

2020 Annual Report

Making Every Day Work Better

xerox™



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Corporate Information

BOARD OF DIRECTORS

David Brian Dyas (Director)
(DIN 07437186)

Martin Boyle (Director)
(DIN 08608348)

Emma Jane Lambert (Director)
(DIN 08523021)

Prakash Kulathu Iyer (Independent Director)
(DIN 00529591)

Rishi Kant Srivastava (Independent Director)
(DIN 06708853)

Leo Joseph (Managing Director)
(DIN 08671160)

BOARD COMMITTEES

Audit Committee

Martin Boyle (Chairman)
Prakash Kulathu Iyer
Rishi Kant Srivastava

Nomination and Remuneration Committee

David Brian Dyas (Chairman)
Prakash Kulathu Iyer
Rishi Kant Srivastava
Leo Joseph (Permanent Invitee)

Corporate Social Responsibility Committee

David Brian Dyas (Chairman)
Rishi Kant Srivastava
Leo Joseph

Stakeholders Relationship Committee

Rishi Kant Srivastava (Chairman)
Prakash Kulathu Iyer
Leo Joseph

KEY MANAGERIAL PERSONNEL

Leo Joseph (Managing Director)
Satpreet Singh (Chief Financial Officer)
Rajiv L. Jha (Company Secretary & GM Legal)

COMPANY SECRETARY

Rajiv L. Jha

AUDITORS

Statutory Auditors

MSKA & Associates
Chartered Accountants

Secretarial Auditors

Ranjeet Pandey & Associates
Company Secretaries

Internal Auditors

Ernst & Young LLP

BANKERS

ICICI Bank
Citibank NA
HDFC Bank Ltd.
BNP Paribas
State Bank of India
Bank of America
State Bank of India (Bangladesh)

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent limited
F-65, Okhla Industrial Area, Phase I, New Delhi – 110020

REGISTERED OFFICE

5th Floor, Block One,
Vatika Business Park, Sector 49,
Sohna Road, Gurugram – 122018
Haryana (India)
Tel.: +91-124-446 3000
Fax: +91-124-446 3111

WEBSITE

www.xerox.com/india

Investor Relations Email ID
askus@xerox.com

CORPORATE IDENTITY NUMBER (CIN)

U72200HR1995PLC049183

INTERNATIONAL SECURITY IDENTIFICATION NUMBER (ISIN)

INE034E01013



Board's Report

To the Members of Xerox India Limited

Your Directors have the pleasure of presenting the Twenty Fourth (24th) Annual Report of Xerox India Limited ("the Company") along with the audited Financial Statements for the Financial Year ended 31st March 2020.

FINANCIAL RESULTS

Based on the IndAS Financial Statements

Particulars	(Rs. in Lacs)	
	31.03.2020	31.03.2019
Gross Revenue	49432.13	61819.19
Profit Before Tax	3047.00	3833.68
Less: Current Tax	566.44	1567.07
Prior years' tax	145.73	101.49
Deferred Tax	1145.65	(154.77)
Profit After Tax	1189.18	2319.89
Earning per share (Par Value of Rs. 10/- each)		
Basic	3.19	5.61
Diluted	3.19	5.61

The Company has posted a profit before tax of Rs. 3047.00 Lacs and a profit after tax of Rs. 1189.18 Lacs in the financial year under Report as against profit before tax of Rs. 3833.68 Lacs and profit after tax of Rs. 2319.89 Lacs in the previous year, thereby recording a decline of around 20% and 49%, respectively, while the gross revenue posted in the year under report is Rs. 49432.13 Lacs as compared to the gross revenue of Rs. 61819.19 Lacs in the previous year, a decline of 20%.

RESERVES

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the year under review.

DIVIDEND

In light of the COVID-19 pandemic impacting the overall economy and looming business slowdown in FY 2020-21, it is required to conserve the available resources in order to ensure maintenance of good financial health of the company.

Accordingly, it is proposed not to recommend a dividend for the financial year ended 31st March 2020.

BUSINESS OVERVIEW

Xerox is a workplace technology company, building and integrating software and hardware for enterprises, large and small. As customers seek to manage information across digital and physical platforms, we deliver a seamless, secure and sustainable experience. Whether inventing the copier, the Ethernet, the laser printer or more, Xerox has long defined the modern work experience and continues to do so with investments in artificial intelligence (AI), sensors and services for Internet of Things (IoT), digital packaging, 3-D printing and Clean Technologies (cleantech).

Geographically, our footprint spans approximately 160 countries and allows us to deliver our technology and solutions to customers of all sizes, regardless of complexity or number of customer locations. We have a broad and diverse base of customers by both geography and industry, ranging from SMBs to printing production companies, governmental entities, educational institutions and large corporations.

Xerox Services includes a continuum of solutions and services that helps our customers optimize their print and communications infrastructure, apply automation and simplification to maximize productivity, and ensure the highest levels of security. Our primary offerings in this area are Intelligent Workplace Services (IWS) and a range of Digital Services that leverage our software capabilities in Workflow Automation, Personalization and Communication Software, Content Management Solutions, and Digitization Services. In 2019, Xerox was the only cloud-based MPS provider with FedRAMP authorization.

Xerox has the capability to support integration and document security on a scale which is critical for large enterprises.

INTELLIGENT WORKPLACE SERVICES (FORMERLY GLOBAL DOCUMENT OUTSOURCING / MANAGED DOCUMENT SERVICES / XPPS)

- Intelligent Workplace Services (IWS), which transcends the traditional MPS offering, utilizes our portfolio of analytics, cloud, digitization and ConnectKey® technologies to help companies optimize their print infrastructure, secure their print environment and automate related business processes. We provide the most comprehensive portfolio of MPS services in the industry and are recognized as an industry leader by major analyst firms including IDC, Quocirca and Keypoint Intelligence-InfoTrends. Our IWS offering targets clients ranging from global enterprises to governmental entities and to small and medium-sized businesses, including those served via our channel partners.
- Digital Services enables the integration of Xerox technology, software and services to securely design and manage the digitization and workflow of our clients' content. We utilize our domain expertise and technology to enable efficient and compliant business processing and communications in the demanding regulatory environments and markets of our Healthcare, Insurance, Public Sector and Retail clients. For healthcare, we enable healthcare organizations to provide an improved patient experience, from admission to discharge. For insurance, we help insurance organizations to connect numerous touch points across the client journey, from acquisition to onboarding. For public sector, we assist government agencies in improving the citizen experience, from public assistance to benefits. For retail, we enable retailers drive brand engagement and loyalty through an enhanced experience at every stage of the consumer experience, from point-of-sales to campaigns on demand.

WORKPLACE SOLUTIONS

Workplace Solutions is made up of two strategic product groups, Entry and Mid-Range, which share common technology, manufacturing and product platforms.

- Entry comprises desktop monochrome and color printers and multifunction printers (MFPs) ranging from small personal devices to office workgroup printers and MFPs. We launched a new range of printers and multi-functional devices B210/ B215 during this period.
- Mid-Range are larger devices that have more features and can handle higher print volumes and larger paper sizes than entry devices. We offer a wide range of MFPs, digital printing presses and light production devices, as well as solutions that deliver flexibility and advanced features.

