<b>6</b>	<b>4,00,10,847</b>



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We further report that, following are the details of voting, in respect of the above mentioned resolution(s):

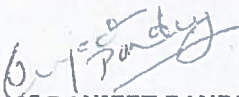
Res. No.	Resolutions	Votes in assent		Votes in dissent		Remark
		Number	%	Number	%	
1.	Sale/Transfer of Contract R&D Support Services Division named as Xerox Research Centre India (XRCI).  (Special Resolution)	4,00,10,781	99.99	66	0.01	Passed with requisite majority
2.	Approval of Related Party Transaction  (Ordinary Resolution)	4,00,10,781	99.99	66	0.01	Passed with requisite majority

The Postal Ballot Forms and all other related records are kept in our custody and shall be handed over to **Mr. Rajiv Lochan Jha, Company Secretary of the Company**, who is authorized by the Board to supervise the Postal Ballot process.

The voting has been reckoned in proportion to a member's share of the paid up equity share capital of the Company as on Friday, 4<sup>th</sup> November, 2016. Since, the number(s) of vote(s) cast by the members of Company in favour of the resolution(s) is more than what is prescribed under the provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or re-enactment thereof), we hereby report that the above said resolution(s) are duly passed with requisite majority. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you

**FOR RANJEET PANDEY & ASSOCIATES  
COMPANY SECRETARIES**

  
CS RANJEET PANDEY  
SCRUTINIZER  
FCS No. 5922  
CP No. 6087



**For XEROX INDIA LIMITED**

  
Company Secretary



Place: New Delhi  
Date: 13.12.2016