

# XEROX INDIA LIMITED

Regd. Office: 5<sup>th</sup> Floor, Block One, Vatika Business Park  
Sector 49, Sohna Road, Gurgaon 122018, Haryana  
CIN: U72200HR1995PLC049183  
Tel: 0124 39400400, Fax: 0124 3371225  
Email: askus@xerox.com, Website: www.xerox.com/india

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the EIGHTEENTH ANNUAL GENERAL MEETING of XEROX INDIA LIMITED will be held on Tuesday, the 16<sup>th</sup> September, 2014 at King Arthur 2, Fortune Hotel, Sector 49, Sohna Road, Gurgaon 122018, Haryana at 10.00 A.M. to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date along with the Directors' Report and Auditors' Report thereon.
2. To consider and appoint a director in place of Mr. Rajat Jain (DIN 00046053), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint M/s. Price Waterhouse & Co., Bangalore, Chartered Accountants, (Firm Registration No. 007567S) one of the member firms of Pricewaterhouse Coopers global network in India, who being eligible, have offered themselves for appointment, as Statutory Auditors to hold office from the conclusion of this Meeting until the conclusion of the Twenty Third Annual General Meeting of the Company subject to the ratification of their appointment at every Annual General Meeting, and authorize the Board of Directors to fix their remuneration.

### Special Business:

4. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow whether by way of Term Loan/Equipment Finance/Cash Credit facilities or the like, from time to time, such sums of moneys, as the Board may deem requisite for the purpose of business of the Company with or without security and upon such terms and conditions as the Board may think fit from any financial institutions / banks / body corporate, which shall not exceed at any point of time a sum of Rs. 300 Crore (Rupees three hundred crore only) exclusive of interest (apart from the temporary loans borrowed from the Company's bankers or financial institutions in the ordinary course of business), notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company exceeds the paid up capital and free reserves of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the Company to create, charge, hypothecate, mortgage, pledge any movable or immovable properties of the Company where so ever situated, both present and future and the whole or substantially whole of the undertaking of the Company, for securing any loans/facilities/borrowing limits/LC limits obtained or as may be obtained from any banks, financial institutions, body corporate, hire-purchase/lease companies or any other persons together with interest, costs, charges, expenses and any other moneys payable, on such terms and conditions as the Board may think fit for the benefit of the Company and as agreed between the Board and lender towards security for the purpose of securing the repayment of such amounts, including interest payable thereon as the Company may from time to time borrow in the ordinary course of its business.

**RESOLVED FURTHER THAT** the Board of Directors may from time to time authorize such Director/officers of the Company as it may deem fit, to execute and finalise with the aforesaid Banks/financial institutions/lenders, all such deeds, documents and agreements, as may be necessary and required for the aforesaid purpose."

5. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to alter the existing Articles of Association by adopting new set of Articles of Association of the Company.

**RESOLVED FURTHER THAT** the regulations contained in the draft Articles of Association, as submitted to this meeting and initialed by the Company Secretary for the purpose of identification be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to this resolution.”

**6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to contribute to bonafide charitable and other funds; and engage in various Corporate Social Responsibility (CSR) activities, for an amount upto Rs. 15,00,000/- (Rupees fifteen lacs only), per financial year for the said purpose.

**RESOLVED FURTHER THAT** the Company shall, inter alia, engage in the following CSR activities:

1. Promoting education including special education and education using sports as a medium among children especially from the disadvantaged section of the society.
2. Enhancing vocational skills among young adults from economically weaker sections of the society.
3. Promoting gender equality and helping women empower themselves through education and vocational training.
4. Ensuring environmental sustainability through special drives like tree plantation drives, increasing awareness in communities for power saving and water saving/ rain water harvesting measures.
5. Contribution to the Prime Minister's relief fund or any other fund set up by the Central Government for humanitarian aid including any natural calamities and disasters like earthquakes, droughts, floods, etc.
6. Any other CSR activities as specified in Schedule VII of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors, may from time to time authorize such directors/officers of the Company as it may deem fit, to execute all such documents, agreements and to do all such acts, deeds and things as may be necessary to give effect to the above.”

**BY ORDER OF THE BOARD  
XEROX INDIA LIMITED**

**Vijay Breja**  
**Senior Manager – Legal &  
Company Secretary**  
**Membership No.: FCS 6462**  
**Address:**  
Xerox India Limited  
5<sup>th</sup> Floor, Block One,  
Vatika Business Park  
Sector 49, Sohna Road,  
Gurgaon 122018, Haryana

Gurgaon  
July 24, 2014

**NOTES**

1. **AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED.**
2. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY(S) NEED NOT BE A MEMBER OF THE COMPANY.**
3. Members/Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
4. Proxies in order to be effective should be lodged with the Company at least 48 hours before the commencement of the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be made available for inspection by members of the Company.