PRODUCTION SOLUTIONS / GRAPHIC COMMUNICATION

Graphic Communications and Production Solutions (High-End) are designed for customers in the graphic communications, in-plant and production print environments with high-volume printing requirements. Our broad portfolio of presses and solutions provides full-color, on-demand printing of a wide range of applications. Our xerographic presses provide high-speed, high-volume cut-sheet printing, ideal for publishing, transactional printing, including variable data for personalized content and one-to-one marketing, to the highest quality of color and embellishment requirements. Our inkjet presses offer a broad range of roll fed, continuous feed printing technologies, including waterless inkjet and aqueous inkjet for vivid color, and toner-based flash fusing for black and white. Our portfolio spans a variety of print speeds, image quality, feeding, finishing and media options. We are a worldwide leader in the cut-sheet color and monochrome production industry. Graphic Communications and Production Solutions revenues include the sale of products, software and supplies, as well as the associated technical service and financing of those products. Last year, saw the launch of one of its marquee products namely the Xerox Iridesse Color Production Press that has redefined the scope of taking prints beyond standard CMYK. Continuing with the robust expansion of our product portfolio, year 2019-20 saw the launch of 2 more devices. One in the Entry Color and one in Light Production Mono Space. The Primelink 9065/9070 is one-of-its-kind machine in the Entry Production Color segment that is capable of printing Gold, Silver, Clear and White, in addition to Fluorescent Cyan, Fluorescent Magenta and Fluorescent Yellow colours. All this to go well with proven CMYK Quality. This is to take the Beyond CMYK story forward with entry presses as well. The Light Production Mono Space saw the launch of Prime Link B9100/9110/9125/9136 where the product has expanded media capabilities and print sizes.

In addition to our three primary offering areas described above, a smaller portion of our revenues comes from non-core streams including paper sales and software. Our strategy includes expanding our software business with a focus on personalization and communication software and content management solutions. Personalization and Communications Software and Content Management Solutions are XMPie, DocuShare and FreeFlow. XMPie is a robust personalization and communication software that can support the needs of omni-channel communications customers, from onboarding to retention. DocuShare is a content

management platform that provides a better way to capture, store and share paper and digital content, either on-premise or in the cloud, while automating time-consuming, document-heavy processes like accounts payable, HR onboarding, contract management and mortgage processing. In addition, we operate a network of centers that digitize and automate paper and digital workflows, enabling our customers to operate cost-efficiently in a full digitized environment with speed, quality and 24x7 availability. FreeFlow is a portfolio of software offerings that brings intelligent workflow automation and integration to the processing of print jobs, from file preparation to final production, helping customers of all sizes address a wide range of business opportunities including automation, personalization and even electronic publishing.

PAPER

Xerox sells variety of Xerox Branded Copy/ Print/ Digital Paper to customers for use in their document processing requirements. We are into marketing of both Commodity & Digital Paper along with Wide format rolls. Our strategy is to charge a premium over mill wholesale prices and offer better quality, which is adequate to cover our costs. We are also engaging newer sources of paper and relaunching brands as Colotech Digital range. We ensure that mills that provide paper to Xerox for resale must meet stringent requirements that cover all aspects of papermaking, from forest management to production of finished goods. The market for copy/ print paper is highly competitive and revenues are significantly impacted by pricing as well as availability.

Whatever is the type of document and device – Copier, Printer, Production System, Wide Format machines, there is a Xerox Paper to suit from preparing a great looking business proposals to everyday office prints and the Xerox range delivers results for sure. Xerox digital colour papers are the benchmark for colour digital printing. They are designed for use in a wide range of dry toner colour printers and copiers of all makes. Our Wide format rolls are able to produce exceptional images for design, engineering layout print and all other wide printing needs. We market and sell the products with All India Xerox Paper Partner Network which are present all across the country. We also have presence in many Government, BFSI and Blue-Chip corporate customers where we are supplying the Xerox branded paper for years.

CUSTOMER SERVICE

Xerox has taken several initiatives over the last few years that have not only helped us enhance our service levels and drive better experience for our customers and partners but have also helped us to enhance our remote coverage. We have taken steps on retention of existing customers and also increase the usage of Xerox products.

We take ongoing feedback from the customers through regular surveys and take actions to align our deliverables to best suit the customer requirements and we have seen continuous improvement on customer satisfaction levels.

Xerox service represents a significant competitive advantage, we drive a culture of continuous learning of our technical team that is equipped with unique and world-class diagnostic tools and supported by seasoned technical specialist to further support our customers. We have also enhanced our footprint on e-learning platforms with special focus on the skill enhancement of our partner technical team through face-to-face trainings as well as the enhanced usage of Global Partner Program for online training.

We continued on Service Modernisation including Auto Supplies Replenishment resulting in enhanced customer experience. In addition to that, we have ensured that the Customer Escalations and Queries are monitored through a work-flow for a timely closure. Further we have introduced Remote Solve program to enhance device uptime.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As a socially responsible Corporate Citizen, Xerox India has endeavoured to contribute to inclusive growth by undertaking a range of initiatives to address key challenges related to sustainable development in the country. In conjunction with partner organisations, we have launched/continued initiatives in the areas of education, community healthcare, women empowerment & skill-building and environmental sustainability.

Our key CSR initiatives are as follows:

WOMEN EMPOWERMENT & SKILL-BUILDING

Our partnership with **Samarpan Foundation** aims at assisting women to empower themselves. This empowerment not only creates the possibility of a better life for them, but also equips them to have confidence and individuality. Hence, the aim of this initiative is to encourage and enable women to look forward to a better quality of life, by giving them opportunities to learn a skill through which they can become financially independent. Our mission through Samarpan Foundation is to build the following skills:

1. To impart intermediate skills training and specialisation in tailoring and stitching.
2. To ensure basic literacy for optimum utilisation of the skills imparted.
3. To enhance the confidence level of women beneficiaries via workshops and activities.
4. To encourage the financial independence of the women beneficiaries

COMMUNITY HEALTHCARE

In order to ensure delivery of quality healthcare including maternal, newborn, child health and nutrition services to the vulnerable segments of population living in urban slums in Delhi/NCR, we have partnered with **Dr. A V Baliga Memorial Trust** to support the implementation of a model of comprehensive (preventive, promotive and curative) service delivery through Life Line Clinics. The primary target groups of this project are women and children although the entire community benefits.

EDUCATION & CRUCIAL LIFE SKILLS

In the year 2018, we started a new project on non-formal education with **ABLE Charities**, Faridabad (Delhi NCR), where we support informal education to children as we believe that "if the children cannot go to school, the school should go to the children". With this aim, ABLE Charities has opened a centre where children from the slums of Faridabad can attend school very close to their communities. The beneficiaries are primarily children of construction labour and rag pickers. Besides non-formal education, children are provided with the mid-day meals and periodic medical check-ups. They are also taught about the importance of hand washing and personal hygiene. In the past years since the project started, there is a visible impact on the health & well-being of the children. As a result, their attendance and retention have both improved. The children are now more confident of themselves and above all they believe that they can make more progress in their studies. They look forward to attending school on a regular basis.

ENVIRONMENT

Xerox India views environmental preservation as a vital aspect of its CSR strategy. Hence, efforts in conserving biodiversity and ecosystems as well as creating awareness of their role in a healthy society are a mainstay of our CSR focus. Xerox India has partnered with **WWF-India** for conducting Eco/Nature-trails as an initiative where children not just learn but also enjoy their rendezvous with nature. Our experience of the Eco/Nature-trails conducted by WWF-India in 2019-20 has reinforced our belief that children have an innate ability to bond and learn from the environment and if nurtured correctly, this can lead to sustainable thinking and ecological literacy.

