



## Xerox India Limited

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### POSTAL BALLOT NOTICE

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (“**the Act**”) read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and other applicable laws, rules and regulations, Xerox India Limited (“**the Company**”) hereby seeks your approval by way of a Special Resolution in respect of the following Special Business by means of Postal Ballot and/or through e-voting.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof apart from the instructions for voting, is appended to this Notice of Postal Ballot (“**the Notice**”). You are requested to peruse the following resolution along with the explanatory statement and thereafter record your assent or dissent through the postal ballot (forming an integral part of this notice) or through e-voting system provided by the Company.

In compliance with the provisions of Section 110 of the Act read with Chapter VII Rules thereunder, the Company also offers e-voting option to all the Members. For this purpose, the Company has made an arrangement with the National Securities Depository Limited (“NSDL”) for facilitating e-voting as an alternate for the Members to enable them to cast their vote electronically instead of returning the duly completed Postal Ballot Form (“**Form**”).

The Board of Directors of the Company, at its meeting held on 22<sup>nd</sup> September 2022 appointed Mr. Ranjeet Pandey (C.P. No. 6087) of M/s Ranjeet Pandey & Associates, Practising Company Secretaries, as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot Process and e-Voting Process in a fair and transparent manner.

Members have the option to vote either by postal ballot or through e-voting. Members desirous of exercising their votes by postal ballots are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed prepaid self-addressed envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the member(s), will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. (IST) on Wednesday, 9<sup>th</sup> November 2022 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from such member of the Company.

Members desiring to opt for e-voting (as per the facilities arranged by the Company) are requested to read the instructions in the Notes under the section ‘Instructions for Member’s voting electronically’ are as under. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to the Managing Director of the Company after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Friday, 11<sup>th</sup> November 2022. The results will also be displayed on the notice board of the Company at its registered office and also on Company’s website at [www.xerox.com/india](http://www.xerox.com/india) and on the website of National Securities Depository Limited (NSDL) at i.e. [www.nsdl.com](http://www.nsdl.com).

### SPECIAL BUSINESS:

1. Reduction of Share Capital of the Company:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the Article 44 read with Article 3 of the extant Articles of Association of the Company, provisions of Section 66 and other applicable provisions, if any, of the Companies Act, 2013 read with rules, circulars, notifications, if any, made there under (including any statutory modification, amendment or re-enactment thereof from time to time and for the time being in force), and pursuant to the relevant provisions of the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2006 (including any amendment or re-enactment thereof from time to time and for the time being in force) and subject to the confirmation by the Hon’ble National Company Law Tribunal, Chandigarh Bench (“**NCLT**”), and