

**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. Rishi Kant Srivastava**

**The Chairman**

23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of

**XEROX INDIA LIMITED**

Originally held on 18<sup>th</sup> September, 2019 (Adjourned to 25<sup>th</sup> September, 2019)

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 your email dated July 16, 2019, 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 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Xerox India Limited ("**the Company**"), scheduled to be held on Wednesday, 18<sup>th</sup> September, 2019 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 25<sup>th</sup> Day of September, 2019 due to absence of requisite quorum) sent to the members;
2. The Shareholders holding shares as on the "cut off" date i.e. September 6, 2019, were entitled to vote on the proposed resolutions (5 items as set out in the Notice of the 23<sup>rd</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 Moneymakers (English Daily) and Mahalakshmi Bhagyodya and Business Standard (Hindi Daily) dated 21<sup>st</sup> August, 2019
5. The remote e-voting period commenced on Sunday, 15<sup>th</sup> September, 2019 and concluded on Tuesday, 17<sup>th</sup> September, 2019 at 5:00 P.M. for the purpose of Annual General Meeting scheduled to be held on 18<sup>th</sup> September, 2019.
6. However, the above said meeting was adjourned to 25<sup>th</sup> September, 2019 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 / 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 Annual General Meeting on Wednesday, **25<sup>th</sup> September, 2019** at 2:45 P.M in the presence of 2 (two) witnesses Mr. Alok Kumar Tripathi and Mr. Pushkar Pandey, 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**

*Pushkar Pandey*

**Name: Mr. Pushkar Pandey**





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 31<sup>st</sup> March 2019 including audited Balance Sheet as at 31<sup>st</sup> March 2019 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	123	50.62	120	49.38	Nil
	Poll	43,311,637	100	Nil	N.A.	Nil
	<b>Total</b>	<b>43,311,760</b>	<b>99.99</b>	<b>120</b>	<b>0.01</b>	<b>Nil</b>

- (b) To declare a dividend of Rs. 23.50 (235%) per equity share for the financial year ended 31<sup>st</sup> March, 2019.

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	123	50.62	120	49.38	Nil
	Poll	43,311,637	100	Nil	N.A.	Nil
	<b>Total</b>	<b>43,311,760</b>	<b>99.99</b>	<b>120</b>	<b>0.01</b>	<b>Nil</b>

- (c) To consider and appoint a director in place of Mr. Rodney Noonoo (DIN 07690361), 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. 3 (as Ordinary Resolution)	E-Voting	123	50.62	120	49.38	Nil
	Poll	43,311,637	100	Nil	N.A.	Nil
	<b>Total</b>	<b>43,311,760</b>	<b>99.99</b>	<b>120</b>	<b>0.01</b>	<b>Nil</b>

- (d) To consider and approve appointment of M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W), as Statutory Auditors of the Company to hold office from the conclusion of this 23<sup>rd</sup> Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting and to fix their remuneration.

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	123	50.62	120	49.38	Nil
	Poll	43,311,637	100	Nil	N.A.	Nil
	<b>Total</b>	<b>43,311,760</b>	<b>99.99</b>	<b>120</b>	<b>0.01</b>	<b>Nil</b>

- (e) Approval of Change in Terms and Conditions (including Remuneration payable) of Mr. Raj Kumar Rishi as the Managing Director during the Financial Year 2018-19

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	123	50.62	120	49.38	Nil
	Poll	43,311,637	100	Nil	N.A.	Nil
	<b>Total</b>	<b>43,311,760</b>	<b>99.99</b>	<b>120</b>	<b>0.01</b>	<b>Nil</b>

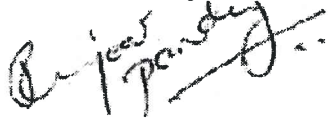


Ranjeet Pandey & Associates  
Company Secretaries

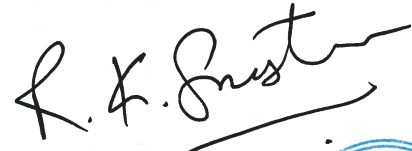
15. The votes (ballots/e-votes) casted by the members of Company in favour of the resolution is more than the requisite majority, and therefore, the resolutions are deemed to be passed. The Chairman may declare the result accordingly.
16. The Register and all other papers relating to e-voting shall remain 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**



**Mr. Rishi Kant Srivastava  
Chairman**



**Place: New Delhi  
Date: 25.09.2019**