CONTRIBUTION UNDER NATIONAL DISASTER MANAGEMENT / PM CARES FUND

During the year under Report, your Company also contributed to the **PM CARES Fund** launched under COVID-19 pandemic as part of its CSR spend under the National Disaster Management measures.

GREEN INITIATIVES

Electronic copies of the Annual Report 2019-20 and the Notice of the 24th Annual General Meeting of the Company are sent to all the members whose email addresses are registered with the Company/depository participant(s). For members, who have not registered their email addresses, physical copies are sent through the permitted mode.

IT AND OTHER SUPPORT SERVICES

Your Company continues to successfully provide information technology support services for various software applications, including their day-to-day maintenance, query resolution, and other support activities, including administration, configuration and test activities.

HUMAN RESOURCES DEVELOPMENT

Your Company has continuously aligned its structures to changing business needs. We strive to attract the best talent as well as promote internal talent to higher roles and responsibilities. The aggregate number of employees on-roll as on 31st March 2020 is 300 whereas there were 396 on-roll employees as on 31st March 2019.

Xerox's focus is on providing an open work environment, fostering continuous improvement and learnings.

The Company's policies center around building a conducive work environment. The Company's workforce policies, its various programs and initiatives, help the organization create an engaging culture.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance for sexual harassment in the workplace, and has a policy on the prevention, prohibition and redressal of sexual harassment in the workplace ("the Policy") in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. Your Company has an Internal Complaints Committee (ICC) to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed of during the financial year 2019-20:

No. of complaints received: Nil

No. of complaints disposed of: Nil

DIRECTORS' RESPONSIBILITY STATEMENT

The financial statements for the FY 2019-20 have been prepared in accordance with Indian Accounting Standards (IndAS). The IndAS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Effective 1st April 2017, the Company adopted the applicable IndAS and the adoption was carried out in accordance with applicable transition guidelines.

Based on the representations received from the management, the Board of Directors of your Company hereby declares and confirms the following statements in terms of Section 134(5) r/w Section 134(3)(c) of the Act:

1. that in the preparation of the annual accounts for the financial year ended 31st March 2020, the applicable accounting standards had been followed alongwith proper explanation to material departures, if any;
2. that such accounting policies as mentioned in Note No. 2 of the Notes to Accounts of the Financial Statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2020 and of the profit of the Company for the financial year ended on that date;
3. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, and that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the annual accounts have been prepared on a going concern basis;
5. that the internal financial controls to be followed by the Company, were in place and that such internal financial controls are adequate and were operating effectively; and
6. that proper systems to ensure compliance with the provisions of all applicable laws was in place and that such systems were adequate and operating effectively.

ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Your Company has a Policy on Performance Evaluation towards evaluating Board's own performance and effectiveness as well as that of its committees and individual directors including independent directors. Accordingly, in terms of the requirements of the Act and pursuant to the aforesaid Policy, the performance evaluation exercise was carried out through a structured questionnaire covering various aspects, such as Board composition & quality, strategy and risk management, relation with the management, board meetings & procedures.

Further, a separate exercise was carried out to evaluate the performance of individual Directors on laid down parameters such as attendance, contribution and independent judgement. The Directors carried out the aforesaid Performance Evaluation in a confidential manner by way of a structured questionnaire, and provided their feedback on a rating scale of 1 to 5. The results of the evaluation were shared with the Board, Chairman of the respective Committees and individual Directors. The Directors were satisfied with the evaluation process. Based on the outcome of the evaluation, the Board and the Nomination & Remuneration Committee (in respective meetings held on 23rd June 2020) have taken note of an action plan to further improve the effectiveness and functioning of the Board and Committees.

MEETING OF INDEPENDENT DIRECTORS

In terms of Schedule IV to the Act and Rules thereunder, a separate meeting of the Independent Directors ("Annual ID meeting") for the financial year 2019-20 was held on 17th April 2019, in which the independent directors, inter alia, discussed:

1. the performance of Non-Independent Directors and the Board as a whole;
2. the performance of the chairperson of various meetings taking into account the views of executive Directors and non-executive Directors; and
3. the quality, quantity and timeliness of flow of information between the Company management and the Board.

The separate Annual ID meeting for the year 2020 is yet to be held.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. David Brian Dyas, Director, retire by rotation and being eligible, has offered himself for re-appointment. The Board recommends the same for your approval.

Mr. Rodney Noonoo had resigned from the directorship of the Company effective 10th January 2020. Further, effective 23rd May 2019, Mr. Raj Kumar Rishi resigned from the Managing Directorship/Directorship of the Company and thereby also ceased to be the Key Managerial Personnel of the Company.

During the year under report:

- Mr. Martin Boyle was appointed as the Additional Director and Managing Director of the Company effective 13th November 2019;
- Ms. Emma Jane Lambert was appointed as the Additional Director/Woman Director (Non-Executive) of the Company effective 30th July 2019
- Mr. Martin Boyle resigned from the Managing Directorship of the Company effective 25th February 2020 and accordingly ceased to be the Key Managerial Personnel from the said date. However, he continues to be on Board of Directors of the Company as a Non-Executive Director effective 25th February 2020; and
- Mr. Leo Joseph has been appointed as an Additional Director & Managing Director of the Company effective 27th February 2020 and a Key Managerial Personnel of the Company as well w.e.f. the said date.

INDEPENDENT DIRECTORS' DECLARATION

During the year under Report, Mr. Prakash Kulathu Iyer and Mr. Rishi Kant Srivastava, who are Independent Directors, had submitted the necessary declaration(s) under Sub-Section (7) of Section 149 of the Act that each of them meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Act. Further, they have confirmed that there has been no change in the circumstances which may affect their status as independent director during the year under report. The Independent Directors have also complied with the Code for Independent Directors prescribed in Schedule IV to the Act. During the year under report, both the Independent Directors have also got themselves registered with the Independent Directors Databank as maintained by the Indian Institute of Corporate Affairs (IICA) and as mandated by the Ministry of Corporate Affairs.

MEETINGS OF BOARD AND BOARD COMMITTEES

The Schedule of meetings of the Board and the Committees thereof for the next calendar/financial year is circulated at the start of the calendar/financial year to all the members of the Board.

The Board meets at regular intervals to discuss and decide on the affairs, business policy and strategy of the Company in addition to other Board business.

The notices of Board and Committee(s) meetings are given well in advance to all the Directors and Committee(s) members, respectively. Primarily, the meetings of the Board are held at the place of Registered Office of the Company. As a process, information to Directors are circulated alongwith the detailed Agenda well in advance of Board and Committees' meetings. At these meetings, Directors provide their inputs and guidance on various strategic and operational matters.

The Board met Four (4) times during the Financial Year 2019-20 on 17th April 2019, 16th July 2019, 13th November 2019, and 24th February 2020. The maximum interval between any two meetings during the year under report did not exceed 120 days.

