

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

25th Annual General Meeting of the Equity Shareholders of

XEROX INDIA LIMITED

Originally held on 15th September, 2021 (Adjourned to 22nd September, 2021)

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 email dated July 21, 2021, 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-62, LGF, 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 the 25th Annual General Meeting of the Equity Shareholders of Xerox India Limited ("**the Company**"), scheduled to be held on Wednesday, 15th September, 2021 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 22nd day of September, 2021 due to absence of requisite quorum) was sent to the members;
2. The Shareholders holding shares as on the "cut off" date i.e. September 3, 2021, were entitled to vote on the proposed resolutions (8 items as set out in the Notice of the 25th 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 Open Search and Business Standard (Hindi Daily) dated 17th August, 2021.
5. The remote e-voting period commenced on Sunday, 12th September, 2021 at 9:00 A.M. and concluded on Tuesday, 14th September, 2021 at 5:00 P.M. for the purpose of Annual General Meeting scheduled to be held on 15th September, 2021.

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



Tel:- 011-46074119, +91-9810558049

Email- rpa@rpalegal.com; cs.ranjeet@gmail.com



6. However, the above said meeting was adjourned to 22nd September, 2021 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 22nd September, 2021 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 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, 22nd September, 2021 at 12: 50 P.M in the presence of 2 (two) witnesses Mr. Alok Kumar Tripathi and Ms. Mahak Rastogi, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Alok K. Tripathi

Name: Mr. Alok Kumar Tripathi

Mrastogi

Name: Ms. Mahak Rastogi

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:



- Adoption of Audited Financial Statements of the Company for the financial year ended 31st March 2021 including audited Balance Sheet as at 31st March 2021 and the Statement of Profit and Loss for the year ended on that date along with the reports of the Auditors 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 | 3,362 | 99.76 | 8 | 0.24 | NIL |
| | Poll | 4,33,11,420 | 100 | NIL | N.A. | NIL |
| | Total | 4,33,14,782 | 99.99 | 8 | 0.01 | NIL |

- Appointment of a director in place of Mr. Martin Boyle (DIN 08608348), 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 | 3,362 | 99.76 | 8 | 0.24 | NIL |
| | Poll | 4,33,11,420 | 100 | NIL | N.A. | NIL |
| | Total | 4,33,14,782 | 99.99 | 8 | 0.01 | NIL |

- Appointment of Mr. Rajeeva Mittal (DIN 05230875) as an Independent 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. 3 (as Ordinary Resolution) | E-Voting | 3,362 | 99.76 | 8 | 0.24 | NIL |
| | Poll | 4,33,11,420 | 100 | NIL | N.A. | NIL |
| | Total | 4,33,14,782 | 99.99 | 8 | 0.01 | NIL |



4. Appointment of Mr. Ranjit Singh Yadav (DIN 05230923) as an Independent 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 Ordinary Resolution) | E-Voting | 3,362 | 99.76 | 8 | 0.24 | NIL |
| | Poll | 4,33,11,420 | 100 | NIL | N.A. | NIL |
| | Total | 4,33,14,782 | 99.99 | 8 | 0.01 | NIL |

5. Approval of change in the terms and conditions (including 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 | 3,262 | 96.79 | 108 | 3.21 | NIL |
| | Poll | 4,33,11,420 | 100 | NIL | N.A. | NIL |
| | Total | 4,33,14,682 | 99.99 | 108 | 0.01 | NIL |

6. Appointment of Ms. Deepika Chaudhry (DIN 05236358) as the 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. 6 (as Ordinary Resolution) | E-Voting | 3,362 | 99.76 | 8 | 0.24 | NIL |
| | Poll | 4,33,11,420 | 100 | NIL | N.A. | NIL |
| | Total | 4,33,14,782 | 99.99 | 8 | 0.01 | NIL |



7. Appointment of Ms. Deepika Chaudhry (DIN 05236358) as the Wholetime 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. 7 (as Special Resolution) | E-Voting | 3,362 | 99.76 | 8 | 0.24 | NIL |
| | Poll | 4,33,11,420 | 100 | NIL | N.A. | NIL |
| | Total | 4,33,14,782 | 99.99 | 8 | 0.01 | NIL |

8. Approval of the terms and conditions (including remuneration payable) of Ms. Deepika Chaudhry on her appointment as the Wholetime 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. 8 (as Special Resolution) | E-Voting | 3,362 | 99.76 | 8 | 0.24 | NIL |
| | Poll | 4,33,11,420 | 100 | NIL | N.A. | NIL |
| | Total | 4,33,14,782 | 99.99 | 8 | 0.01 | NIL |



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: F005922C000986101

Place: Gurgaon, Haryana
Date: 22.09.2021



Mr. Leo Joseph
Chairman

