

# 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. Leo Joseph**  
**The Chairman**  
27<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**XEROX INDIA LIMITED**  
Originally held on 20<sup>th</sup> September, 2023 (Adjourned to 27<sup>th</sup> September, 2023)  
At Grand Ball Room II, Radisson Gurugram, Sohna Road City Center,  
Main Sohna Road, Sector 49, Gurugram - 122018, Haryana

**Sub: Scrutinizer's Report on remote e-voting/ 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 communication dated 21<sup>st</sup> July, 2023 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-160, Basement, 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 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Xerox India Limited ("**the Company**"), scheduled to be held on Wednesday, 20<sup>th</sup> September, 2023 at 12:00 P.M. at Grand Ball Room II, Radisson Gurugram, Sohna Road City Center, Main Sohna Road, Sector-49, Gurugram-122018, Haryana (Adjourned to 27<sup>th</sup> day of September, 2023 due to absence of requisite quorum) was sent to the members;
2. The Shareholders holding shares as on the "cut off" date i.e. Friday, 8<sup>th</sup> September 2023, were entitled to vote on the proposed resolutions (5 items as set out in the Notice of 27<sup>th</sup> AGM of Xerox India Limited).
3. Detailed instructions relating to polls and remote e-voting facility along with login details were duly provided to all the members;
4. The Company has also published the information relating to remote e-voting in newspapers namely, Business Standard and Open Search (English Daily) and Business Standard and Open Search (Hindi Daily) dated 21<sup>st</sup> August, 2023.


A-160, Basement, Defence Colony,  
New Delhi - 110024

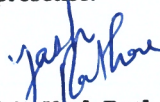


☎ 011-4607 4119, +91-9810558049

✉ rpa@rpalegal.com; cs.ranjeet@gmail.com



5. The remote e-voting period commenced on Sunday, 17<sup>th</sup> September, 2023 at 9:00 a.m. (IST) and concluded on Tuesday, 19<sup>th</sup> September, 2023 at 5:00 p.m. (IST) for the purpose of Annual General Meeting scheduled to be held on 20<sup>th</sup> September, 2023.
  6. However, the above said meeting was adjourned to 27<sup>th</sup> September, 2023 due to absence of requisite quorum, and therefore, the votes casted through remote e-voting were not unblocked.
  7. After the time fixed for closing of the poll by the Chairman during the Adjourned Annual General Meeting, One (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
  8. The locked ballot box was subsequently opened in my presence on 27<sup>th</sup> September, 2023 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 / proxies lodged with the Company.
  9. The members have also 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. No members, who have used the facility of remote e-voting, have casted their vote at the Adjourned Annual General Meeting of the Company.
  12. The votes, made through remote e-voting facility, were unblocked after the conclusion of voting at the Adjourned Annual General Meeting on Wednesday, 27<sup>th</sup> September, 2023 at 1.07 P.M in the presence of 2 (two) witnesses Mr. Alok Kumar Tripathi and Mr. Yash Rathore, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
-   
**Name: Mr. Alok Kumar Tripathi**

  
**Name: Mr. Yash Rathore**
13. The e-voting data was scrutinized by me for verification of votes cast in favour and against of the resolution.
  14. The result of voting (including remote e-voting) on the below mentioned resolution is as under:





1. Adoption of Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 including audited Balance Sheet as at 31<sup>st</sup> March, 2023 and the Statement of Profit and Loss for the year ended on that date along with the reports of the Auditor and Board of Directors 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	552	28.98	1,353	71.02	Nil
	Poll	4,33,11,520	100	Nil	N.A.	Nil
	Total	4,33,12,072	99.99	1,353	0.01	Nil

2. Appointment of Mr. Leo Joseph (DIN 08671160), who retires by rotation, and being eligible, offers himself 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	552	28.98	1,353	71.02	Nil
	Poll	4,33,11,520	100	Nil	N.A.	Nil
	Total	4,33,12,072	99.99	1,353	0.01	Nil

*[Handwritten Signature]*





Ranjeet Pandey & Associates  
Company Secretaries

**3. Appointment of Ms. Brenda Christine Joseph (DIN 10039811) as a Director of the Company, liable to retire by rotation.**

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	552	28.98	1,353	71.02	Nil
	Poll	4,33,11,520	100	Nil	N.A.	Nil
	<b>Total</b>	<b>4,33,12,072</b>	<b>99.99</b>	<b>1,353</b>	<b>0.01</b>	<b>Nil</b>

**4. Approval of Payment of Incentives to Mr. Leo Joseph (DIN 08671160) as the Managing 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. 4 (as Special Resolution)	E-Voting	552	28.98	1,353	71.02	Nil
	Poll	4,33,11,520	100	Nil	N.A.	Nil
	<b>Total</b>	<b>4,33,12,072</b>	<b>99.99</b>	<b>1,353</b>	<b>0.01</b>	<b>Nil</b>

**5. Approval of change in the terms and conditions of remuneration payable to Mr. Leo Joseph (DIN 08671160) as the Managing 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. 5 (as Special Resolution)	E-Voting	552	28.98	1,353	71.02	Nil
	Poll	4,33,11,520	100	Nil	N.A.	Nil
	<b>Total</b>	<b>4,33,12,072</b>	<b>99.99</b>	<b>1,353</b>	<b>0.01</b>	<b>Nil</b>





Ranjeet Pandey & Associates  
Company Secretaries

15. The vote(s) (ballots/e-votes) casted by the members of Company in favour of the resolution(s) is more than the requisite majority, and therefore, the resolutions are deemed to be passed. The Chairman may declare the result accordingly.
16. 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  
UDIN: F005922E001098079



Mr. Leo Joseph  
Chairman

Place: Gurugram, Haryana  
Date: 27.09.2023