

# 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. Ashraf Mohamed Ahmed Elarman**

**The Chairman**

21<sup>st</sup> Annual General Meeting of the Equity Shareholders of  
**XEROX INDIA LIMITED**

Originally held on 21<sup>st</sup> September, 2017 (Adjourned to 28<sup>th</sup> September, 2017)  
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 letter dated 10<sup>th</sup> August, 2017, 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 21<sup>st</sup> Annual General Meeting of the Equity Shareholders of Xerox India Limited ("the Company"), scheduled to be held on Thursday, 21<sup>st</sup> September, 2017 at 12:00 P.M. at King Arthur 2, Fortune Select Excalibur (Fortune Hotel), Sector 49, Sohna Road, Gurgaon - 122018, Haryana (Adjourned to 28<sup>th</sup> Day of September, 2017 due to absence of requisite quorum) were sent to the members;
2. The Shareholders holding shares as on the "cut off" date i.e. September 14, 2017, were entitled to vote on the proposed resolutions (7 items as set out in the Notice of the 21<sup>st</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:







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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 22<sup>nd</sup> August, 2017.
5. The remote e-voting period commenced on Monday, 18<sup>th</sup> September, 2017 and concluded on Wednesday, 20<sup>th</sup> September, 2017 at 5:00 P.M. for the purpose of Annual General Meeting scheduled to be held on 21<sup>st</sup> September, 2017.
6. However, the above said meeting was adjourned to September 28, 2017 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 Adjourned Annual General Meeting on Thursday, 28<sup>th</sup> September, 2017 at 1:20 P.M in the presence of 2 (two) witnesses Mr. Alok Kumar Tripathi and Ms. Dimple Singh, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name: Mr. Alok Kumar Tripathi

  
Name: Ms. Dimple Singh



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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 2017 including audited Balance Sheet as at 31<sup>st</sup> March 2017 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	1,255	100	NIL	N.A.	NIL
	Poll	4,00,11,925	100	NIL	N.A.	NIL
	<b>Total</b>	<b>4,00,13,180</b>	<b>100</b>	<b>NIL</b>	<b>N.A.</b>	<b>NIL</b>

(b) To consider and appoint a director in place of Mr. Rajat K. Jain (DIN 00046053), 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	1,255	100	NIL	N.A.	NIL
	Poll	4,00,11,925	100	NIL	N.A.	NIL
	<b>Total</b>	<b>4,00,13,180</b>	<b>100</b>	<b>NIL</b>	<b>N.A.</b>	<b>NIL</b>

(c) Ratification of Appointment of Statutory Auditors.

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.



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Item No. 3 (as Ordinary Resolution)	E-Voting	1,255	100	NIL	N.A.	NIL
	Poll	4,00,11,925	100	NIL	N.A.	NIL
	<b>Total</b>	<b>4,00,13,180</b>	<b>100</b>	<b>NIL</b>	<b>N.A.</b>	<b>NIL</b>

(d) **Re-Appointment of Mr. Ashraf Mohamed Ahmed Elarman (DIN 07206306) as Managing Director w.e.f. 1<sup>st</sup> July, 2017 till 31<sup>st</sup> December, 2017 (both days inclusive).**

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	1,255	100	NIL	N.A.	NIL
	Poll	4,00,11,925	100	NIL	N.A.	NIL
	<b>Total</b>	<b>4,00,13,180</b>	<b>100</b>	<b>NIL</b>	<b>N.A.</b>	<b>NIL</b>

(e) **Approval of the terms and conditions of the re-appointment (including remuneration) of Mr. Ashraf Mohamed Ahmed Elarman (DIN 07206306).**

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	1,255	100	NIL	N.A.	NIL
	Poll	4,00,11,925	100	NIL	N.A.	NIL
	<b>Total</b>	<b>4,00,13,180</b>	<b>100</b>	<b>NIL</b>	<b>N.A.</b>	<b>NIL</b>

(f) **Appointment of Mr. Rodney Noonoo (DIN 07690361) as a 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.



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Item No. 6 (as Ordinary Resolution)	E-Voting	1,255	100	NIL	N.A.	NIL
	Poll	4,00,11,925	100	NIL	N.A.	NIL
	<b>Total</b>	<b>4,00,13,180</b>	<b>100</b>	<b>NIL</b>	<b>N.A.</b>	<b>NIL</b>

(g) Appointment of Ms. Lisa Marie Oliver (DIN 07900714) as a 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 Ordinary Resolution)	E-Voting	1,255	100	NIL	N.A.	NIL
	Poll	4,00,11,925	100	NIL	N.A.	NIL
	<b>Total</b>	<b>4,00,13,180</b>	<b>100</b>	<b>NIL</b>	<b>N.A.</b>	<b>NIL</b>

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. Ashraf Mohamed Ahmed Elarman  
Chairman of 21st Annual General Meeting





Place: Gurgaon, Haryana  
Date: 28/09/2017