

DRAFT

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U72200HR1995PLC049183

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACM8634R

(ii) (a) Name of the company

XEROX INDIA LIMITED

(b) Registered office address

6th Floor, Block 1, Vatika Business Park
Sector 49, Sohna Road,
Gurgaon
Gurgaon
Haryana
122012

(c) *e-mail ID of the company

rajiv.jha@xerox.com

(d) *Telephone number with STD code

01244463000

(e) Website

www.xerox.com/india

(iii) Date of Incorporation

29/12/1995

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM is scheduled to be held on 15th September 2021

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	23.5
2	N	Support service to Organizations	N6	Office administrative and other business activities including call centers, organising	66.21

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	XEROX HOLDINGS CORPORATION		Holding	0
2	XEROX CORPORATION		Holding	0
3	XEROX LIMITED, UK		Holding	45.58
4	XC TRADING SINGAPORE PTE. LTD.		Holding	39.29

5	XEROX INVESTMENTS EUROPE		Holding	11.79
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IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100,000,000	44,808,000	44,808,000	44,808,000
Total amount of equity shares (in Rupees)	1,000,000,000	448,080,000	448,080,000	448,080,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	100,000,000	44,808,000	44,808,000	44,808,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	448,080,000	448,080,000	448,080,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	44,623,294	184,706	44808000			
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	44,623,294	184,706	44808000	0	0	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☒ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

23/09/2020

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0		0
Partly convertible debentures	0		0
Fully convertible debentures	0		0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

3,249,754,975

(ii) Net worth of the Company

2,093,248,465

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	43,311,027	96.66	0	
10.	Others	0	0	0	
	Total	43,311,027	96.66	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	895,472	2	0	
	(ii) Non-resident Indian (NRI)	4,075	0.01	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	40,368	0.09	0	

4.	Banks	10,254	0.02	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	1,711	0	0	
7.	Mutual funds	1,538	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	543,491	1.21	0	
10.	Others	64	0	0	
	Total	1,496,973	3.33	0	0

Total number of shareholders (other than promoters)

10,593

**Total number of shareholders (Promoters+Public/
Other than promoters)**

10,596

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

6

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
20/20 FUNDS INC.	DR ANNIE BESANT ROAD, WORLI M			337	
CHESCOR LIMITED	SHANTI, 13, WALCHAND HIRACHA			8	
MORGAN STANLEY A	52/60, MAHATMA GANDHI RD, SEC			66	
TIGER MANAGEMENT	MITTAL COURT, B-WING, 2ND FLO			500	
THE JAGUAR FUND N	MITTAL COURT, B-WING, 2ND FLO			667	
AGF FUNDS INC	RAMNORD HOUSE # 77, DR ANNIE			133	

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	10,602	10,593
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	5	1	3	0	0
(i) Non-Independent	1	3	1	3	0	0
(ii) Independent	0	2	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	3	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DAVID BRIAN DYAS	07437186	Director	0	
EMMA JANE LAMBERT	08523021	Director	0	
MARTIN BOYLE	08608348	Director	0	
LEO JOSEPH	08671160	Managing Director	0	
RAJIV LOCHAN JHA	AEPPJ6969J	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PRAKASH KULATHU I	00529591	Director	02/03/2021	CESSATION
RISHI KANT SRIVASTA	06708853	Director	02/03/2021	CESSATION
SATPREET SINGH	AAIPA8659H	CFO	27/10/2020	CESSATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEET	23/09/2020	10,592	7	96.66

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/06/2020	6	6	100
2	16/07/2020	6	6	100
3	11/11/2020	6	6	100
4	25/02/2021	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

5

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	16/07/2020	3	3	100
2	AUDIT COMM	11/11/2020	3	3	100
3	AUDIT COMM	25/02/2021	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	NOMINATION	23/06/2020	3	3	100
5	CORPORATE	23/06/2020	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	DAVID BRIAN	4	4	100	2	2	100	
2	EMMA JANE I	4	4	100	0	0	0	
3	MARTIN BOY	4	4	100	3	3	100	
4	LEO JOSEPH	4	4	100	1	1	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	LEO JOSEPH	MANAGING DIR	19,334,395	0	0	61,440	19,395,835
	Total		19,334,395	0	0	61,440	19,395,835