ATTENDANCE OF DIRECTORS IN THE AFORESAID MEETINGS:

Name of Director	Category	No. of Meetings held	No. of Meetings attended	Attendance at the 23 rd AGM (Y/N)
David Brian Dyas	Non-Executive Director	4	2	N
Prakash Kulathu Iyer	Independent Director	4	4	N
Rishi Kant Srivastava	Independent Director	4	4	Y
Rodney Noonoo*	Non-Executive Director	4	1	N
Raj Kumar Rishi®	Managing Director	4	4	N
Martin Boyle#	Managing Director/Non-Executive Director	4	1	N
Emma Jane Lambert§	Non-Executive Director	4	Nil	Y
Leo Joseph ^	Managing Director	4	Nil	N.A.

* Rodney Noonoo ceased to be a Director of the Company effective 10th January 2020

® Raj Kumar Rishi ceased to be the Managing Director of the Company effective 23rd May 2019

Martin Boyle was appointed as the Managing Director of the Company effective 13th November 2019, however, he ceased to be the Managing Director effective 25th February, 2020 though continues to be on Board of the Company as a Non-Executive Director effective 25th February 2020

§ Emma Jane Lambert was appointed as the Woman Director (Non-Executive) effective 30th July 2019

^ Leo Joseph has been appointed as the Additional Director & Managing Director of the Company effective 27th February 2020

COMMITTEES OF THE BOARD

During the year under Report, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently Four (4) Committees of the Board, as follows:

Audit Committee

The composition of the Audit Committee (including any changes therein, if any, during the year under Report) and the Meetings' Details for FY 2019-20, held on 16th July 2019, 13th November 2019, and 24th February 2020, are as follows:

Name of Director	Category	No. of Meetings held	No. of Meetings attended
Rodney Noonoo*	Chairman of the Committee	3	1
Prakash Kulathu Iyer	Member	3	3
Rishi Kant Srivastava	Member	3	3
Martin Boyle®	Chairman of the Committee	3	Nil

* Rodney Noonoo ceased to be a Director of the Company effective 10th January 2020 and also from the Chairmanship of the Audit Committee

® Martin Boyle was designated as the Chairman of the Committee effective 14th February 2020

Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee (including any changes therein, if any, during the year under Report) and the Meetings' Details for FY 2019-20, held on 17th April 2019, 13th November 2019 and 24th February 2020, are as follows:

Name of Director	Category	No. of Meetings held	No. of Meetings attended
David Brian Dyas	Chairman of the Committee	3	Nil
Prakash Kulathu Iyer	Member	3	3
Rishi Kant Srivastava	Member	3	3
Raj Kumar Rishi *	Permanent Invitee	3	1
Leo Joseph®	Permanent Invitee	3	Nil

* Raj Kumar Rishi ceased to be the Permanent Invitee of the Committee effective 23rd May 2019

@ Leo Joseph was designated as the Permanent Invitee of the Committee effective 27th February 2020

Corporate Social Responsibility Committee

The composition of the Corporate Social Responsibility Committee (including any changes therein, if any, during the year under Report) and the Meetings' Details for FY 2019-20, held on 17th April 2019, are as follows:

Name of Director	Category	No. of Meetings held	No. of Meetings attended
Rodney Noonoo *	Chairman of the Committee	1	Nil
Rishi Kant Srivastava	Member	1	1
David Brian Dias@	Member / Chairman	1	Nil
Raj Kumar Rishi#	Member	1	1
Martin Boyle\$	Member	1	N.A.
Leo Joseph^	Member	1	N.A.

* Rodney Noonoo ceased to be a Director of the Company effective 10th January 2020 and also from the Chairmanship of the CSR Committee effective the said date.

@ David B. Dias was designated as the Chairman of the Committee effective 24th February 2020

Raj Kumar Rishi ceased to be a member of the Committee effective 23rd May 2019

\$ Martin Boyle was appointed as a member of the Committee effective 13th November 2019, however, he has ceased to be the member of the Committee effective 25th February 2020

^ Leo Joseph has been appointed as a member of the Committee effective 27th February 2020

Stakeholders Relationship Committee

The composition of the Stakeholders Relationship Committee (including any changes therein, if any, during the year under Report) and the Meetings' Details for FY 2019-20 * are as follows:

Name of Director	Category	No. of Meetings held	No. of Meetings attended
Rishi Kant Srivastava	Chairman of the Committee	Nil	N.A.
Prakash Kulathu Iyer	Member	Nil	N.A.
Raj Kumar Rishi **	Member	Nil	N.A.
Rodney Noonoo@	Member	Nil	N.A.
Martin Boyle#	Member	Nil	N.A.
Leo Joseph\$	Member	Nil	N.A.

* Acting through a delegated authority by constituting a sub-committee of Authorised Officers of the Company under a given charter for handling of matters related to shareholders of the Company.

** Raj Kumar Rishi ceased to be a member of the Committee effective 23rd May 2019

@ Rodney Noonoo ceased to be a member Committee effective 10th January 2020

Martin Boyle was appointed as a member of the Committee effective 13th November 2019, however, he has ceased to be the member of the Committee effective 25th February 2020

\$ Leo Joseph has been appointed as a member of the Committee effective 27th February 2020

POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Policy of the Company provides for Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, the independence of the director and other matters provided under section 178(3) of the Act. Further, information about the elements of the remuneration package of individual directors is provided in the extract of the Annual Return as prescribed under Section 92(3) of the Act, and is enclosed in **Annexure-VII** in the prescribed Form MGT-9, and forms part of this Report.

BUSINESS ETHICS AND CODE OF CONDUCT

Your Company has continued to vigorously implement the Business Ethics and Code of Conduct Policies with all its employees and its business partners / associates / service providers. The Company has 'Zero tolerance' for any violation of Business Ethics Policies and has a Business Ethics Board comprising of members of the Senior Management team, which meets periodically to review the ethics program deployment and deals with ethics related issues.

RELATIONSHIP BETWEEN DIRECTORS INTER - SE

None of the Directors are related to each other within the meaning of the term "relative" as per Section 2(77) of the Act read with Rules thereunder.

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON - EXECUTIVE DIRECTORS

During the year under Report, the non-executive Directors of the Company had no pecuniary relationship or transactions with the Company other than as disclosed herein.

VIGIL MECHANISM

Your Company has the Board-approved Business Ethics & Vigil Mechanism Policy establishing a whistle blower/vigil mechanism for Directors and employees to report their genuine concerns to the designated authorities regarding any unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, and provides safeguards against the victimization of individuals who avail of the mechanism. The Policy permits all the directors and employees to report any breach of policy directly to the Business Ethics & Compliance Office, or the Chairman of the Audit committee in exceptional cases (viz. serious fraud, cases threatening Company's existence, embezzlement etc.). During the year under review, no employee was denied access to the Business Ethics & Compliance Office or to the Audit Committee. The Business Ethics and Vigil Mechanism Policy is available on the website of the Company (www.xerox.com/india).

DISCLOSURE OF THE NOMINATION & REMUNERATION POLICY

Your Company has the Board-approved Nomination and Remuneration Policy for the selection and appointment of Directors, Key Managerial Personnel and other senior management personnel, fixing their remuneration including criteria for determining qualifications, positive attributes, independence of a director and related matters as provided under the applicable provisions of the Act. The Nomination and Remuneration Policy is enclosed as **Annexure – II**.

