

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. Raj Kumar Rishi

The Chairman

22nd Annual General Meeting of the Equity Shareholders of

XEROX INDIA LIMITED

Originally held on 21st September, 2018 (Adjourned to 28th September, 2018)
at King Arthur 2, Fortune Select Excalibur (Fortune Hotel),
Sector 49, Sohna Road, Gurgaon - 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 mail dated 25th July, 2018, 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-308, 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 22nd Annual General Meeting of the Equity Shareholders of Xerox India Limited ("the Company"), scheduled to be held on Friday, 21st September, 2018 at 12:00 P.M. at King Arthur 2, Fortune Select Excalibur (Fortune Hotel), Sector 49, Sohna Road, Gurgaon - 122018, Haryana (Adjourned to 28th Day of September, 2018 due to absence of requisite quorum) were sent to the members within the stipulated time;
2. The Shareholders holding shares as on the "cut off" date i.e. September 14, 2018, were entitled to vote on the proposed resolutions (5 items as set out in the Notice of the 22nd 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 Moneymakers (English Daily) and Business Standard and Mahalakshmi Bhagyodya (Hindi Daily) dated 22nd August, 2018.
5. The remote e-voting period commenced on Tuesday, 18th September, 2018 at 9:00 A.M. and concluded on Thursday, 20th September, 2018 at 5:00 P.M. for the purpose of Annual General Meeting scheduled to be held on 21st September, 2018.
6. However, the above said meeting was adjourned to September 28, 2018 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 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 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 in 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 Annual General Meeting on Friday, 28st September, 2018 at 1:35 P.M in the presence of 2 (two) witnesses Mr. Alok Kumar Tripathi and Mr. Sourabh Garg, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Alok Kr. Tripathi

Name: Mr. Alok Kumar Tripathi

Sourabh Garg

Name: Mr. Sourabh Garg



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:

(a) To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March 2018 including audited Balance Sheet as at 31st March 2018 and the Statement of Profit and Loss for the year ended on that date along with the reports of the Board of Directors and Auditors 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	NIL	N.A.	NIL	N.A.	NIL
	Poll	4,33,12,020	100	NIL	N.A.	NIL
	Total	4,33,12,020	100	NIL	N.A.	NIL

(b) To consider and appoint a director in place of Mr. David Brian Dyas (DIN 7437186), who retires by rotation, and being eligible, offers herself 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	NIL	N.A.	NIL	N.A.	NIL
	Poll	4,33,12,020	100	NIL	N.A.	NIL
	Total	4,33,12,020	100	NIL	N.A.	NIL

(c) To Appoint Mr. Raj Kumar Rishi (DIN 07979575) as a Director 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	NIL	N.A.	NIL	N.A.	NIL
	Poll	4,33,12,020	100	NIL	N.A.	NIL
	Total	4,33,12,020	100	NIL	N.A.	NIL

(d) To appoint Mr. Raj Kumar Rishi as the Managing Director (DIN 07979575).

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	NIL	N.A.	NIL	N.A.	NIL
	Poll	4,33,12,020	100	NIL	N.A.	NIL
	Total	4,33,12,020	100	NIL	N.A.	NIL

(e) Approval of the terms and conditions (including remuneration) of Mr. Raj Kumar Rishi as the Managing Director (DIN 07979575).

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	NIL	N.A.	NIL	N.A.	NIL
	Poll	4,33,12,020	100	NIL	N.A.	NIL
	Total	4,33,12,020	100	NIL	N.A.	NIL

15. The votes (ballots/e-votes) casted by the members of Company in favour of the resolution are 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

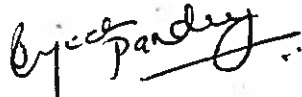


Ranjeet Pandey & Associates
Company Secretaries

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



Place: Gurgaon, Haryana
Date: 28/09/2018



Mr. Raj Kumar Rishi
Chairman of 22nd Annual General Meeting



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