

Dear Members,

### Declaration of the Results of Postal Ballot

Pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification/s or re-enactment thereof for the time being in force), approval of the Members of the Company was sought through Postal Ballot by means of a Special Resolution vide Postal Ballot Notice dated 30<sup>th</sup> September 2022 as per the details mentioned in the said Notice, for:

**Reduction of Share Capital by paying off, cancelling and extinguishing in aggregate 14,96,973 equity shares of INR 10/- (Rupees Ten) each held by the Public Shareholders of the Company, i.e. members other than the Promoters/Holding Companies of the Company**

Mr. Ranjeet Pandey of M/s Ranjeet Pandey & Associates, Company Secretaries, who was appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner, has submitted the Scrutinizer's Report on the Postal Ballot.

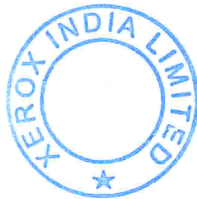
Based on the said Scrutinizer's Report (dated 10<sup>th</sup> November, 2022), I hereby declare the Results of Postal Ballot process for the aforesaid proposed resolution as under:

Particulars		
No. of valid Votes received (both through Postal Ballot & through e-Voting)	4,33,49,075	
	Number	%
Votes in favour of Resolution	4,33,13,226	99.92
Votes against the Resolution	35,788	0.08

Since 99.92% votes are cast/voted in favour of the proposed Resolution, I hereby declare the said resolution as passed as a Special Resolution with the requisite majority.

For Xerox India Limited

  
Leo Joseph  
Managing Director



Date: 11<sup>th</sup> November 2022

Place: Gurugram

# RANJEET PANDEY & ASSOCIATES

## Company Secretaries

### SCRUTINIZER'S REPORT

The Managing Director/Company Secretary,  
**XEROX India Limited,**  
6<sup>th</sup> Floor, Block 1, Vatika Business Park, Sector- 49, Sohna Road,  
Gurgaon-122018, Haryana

**Subject: Passing of Resolution 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 email dated 29<sup>th</sup> September, 2022 intimating my appointment as a Scrutinizer for the purpose of ascertaining the result(s) of the below mentioned resolution 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. Reduction of Share Capital by paying off, cancelling and extinguishing in aggregate 14,96,973 equity shares of INR 10/- (Rupees Ten) each held by the Public Shareholders of the Company i.e., members other than the Promoters/Holding Companies of the Company.

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 upto the close of working hours of 5:00 P.M. on Wednesday, 9<sup>th</sup> November, 2022 were considered for the purpose of preparation of report. Further, the undersigned has not received any envelopes containing postal ballot forms after the working hours of 5:00 P.M. on Wednesday, 9<sup>th</sup> November, 2022.

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:



A-62, Basement, Defence Colony,  
New Delhi-110024

Tel:- 011-46074119, +91-9810558049  
Email-rpa@rpalegal.com; cs.renjeet@gmail.com



S. No.	Particulars	Date
1.	The date of determination of entitlement to receive postal ballot forms.	30.09.2022
2.	Date of completion of dispatch of Notice and other enclosures thereon together with postal ballot form(s) and Business Reply Envelope.	10.10.2022
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>• Business Standard(English daily) and</li> <li>• Business Standard (Hindi daily)</li> </ul>	11.10.2022 11.10.2022
4.	Last date to receive postal ballot forms/E-Voting from members of the Company.	09.11.2022

We report that, we have considered and taken on record sealed envelopes containing postal ballot forms received at Ranjeet Pandey & Associates, Company Secretaries, A-62, Basement, Defence Colony, New Delhi-110024 as well as voting through e-voting facility by shareholders of the company upto **Wednesday, 9<sup>th</sup> November, 2022 till 5:00 P.M.**

The sealed envelopes were opened on **Wednesday, 9<sup>th</sup> November, 2022 at 6:00 P.M.** 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 has been done on the basis of records maintained by MCS Share Transfer Agent Limited, Registrar and Transfer Agent of the Company and authority letter of the shareholders (body corporate) authorizing 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)	10,625
2.	Total number of postal ballot forms received	26
3.	Total number of Shareholders who have exercised e-voting facility	62
4.	Total number of Valid postal ballots including e-voting	81
5.	Total number of postal ballots marked invalid due to incomplete information	7





➤ Valid postal ballot forms/e-voting:

	Particulars	In terms of Number of postal ballot form	In terms of Number of Shares held
<b>Physical Mode:</b>			
1.	Total postal ballot received	26	4,33,12,817
2.	Less: Ballots rejected/remained neutral	7	902
3.	Net valid postal ballot (A)	19	4,33,11,915
<b>Electronic Mode:</b>			
4.	Total e-voting	62	37,160
5.	Less: Remained neutral	NIL	N.A.
6.	Net Valid e-voting (B)	62	37,160
	<b>Total Net valid postal ballot (Physical and voting through electronic mode) (A+B)</b>	<b>81</b>	<b>4,33,49,075</b>

➤ Result of voting (Physical ballots/E-voting):

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

Resolutions	Votes in assent		Votes in dissent		Result
	Number	%	Number	%	
Reduction of Share Capital by Company  <b>(Special Resolution)</b>	4,33,13,226	99.92	35,788	0.08	Passed as Special Resolution

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 amongst others, 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, 30<sup>th</sup> September, 2022. 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 is 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**

*Ranjeet Pandey*

**CS RANJEET PANDEY**

**SCRUTINIZER**

**FCS No. 5922**

**CP No. 6087**

**UDIN F005922D001615750**



**Place: New Delhi**

**Date: 10.11.2022**