DEPOSITS UNDER THE COMPANIES ACT, 2013

During the year under Report, your Company has not accepted any public deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (as amended from time to time), and as such, no amount on account of principal or interest on deposits was outstanding as on the date of the financial statement/ balance sheet. There are no unclaimed deposits as on 31st March 2020.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under Report, your Company has not given any loan or provided any guarantee or made any investment within the meaning of Section 186 of the Companies Act, 2013.

PAYMENT OF DIVIDEND

During the year under Report, your Company paid the final dividend of Rs. 23.50 per equity share (aggregating to Rs. 1,05,29,88,000/-) for the FY 2018-19 to all its shareholders as on the Record Date, i.e. 6th September 2019., as declared by the shareholders in the 23rd Annual General Meeting held on 25th September 2019 (as adjourned on 18th September 2019). Out of that, till the end of the FY 2019-20 on 31st March 2020, the demand drafts/bankers cheque for such dividend (as sent by the Company to its shareholders) for an aggregate amount of Rs. 1,04,26,28,942/- were encashed by the shareholders, and an unpaid/unclaimed amount of dividend aggregating to Rs. 1,03,59,058/- is lying in the "Unpaid Dividend Account" of the Company being maintained at Citibank.

During the year under Report, as and when the requests for revalidation of already issued demand drafts/banker's cheques or requests for issuance of fresh demand drafts owing to expiry of the instruments, were received by the Company, the same were addressed to by your Company promptly.

Any shareholder who has not encashed his/her/its demand draft/banker's cheque or whose demand draft/banker's cheques got expired for any reason, they can write directly to the Company Secretary of the Company at the Registered Office.

INTERNAL CONTROL

Your Company has laid down standards, processes and structure which enable implementation of internal financial controls across the organization to ensure that the same are adequate and are operating effectively.

Your Company has appointed Ernst & Young LLP to oversee and carry out the internal audit of its activities. The audit is based on an internal audit plan, which is reviewed each year in consultation with the Audit Committee. Your Company has an Audit Committee, the details of which have been provided elsewhere in this Report. The Audit Committee reviews internal audit reports submitted by the Internal Auditors. Suggestions for improvement (if any) in such audit reports are considered and the Audit committee follows up on corrective actions. The Audit committee also meets the Statutory Auditors to ascertain, inter alia, their views on the adequacy of internal control systems, and keeps the Board of Directors periodically informed of its major observations, if any.

RISK MANAGEMENT

Your Company has the Board-approved Policy for Risk Assessment & Management, wherein all potential material risks w.r.t. the Company are identified and assessed. Further, the risk management of the Company is overseen by the Audit Committee.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year of the Company till the date of this report except as disclosed in this Annual Report read with Financial Statements.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the Statutory Auditors nor the Secretarial Auditors have reported to the Audit Committee, any instances of fraud committed against the Company by its officers or employees under Section 143(12) of the Act.

AUDITORS & AUDITORS' REPORT

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s Price Waterhouse & Co Bangalore LLP, Chartered Accountants, were appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of the 18th Annual General meeting (AGM) of the Company held on 23rd September, 2014 (as adjourned from 16th September, 2014) till the conclusion of the 23rd AGM held in the year 2019. Accordingly, M/s Price Waterhouse & Co Bangalore LLP ceased to be the Statutory Auditors of the Company on the conclusion of the 23rd AGM held on 25th September 2019 (as adjourned from 18th September 2019).

The Board of Directors of the Company (based on the recommendation of the Audit Committee), in its meeting held on 16th July 2019, appointed M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W), as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years from the conclusion of 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting, i.e. for a period of 5 (Five) financial years beginning FY 2019-20 till FY 2023-24. The said appointment and remuneration of Statutory Auditors were subsequently approved by the shareholders of the Company in the 23rd Annual General Meeting held on 25th September 2019 (as adjourned from 18th September 2019).

EXPLANATION ON AUDITOR'S QUALIFICATIONS

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report for financial year 2019-20, except Emphasis of Matter w.r.t. (a) Proceedings by Directorate of Enforcement, and (b) Assessment of impact of Covid-19 on Company's operations, the explanations thereon by your Directors are as follows:

(A) With respect to the “Emphasis of Matter” (appearing at Sl. No. 1 in the Auditors’ Report), for the year under Report, your Directors state that the said matter pertains to the years 2000-03. In this regard, reference is made to Note No. 45(a) of the Notes to Financial Statements, which provides the relevant information and explanation to the Emphasis of Matter made by the Auditors.

(B) With respect to the “Emphasis of Matter” (appearing at Sl. No. 2 in the Auditors’ Report), for the year under Report, your Directors state that a reference is made to Note No. 2.3 of the Notes to Financial Statements, which provides the relevant information and explanation to the Emphasis of Matter made by the Auditors.

SECRETARIAL AUDITOR’S REPORT

In terms of Section 204 of the Companies Act, 2013 and the Rules made there under, M/s Ranjeet Pandey & Associates, Practising Company Secretaries, had been appointed as the Secretarial Auditors of the Company for the financial year 2019-20. The Secretarial Auditor’s Report for the FY 2019-20 does not contain any qualification, reservation or adverse remark. The Secretarial Auditor’s Report is enclosed as **Annexure - III** to this Report. The contents of the said report are self-explanatory and no further comments / explanations are called for.

NOTES TO THE FINANCIAL STATEMENTS

All the Notes to the Financial Statement for the Financial Year under Report are self-explanatory and do not require any further comments/remarks from your Directors unless otherwise disclosed herein.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company’s management is responsible for establishing and maintaining an adequate system of internal controls over financial reporting. Accordingly, the management has laid down internal financial controls to be followed by the Company in line with the guidance notes issued by the Institute of Chartered Accountants of India and such policies and procedures to be adopted by the Company for ensuring efficient conduct of its business, including adherence to Company’s policies, safeguarding of its assets, accuracy and completeness of the accounting records and timely preparation of financial information. The internal controls commensurate with the size, scale and complexity of your Company’s operations and facilitate prevention and timely detection of any irregularities, errors and frauds. The internal controls are continuously assessed and improved/modified to meet changes in business conditions, statutory and accounting requirements.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS IMPACTING THE GOING CONCERN STATUS

There are no significant and material order(s) passed by any of the Regulators or courts or tribunals which could impact the going concern status of the company and its future operations.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo required to be disclosed as per the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is set out in **Annexure-IV** forming part of this Report.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into by your Company during the financial year under Report were at arms’ length basis and were in the ordinary course of the business of the Company except as disclosed herein, details of such transactions with Related Parties are provided under Note No. 40 in the accompanying financial statements. Accordingly, the requisite disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 is provided under AOC-2 and set out in **Annexure-V** forming part of this Report. All the related party transactions are presented to the Audit Committee and the Board of Directors. The related party transactions entered into by the Company which were not in ordinary course of business, as aforesaid, were undertaken by the Company after obtaining the requisite approvals/ ratification of Audit Committee, Board of Directors, and shareholders of the Company, as the case may be.

A statement of all the related party transactions is presented before the Audit committee and Board on a quarterly basis, specifying the nature and value of these transactions.

Also, pursuant to the Ministry of Corporate Affairs' (MCA) Notification dated 14th December 2015, the Board of Directors of the Company (in its meeting held on 2nd March 2016) laid down the broad criteria for the Audit Committee towards granting omnibus approval to the related party transactions. Based on that, the Audit Committee (on 29th March 2019) had granted its omnibus approval to all the related party transactions for the FY 2019-20.

