

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

24th Annual General Meeting of the Equity Shareholders of

XEROX INDIA LIMITED

Originally held on 16th September, 2020 (Adjourned to 23rd September, 2020)

At Grand Ball Room-2, 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, 2020, 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 24th Annual General Meeting of the Equity Shareholders of Xerox India Limited ("**the Company**"), scheduled to be held on Wednesday, 16th September, 2020 at 12:00 P.M. at Grand Ball Room-2, Radisson Gurugram, Sohna Road City Center, Main Sohna Road, Sector-49, Gurugram-122018, Haryana (Adjourned to 23rd day of September, 2020 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 4, 2020, were entitled to vote on the proposed resolutions (9 items as set out in the Notice of the 24th 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 Mahalakshmi Bhagyodya and Business Standard (Hindi Daily) dated 19th August, 2020.
5. The remote e-voting period commenced on Sunday, 13th September, 2020 and concluded on Tuesday, 15th September, 2020 at 5:00 P.M. for the purpose of Annual General Meeting scheduled to be held on 16th September, 2020



6. However, the above said meeting was adjourned to 23rd September, 2020 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 23rd September, 2020 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 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 adjourned Annual General Meeting on Wednesday, **23rd September, 2020** at 12:55 P.M in the presence of 2 (two) witnesses Mr. Alok Kumar Tripathi and Mr. Dharamender Kumar, 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

Dharamender Kumar

Name: Mr. Dharamender Kumar

13. The e-voting data was scrutinized by me for verification of votes cast in favour and against of the resolution.

Ranjeet Pandey

Ranjeet Pandey



14. The result of voting (including remote e-voting) on the below mentioned resolution is as under:

(a) Adoption of Financial Statements.

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	821	87.25	120	12.75	NIL
	Poll	43,311,066	100	NIL	N.A.	NIL
	Total	4,33,11,887	99.99	120	0.01	NIL

(b) Appointment of Mr. David Brian Dyas 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. 2 (as Ordinary Resolution)	E-Voting	587	62.38	354	37.62	NIL
	Poll	43,311,066	100	NIL	N.A.	NIL
	Total	4,33,11,653	99.99	354	0.01	NIL

(c) Appointment of Ms. Emma Jane Lambert 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	587	62.38	354	37.62	NIL
	Poll	43,311,066	100	NIL	N.A.	NIL
	Total	4,33,11,653	99.99	354	0.01	NIL

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Ranjeet Pandey



(d) Appointment of Mr. Martin Boyle 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. 4 (as Ordinary Resolution)	E-Voting	587	62.38	354	37.62	NIL
	Poll	43,311,066	100	NIL	N.A.	NIL
	Total	4,33,11,653	99.99	354	0.01	NIL

(e) Appointment of Mr. Martin Boyle as the Managing Director.

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	587	62.38	354	37.62	NIL
	Poll	43,311,066	100	NIL	N.A.	NIL
	Total	4,33,11,653	99.99	354	0.01	NIL

(f) Approval of Terms and Conditions (including Remuneration payable) of Mr. Martin Boyle as the Managing Director.

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 Special Resolution)	E-Voting	587	62.38	354	37.62	NIL
	Poll	43,311,066	100	NIL	N.A.	NIL
	Total	4,33,11,653	99.99	354	0.01	NIL

(g) Appointment of Mr. Leo Joseph as a Director liable to retire by rotation.

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Ranjeet Pandey



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 Ordinary Resolution)	E-Voting	587	62.38	354	37.62	NIL
	Poll	43,311,066	100	NIL	N.A.	NIL
	Total	4,33,11,653	99.99	354	0.01	NIL

(h) Appointment of Mr. Leo Joseph as the Managing Director.

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	587	62.38	354	37.62	NIL
	Poll	43,311,066	100	NIL	N.A.	NIL
	Total	4,33,11,653	99.99	354	0.01	NIL

(i) Approval of Terms and Conditions (including Remuneration payable) of Mr. Leo Joseph as the Managing Director.

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. 9 (as Special Resolution)	E-Voting	587	62.38	354	37.62	NIL
	Poll	43,311,066	100	NIL	N.A.	NIL
	Total	4,33,11,653	99.99	354	0.01	NIL

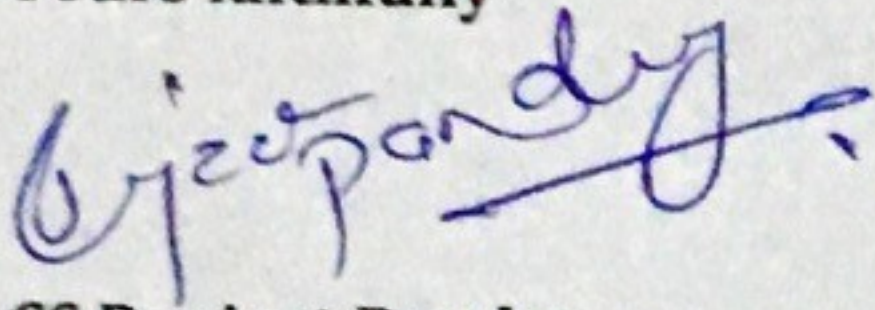
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RANJEET PANDEY & ASSOCIATES
COMPANY SECRETARIES

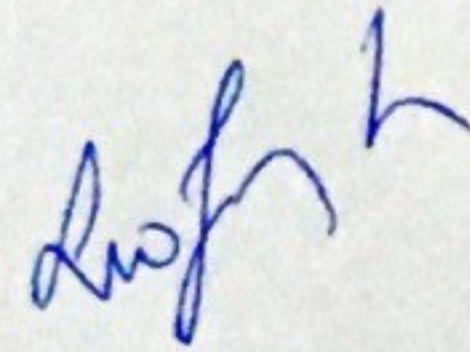
Ranjeet Pandey & Associates
Company Secretaries

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 No. F005922B000757200



Mr. Leo Joseph
Chairman

Place: Gurgaon, Haryana

Date: 23/09/2020