6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 1st day of September, 2014 to Tuesday, the 16th day of September 2014 (both days inclusive).
7. Members are requested to intimate any change in the address to M/s. MCS Limited, Registrar and Share Transfer Agents of the Company at F-65, Okhla Industrial Area, Phase I, New Delhi 110020 and if shares are under demat mode then intimate the changes to their Depository Participant with whom they are maintaining their demat accounts.
8. A member desirous of getting any information on accounts or operations of the Company is requested to forward his /her queries to the Company at least seven working days prior to the date of the meeting, so that the required information can be made available at the meeting.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays and Sundays, during business hours up to the date of the meeting.
10. Members are requested to communicate their Personal Details viz. Father's/Mother's/Spouse's Name, E-mail Id, PAN, Status, Nationality, etc. in order to update the Register of Members under Section 88 of the Companies Act, 2013. Format for providing information is enclosed with this Annual Report.

#### **Statement pursuant to Section 102(1) of the Companies Act, 2013**

##### **ITEM NO. 4**

The Shareholders of the Company at their meeting held on 16<sup>th</sup> September, 2009 have authorised the Board of Directors of the Company under Section 293(1)(d) of the Companies Act, 1956 to borrow money upto Rs. 300 Crore (Rupees three hundred crore only) by passing Ordinary Resolution.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, approval of members by way of Special Resolution is required in order to borrow money whether by way of Term Loan/Equipment Finance/Cash Credit facilities or the like, from time to time, as the Board may deem requisite for the purpose of business of the company with or without security and upon such terms and conditions as the Board may think fit from any financial institutions / banks / body corporate, which shall not exceed at any point of time a sum of Rs. 300 Crore (Rupees three hundred crore only) exclusive of interest (apart from the temporary loans borrowed from the company's bankers or financial institutions in the ordinary course of business), notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the company exceeds the paid up capital and free reserves of the company.

Further, pursuant to Section 180 of the Companies Act, 2013, approval of the shareholder is also required by Special Resolution for creation of mortgage / charge on the stock / assets of the Company. The members are, therefore, requested to consider and authorize the Board to create charge, hypothecate, mortgage, pledge any movable or immovable properties of the Company where so ever situated, both present and future and the whole or substantially whole of the undertaking of the Company, for securing any loans/facilities/borrowing limits/LC limits obtained or as may be obtained from any banks, financial institutions, body corporate, hire-purchase/lease companies or any other persons together with interest, costs, charges, expenses and any other moneys payable, on such terms and conditions as the Board may think fit for the benefit of the Company and as agreed between the Board and lender towards security for the purpose of securing the repayment of such amounts, including interest payable thereon as the Company may from time to time borrow in the ordinary course of its business.

None of the Directors/Key Managerial Personnel and their relatives, are in any way, interested or concerned in the passing of the resolution.

The Board recommends the special resolution set forth in Item No. 4 of the Notice for approval of the Shareholders.

##### **ITEM NO. 5**

The existing Articles of Association (AOA) of the Company is based on Companies Act, 1956 and several regulations in the existing AOA contains specific reference to the Companies Act, 1956 and some of the regulations are not in conformity with the Companies Act, 2013.

Pursuant to the notification of the substantive sections of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. It is, therefore, proposed to replace the existing AOA with the new set of AOA. The revised set of AOA, shall be placed at the meeting and also available for inspection at the Registered office of the Company during business hours on all working days except Saturdays and Sundays.

None of the Directors/Key Managerial Personnel and their relatives, are in any way, interested or concerned in the passing of the resolution.

The Board recommends the special resolution set forth in Item No. 5 of the Notice for approval of the Shareholders.

##### **ITEM NO. 6**

The Company intends to engage in various CSR activities including contribution to bonafide charitable and other funds and seek approval of the shareholders for an amount upto Rs. 15,00,000/- (Rupees fifteen lacs only), per financial year for the said purpose. Our mission for CSR initiatives is "To contribute to the society and the environment which we operate in by enabling people to realize their full potential, providing humanitarian aid and initiatives for environment sustainability & climate control".

Since the Company has been incurring losses, prior permission of the Shareholders is required for the aforesaid purpose, in terms of Section 181 of the Companies Act, 2013.

The Company shall inter alia, engage in the following CSR activities:

1. Promoting education including special education and education using sports as a medium among children especially from the disadvantaged section of the society;
2. Enhancing vocational skills among young adults from economically weaker sections of the society
3. Promoting gender equality and helping women empower themselves through education and vocational training.
4. Ensuring environmental sustainability through special drives like tree plantation drives, increasing awareness in communities for power saving and water saving/ rain water harvesting measures.
5. Contribution to the Prime Minister's relief fund or any other fund set up by the Central Government for humanitarian aid including any natural calamities and disasters like earthquakes, droughts, floods, etc.
6. Any other CSR activities as specified in Schedule VII of the Companies Act, 2013.

None of the Directors/Key Managerial Personnel and their relatives, are in any way, interested or concerned in the passing of the resolution.

The Board recommends the ordinary resolution set forth in Item No. 6 of the Notice for approval of the Shareholders.

**BY ORDER OF THE BOARD  
XEROX INDIA LIMITED**

**Vijay Breja**  
**Senior Manager – Legal &**  
**Company Secretary**  
**Membership No.: FCS 6462**  
**Address:**  
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