PARTICULARS OF EMPLOYEES

The information required under Section 134 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time and as in force on the date of Report) and any other applicable provisions of the Companies Act, 2013 and rules made thereunder, in respect of employees of the Company, is provided in **Annexure-VI** forming part of this Report.

DOCUMENTS PLACED ON THE WEBSITE (WWW.XEROX.COM/INDIA)

The following documents are available on the Company's website in compliance with the Act:

1. Business Ethics & Vigil Mechanism Policy for directors and employees to report genuine concerns as per proviso to section 177(10);
2. Terms and conditions of appointment of Independent Directors as per Schedule IV to the Act;
3. Business Ethics and Code of Conduct;
4. Policy under Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013;
5. Corporate Social Responsibility Policy;
6. Nomination and Remuneration Policy; and
7. Annual Return (FY 2018-19)

SUBSIDIARIES / JOINT VENTURE / ASSOCIATE

Your Company does not have any subsidiary/ joint venture/ associate company.

SHARE CAPITAL

Your Company has only one class of shares viz. equity shares with a face value of Rs. 10/- each. During the year under review, there is no change in the issued, subscribed and paid-up capital of your Company. The outstanding capital as on 31st March 2020 is Rs. 4480.80 Lacs comprising 4,48,08,000 equity shares of Rs. 10/- each.

EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Act, an extract of Annual Return as provided under Sub-Section (3) of Section 92 of the Companies Act, 2013 is enclosed as **Annexure-VII** in the prescribed Form MGT-9 and forms part of this Report. The Annual Return (MGT-7) of the Company as required under the Companies Act, 2013, will be available on the website of the Company at www.xerox.com/india

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under Report, the applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, including any amendments/substitution thereof and as in force, have been duly followed by your Company.

EVENTS OCCURRING AFTER BALANCE SHEET DATE

There were no significant event that occurred after the Balance Sheet Date apart from the ones mentioned in/referred to under Material Changes and Commitments affecting financial position read with the Financial Statements between the end of the financial year and date of the report.

REMOTE E-VOTING AND BALLOT VOTING AT AGM

To enable the shareholders to vote on the resolutions proposed at the AGM, the Company has arranged for a remote e-voting facility. The Company has engaged NSDL to provide e-voting facility to all the members. Members whose names appear on the Register of Members as on 4th September 2020, shall be eligible to participate in the e-voting.

The facility for voting through ballot/polling slips will also be made available at the venue of the AGM and the members who have not cast their votes by remote e-voting can exercise their vote at the AGM.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no such events/ transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. The Company does not have any scheme of provision of money for the purchase of its own shares by employees.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
6. No fraud has been reported by the Auditors to the Audit Committee or the Board.

ACKNOWLEDGEMENTS

Your Directors place on record their deep appreciation to employees of the Company at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to earn profits in the last 5 (Five) financial years including the financial year under report.

Your Directors would also like to acknowledge the continued contribution and support extended by its ultimate parent entity namely Xerox Holdings Corporation, United States, to your Company in providing the latest equipments with technological improvements and marketing strategy inputs across all segments of the business in which it operates. This has enabled the Company to provide higher levels of consumer satisfaction through continuous improvement in existing products and introduction of new products as well.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its customers, alliances and channel partners, suppliers, banks and others associated with the Company.

The Directors also take this opportunity to thank all the Shareholders, Government and Regulatory Authorities, for their continued support.

CAUTIONARY STATEMENT

Statements in the Annual Report, particularly those which relate to the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

For and on behalf of Board of Directors

Sd/-

MARTIN BOYLE

Director
(DIN 08608348)

Glasgow

16th July 2020

Sd/-

LEO JOSEPH

Managing Director
(DIN 08671160)

Gurugram

16th July 2020

Annual Report on Corporate Social Responsibility

A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs

Corporate Social Responsibility (CSR) has been a voluntary and long-standing commitment at Xerox India.

The CSR Policy of the Company sets the framework guiding its CSR activities. It outlines the governance structure, operating framework, monitoring mechanism, and CSR activities that would be undertaken. The CSR committee is the governing/overseeing body that articulates the scope of CSR activities and ensures compliance with the CSR Policy. The Company's CSR activities are largely focused in the areas of education, health, skill development, environmental development and other activities as the Company may choose to select in fulfilling its CSR objectives.

OBJECTIVE

The broad objectives as stated in your Company's CSR policy are:

1. To directly or indirectly take up programs that benefit the communities in and around the Company's workplace and results, over a period of time, in enhancing the quality of life and economic well-being of the local populace.
2. To generate through its CSR initiatives, a community goodwill for the Company and help reinforce a positive & socially responsible image of the Company as a corporate entity and as a good corporate citizen.
3. Ensure commitment at all levels in the organization, to operate its business in an economically, socially and environmentally sustainable manner, while recognizing the interest of all its stakeholders.

FOCUS AREAS

Our CSR activities are focussed on the following areas:

1. Literacy and Empowerment
2. Promoting Education
3. Skill Training and Livelihood Enhancement
4. Health care
5. Environmental Sustainability

For more details on Company's CSR policy, visit file:///C:/Users/q4m1gxjt/Downloads/ind_social_responsibility%20(1).pdf

COMPOSITION OF CSR COMMITTEE

The Company has constituted a Board-level Corporate Social Responsibility (CSR) Committee to govern/oversee the implementation of the CSR Policy. The CSR Committee is presently comprised of Mr. David B. Dyas, Non-Executive Director (Chairman); Mr. Rishi Kant Srivastava, Independent Director (Member); and Mr. Leo Joseph, Managing Director (Member).

FINANCIAL DETAILS

As per Section 135 of the Companies Act, 2013, for the FY 2019-20, the Company was required to spend Rs. 90.18 Lacs towards CSR activities and the Company's spent on CSR activities amounted to Rs. 90,24,050/-*.

The financial details as required under the provisions of the Companies Act, 2013 are as follows:

Particulars	Amount (in Rs.)
1. Average net profit of the company for last three financial years:	Rs. 4508.95 Lacs
2. Prescribed CSR expenditure (two per cent of the amount as in item 1 above):	Rs. 90,17,917/-
3. Details of CSR spent during the financial year 2019-20:	
(a) Total amount spend for the financial year :	Rs. 90,24,050/- *
(b) Amount unspent, if any:	N.A.