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SATPREET SINGH	CHIEF FINANCE	5,507,801	0	0	1,189,898	6,697,699
2	RAJIV LOCHAN JH	COMPANY SEC	3,457,323	0	0	32,400	3,489,723
	Total		8,965,124	0	0	1,222,298	10,187,422

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRAKASH KULATH	INDEPENDENT	0	0	0	900,000	900,000
2	RISHI KANT SRIVA	INDEPENDENT	0	0	0	1,000,000	1,000,000
	Total		0	0	0	1,900,000	1,900,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ranjeet Pandey

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

6987

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated
(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Draft_MGT-8_Xerox_March 2021.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013
and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records, books and papers of "**Xerox India Limited**" (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2021 (the financial year). In our opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year:
1. the Company has complied with provisions of the Act & Rules made there under in respect of its status under the Act;
 2. the Company has complied with provisions of the Act & Rules made there under in respect of maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. the Company has complied with provisions of the Act & Rules made there under in respect of filing of forms and returns with the Registrar of Companies within the prescribed time. However, the Company was not required to file any Forms or returns with the Central Government, Regional Director, the Tribunal, Court or other authorities;
 4. the Company has complied with provisions of the Act & Rules made there under in respect of calling, convening and holding meetings of Board of Directors including committee meetings and the meetings of the members of the Company on due dates in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. the Company has complied with provisions of the Act & Rules made there under in respect of closure of Register of Members;
 6. the Company has not advanced any amount to its directors and/or persons or firms or companies referred in Section 185 of the Act;

7. the Company has complied with the provisions of the Act & Rules made there under in respect of contracts/arrangements with related parties as specified in Section 188 of the Act;
8. the Company has not made any issue or allotment or buy back of securities or alteration or reduction of share capital or conversion of shares/ securities during the financial year. Further, the Company has complied with the provisions of the Act with respect to transfer and transmission of shares and issue of duplicate/new share certificates in all instances during the financial year. Further, the Company has not issued and allotted any preference shares or debentures during the financial year, therefore, the provisions of the Companies Act, 2013 related to redemption of preference shares or debentures are not applicable;
9. there was no transaction/s necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. the Company has not declared and paid any dividend during the financial year. The Company has no unpaid/unclaimed dividend/other amount, as applicable, to transfer to the Investor Education and Protection Fund in accordance with Section 125 of the Act during the financial year;
11. the Company has complied with provisions of the Act & Rules made there under in respect of signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub- sections (3) and (5) thereof;
12. the Company has complied with provisions of the Act & Rules made there under in respect of constitution, appointment, re-appointment, retirement and disclosures of the Directors and Key Managerial Personnel and the remuneration paid to them and there was no instance of filling up of casual vacancies of the Directors during the financial year;
13. the Company was not required to comply with the provisions of the Act and rules made thereunder with respect to appointment/re-appointment of Statutory Auditors during the financial year;
14. the Company was not required to take approvals from the Central Government, Tribunal, Registrar, Regional Director, Court or such other authorities under the various provisions of the Act during the financial year;
15. the Company has not accepted any deposit during the financial year. As the Company is not having and has not accepted any deposit during the financial year, the requirement of renewal/repayment of deposits during the aforesaid financial year has not arisen;
16. the Company has not made any borrowing from its directors, members, banks, public financial institutions and others requiring creation/ modification/ satisfaction of charges;

17. the Company has not given any loans or made investments in body corporate or given guarantee or provided security to other bodies corporate falling under the provisions of Section 186 of the Act;
18. the Company has not amended its Memorandum and Articles of Association during the aforesaid financial year.

**For RANJEET PANDEY & ASSOCIATES
COMPANY SECRETARIES**

**CS RANJEET PANDEY
C. P. NO. 6087**

UDIN:

**Place: New Delhi
Date:**