(Amount in Rs.)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programs (1) Local Area or other (2) Specify the State and District where project or programs was undertaken	Amount outlay (budget) project or programme wise	Amount spent on the projects or programs: Sub-heads: (1) Direct expenditure on project or programmes (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing authority
1.	Contribution made to the "Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund" (PM CARES Fund)	Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women	Contribution made to the PM CARES Fund	49,18,000/-	Direct: 49,18,000/-	49,18,000/-	Direct contribution to the PM CARES Fund
2.	Developing awareness, appreciation & understanding among children of underprivileged schools about environment thereby promoting ecological consciousness and responsibility towards environment through interactive sessions comprising of Nature Trails & Workshops	ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water	Delhi & NCR	5,52,724/-	Direct: 5,52,724/- (committed liability of Rs. 5,52,724/-)	5,52,724/-	Through World Wide Fund for Nature-India (WWF-India)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programs (1) Local Area or other (2) Specify the State and District where project or programs was undertaken	Amount outlay (budget) project or programme wise	Amount spent on the projects or programs: Sub-heads: (1) Direct expenditure on project or programmes (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing authority
3.	Imparting skill training to underprivileged women in tailoring and stitching and their basic literacy, thereby enhancing their confidence level and financial self-dependence	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	Delhi & NCR	10,50,140/-	Direct: 10,50,140 (committed liability of Rs. 10,50,140/-)	10,50,140/-	Through Samarpan Foundation
4.	Making available affordable health services to the underprivileged women and children at their doorstep with community sensitization to promote health seeking behaviour thereby providing both preventive and curative healthcare services in the National Capital Region	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water	Delhi & NCR	14,99,986/-	Direct: 14,99,986 (committed liability of Rs. 14,99,986/-)	14,99,986/-	Through Dr. A.V. Baliga Memorial Trust

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programs (1) Local Area or other (2) Specify the State and District where project or programs was undertaken	Amount outlay (budget) project or programme wise	Amount spent on the projects or programs: Sub-heads: (1) Direct expenditure on project or programmes (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing authority
5.	Setting up of Non-formal Education Centers in the target communities of children of labourers and migrants living in slums, to cover the basic contents of the first 4-grades of the formal primary school curriculum; objective is to mainstream the children to the appropriate classes in the nearby Government/ formal school; to enroll drop-outs in formal education; to provide life-skill education; to raise social and preventive health awareness among children and their parents	Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	Delhi & NCR	10,03,200/-	Direct: 10,03,200/- (committed liability of Rs. 10,03,200/-)	10,03,200/-	Through Association for Blindness and Leprosy Eradication (ABLE Charities)

* inclusive of an aggregate Rs. 41,06,050/- as amount committed/provided for under MoUs/Agreements entered into by the Company (during FY 2019-20) with aforesaid Agencies towards its ongoing CSR activities

In case the company has failed to spend the 2% of the average net profits of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Not Applicable

A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the company

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee hereby affirm that the CSR Policy (as approved by the Board) has been implemented and the CSR committee monitors the implementation of the projects and activities in compliance with our CSR objectives.

Sd/-

DAVID B. DYAS
Chairman (CSR Committee)

Uxbridge
23rd June 2020

Sd/-

LEO JOSEPH
Managing Director

Gurugram

Nomination and Remuneration Policy

INTRODUCTION:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel's (KMP's) and employees of the Company based on skill, experience, industry standards and Company's performance, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of prevailing provisions of the Companies Act, 2013, Nomination and Remuneration Policy (hereinafter referred to as the "Policy") for Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors.

Objective and purpose of the Policy:

The objective and purpose of this policy are:

- To lay down criteria and terms & conditions with regard to identifying person(s) who are qualified to become Directors (both Executive and Non-Executive) and persons who may be appointed in Senior management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the sector engaged in the business of trading of Xerographic equipments. In addition to above, experience of concerned person(s) or contribution to achieve the Company's objective will also be considered.
- To carry out evaluation of the performance of Company's Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations and growth.
- To retain, motivate and promote talent and to ensure long term sustainability of talented Managerial person(s) & employee(s) and create competitive advantage.

Considering the aforesaid objective, future prospect and growth of the Company, this Policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 03 March, 2015.

The key features of the Nomination & Remuneration Policy are as under:

PART-A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- i) Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- ii) Identify person(s) who are qualified and eligible to become Director (Executive, Non-Executive viz. Independent or Non-Independent) and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy.
- iii) Recommend to the Board, appointment and removal of Director, KMP's and Senior Management Personnel.

PART-B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP's AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

- i) Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person(s) for appointment as Director, KMP's or at Senior Management level and recommend to the Board his / her appointment.

- ii) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position in the best interest of the Company.
- iii) The Company shall not appoint or continue the employment of any person as Managing Director/Whole time Director who has attained the age of seventy years (70 years). Provided however that the term of the person holding such position may be extended beyond the age of seventy years (70 Years) with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided however that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

Evaluation of Performance:

The Committee shall carry out evaluation of performance of every Director, KMP's and Senior Management personnel at regular interval.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013 & rules made thereunder or under any other applicable Act, rules and regulations or otherwise as the Committee and Board may think fit in the best interest of the Company, the Committee may recommend, to the Board with reasons recorded in writing, removal of any Director, KMP's or Senior Management Personnel subject to the provisions and compliance of the applicable Act, rules and regulations made there under.

Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP's, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the best interest and benefit of the Company.

PART-C

POLICY RELATING TO THE REMUNERATION FOR THE MANAGING DIRECTOR, WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

General:

- i) The remuneration / compensation / commission etc. to the Managing Director, Whole-time Director and KMP's will be determined by the Committee and recommended to the Board for approval. However, the remuneration/ compensation/ commission etc. to the Managing Director and Whole-time Director, shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required. Appointment of Senior Management Personnel

including their remuneration to be finalized by the Managing Director of the Company and in absence of MD, by CFO of the Company.

- ii) The remuneration and commission to be paid to the Managing Director and/or Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made there under.
- iii) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director and/or Whole-time Director subject to the provisions of the Companies Act, 2013 and rules & regulations made thereunder. Increments will be effective from the date as may be decided by the Board in line with recommendation of Committee.
- iv) Where any insurance is taken by the company on behalf of its Managing Director(s), Whole-time Director(s), Chief Executive Officer, Chief Financial Officer, Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided however that if such person is proved to be guilty, the premium paid towards such insurance policy shall be treated as part of the remuneration.
- v) Remuneration to Managing Director/Whole-time Director/ Executive Director, KMP's and Senior Management Personnel:

a) Fixed Remuneration/Salary/Compensation:

Managing Director/ Whole-time Director / KMP's shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, medical expenses, other perquisites etc. shall be decided and approved by the Board on the recommendation of the Committee. Provided, however, Remuneration to Managing Director/ Whole time Director/ Executive Director shall be approved by the shareholders and Central Government, wherever required. Remuneration of Senior Management Personnel to be finalized by the Managing Director of the Company and in absence of MD, by CFO of the Company.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director and/or Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Executive Director/ Managing Director/ Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

(D) Remuneration to Non-Executive / Independent Director:

Remuneration and commission:

The remuneration / commission, if applicable, shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof as may be approved by the Board from time to time. Provided however that the amount of such fees shall not exceed Rs. One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013, as recommended by the Committee and approved by the Board.

Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

(E) Stock Option

Stock options in the form of ESOP/ESOS may be given by the Company to the Directors/ KMPs and/or other employees of the Company as per scheme framed by the Company from time to time in terms with provisions of Section 62, Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company. Provided however that Independent Directors shall not be eligible to participate in ESOP scheme of the Company.

For more details on Company's Nomination and Remuneration policy, visit [file:///C:/Users/q4m1gxjt/Downloads/IndiaNominationRemuneartionPolicy%20\(2\).pdf](file:///C:/Users/q4m1gxjt/Downloads/IndiaNominationRemuneartionPolicy%20(2).pdf)

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Secretarial Audit Report

For the financial year ended on 31st March, 2020

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
XEROX India Limited,
5th Floor, Block One, Vatika Business Park,
Sector- 49, Sohna Road,
Gurgaon-122018, Haryana

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by “**XEROX India Limited**” (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification, to the extent possible due to lockdown announced by Government of India on account of COVID-19 pandemic, of **XEROX India Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;
- iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- iv) The Legal Metrology Act, 2009 and rules made thereunder (specifically applicable legislation to the Company, being engaged in the business of trading of xerographic equipment, multifunction devices etc.)

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above. Further, during the audit period under review, we observed that:

1. the Company has carried out related party transactions in the ordinary course of business and at arms' length price with the appropriate approvals and disclosures to the extent applicable; and
2. the Board has appointed Mr. Martin Boyle as Managing Director of the Company w.e.f. 13th November, 2019 subject to the approvals of members and Central Government. However, approval of members could not be obtained as no general meeting was held after such appointment. Further, approval of the Central Government is awaited.

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors (including woman director) and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice has been given to all directors to schedule the Board Meetings including committee meetings during the financial year under review, agenda and detailed notes on agenda were sent within prescribed timeline, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the verification of the records and minutes, we report that all the decisions are carried unanimously. The members of the Board have not expressed dissenting views on any of the agenda items during the financial year under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has declared and paid dividend and due compliance of the Act was made. Apart from this, the Company has not carried out any specific events/action having a major bearing on the Company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

**FOR RANJEET PANDEY & ASSOCIATES
COMPANY SECRETARIES**

Sd/-

Place: NEW DELHI

Date : 16.07.2020

**CS RANJEET PANDEY
FCS- 5922, CP No.- 6087
UDIN F005922B000464633**

This report is to be read with our letter of even date which is annexed as **Annexure-I** and forms an integral part of this report.

Annexure-I

To
The Members,
XEROX India Limited,
5th Floor, Block One, Vatika Business Park,
Sector- 49, Sohna Road,
Gurgaon-122018, Haryana

Our report of even date is to be read along with this letter:

1. Management of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of the events requiring compliance and reporting etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have tried to verify the physical records, to the extent possible, for the period starting from 1st January, 2020 till 31st March, 2020 in order to verify the compliances, however, reliance was also placed on electronic records for verification due to lockdown announced by Government of India on account of COVID-19 pandemic.

**FOR RANJEET PANDEY & ASSOCIATES
COMPANY SECRETARIES**

Sd/-

Place: NEW DELHI

Date : 16.07.2020

**CS RANJEET PANDEY
FCS- 5922, CP No.- 6087
UDIN F005922B000464633**

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are as follows:

A. CONSERVATION OF ENERGY

- a. The operations of the Company, being technology related, require normal consumption of electricity.
- b. Disclosure of particulars with respect to conservation of energy
Your Company has been taking every necessary step to reduce the consumption of energy, significant among these are covered under the Board's Report/Financial Statements. Additionally, during the year under Report, following are the steps taken by your company w.r.t. energy conservation at its Gurugram (Haryana) office/s:
 - we have replaced lights of one of the floors with lesser no. of LED lights. Yearly cost saved INR 40,000/- (approx.)
 - Your Company has also stopped usage of plastic glasses, 1 litre plastic bottles, and plastic straws.
- c. The steps taken by the company for utilising alternate sources of energy: Nil, the focus has only been on energy conservation.
- d. The capital investment on energy conservation equipments: Nil

B. TECHNOLOGY ABSORPTION

Disclosure of particulars with respect to Technology Absorption is covered under "CSR Initiatives" in the Board's Report (to the extent applicable).

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign exchange earnings and outgo during the year under review were Rs. 2601.05 Lacs (previous year Rs. 9105.93 Lacs) and Rs. 379.55 Lacs (previous year Rs. 1623.81 lacs), respectively.

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ANNEXURE-V

FORM NO. AOC-2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: None

a.	Name(s) of the related party and nature of relationship	NIL
b.	Nature of contracts/arrangements/transactions	
c.	Duration of the contracts/arrangements/transactions	
d.	Salient terms of the contracts/arrangements/transactions including the value, if any	
e.	Justification for entering into such contracts/arrangements/Transactions	
f.	Date(s) of approval by the Board	
g.	Amount paid as advances, if any	
h.	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

a.	Name(s) of the related party and nature of relationship	Xerox Technology Services India LLP, Bangalore (India); a group entity having common ultimate parent/holding company
b.	Nature of contracts/arrangements/transactions	Sharing of office space and other infrastructural facility with XTSI at Unit No. 1, 10 th Floor, "Discoverer" Building, International Tech Park, Whitefield Road, Bangalore – 560066
c.	Duration of the contracts/arrangements/transactions	11 (Eleven) months, beginning 1 st October 2019
d.	Salient terms of the contracts/arrangements/transactions including the value, if any	As per letter "permission to use office space" (dated 31.10.2019) at a consolidated monthly rental of Rs. 3,80,000/-.
e.	Date(s) of approval by the Board, if any	13.11.2019
f.	Amount paid as advances, if any	N.A.

For and on behalf of Board of Directors

Sd/-
Leo Joseph
 Managing Director
 (DIN 08671160)

Sd/-
Martin Boyle
 Director
 (DIN 08608348)

Gurugram
 16th July 2020

ANNEXURE-VI

Statement pursuant to Section 134(3) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of the Board's Report for the year ended March 31, 2020

Names of Top 10 employees of the Company in terms of remuneration drawn:

Sl. No.	Name	Designation	Educational Qualification	Experience (in years)	Remuneration (in Rs.)	Previous Employment
1.	Deepika Chaudhry	Executive Director-Legal	LLB, B.Sc.	29	1,53,16,650/-	Microsoft India
2.	Satpreet Singh	Chief Financial Officer	CA, B.Com	23	1,29,56,356/-	Verifone India Sales Pvt. Ltd.
3.	Vineet Gehani	Director – Technology & Channels	MBA (Mktg.)	22	1,10,75,468/-	HP Inc.
4.	Ritesh Gandotra	Director-GDO Sales	Exec. Masters in International Business, B.Tech.	23	1,09,62,096/-	IBM India Pvt. Ltd.
5.	Anurag Gupta	Director-Customer Service Operations	B.Sc.	36	1,05,53,081/-	Tata Teleservices Ltd.
6.	Maninder Singh	XIM-DMO Business Relationship Manager	B.Com.; DCA	34	84,58,353/-	Computer Wave
7.	Shankaracharya Laskar	Director-Marketing & Mid Markets	PGDM-Marketing	19	80,24,751/-	Hewlett Packard India Sales Pvt. Ltd
8.	Aditya Sawant	Associate Director-GDO Operations	BE (Elec.& Telecomm.)	21	76,91,722/-	Ericsson India Pvt. Ltd
9.	Mohit Kumar	Finance Controller	CA, CPA	17	66,41,218/-	Indus Towers Ltd.
10.	Supratim Ghosh	Director-Human Resources, Asia Pacific	MBA (HR & OD)	18	53,95,937/-	Alcatel Lucent

Employees employed throughout the financial year 2019-20 who were in receipt of an aggregate remuneration equal to or exceeding Rs. 1,02,00,000/- per annum:

Sl. No.	Name of the Employee/Director	Designation	Remuneration received (in Rs.)	Nature of Employment (whether contractual or permanent)	Qualifications and Experience (in years)	Date of commencement of Employment with the Company	Age (in years)	Last employment held before joining the Company
1	Deepika Chaudhry	Executive Director - Legal	1,53,16,650/-	Permanent	LLB, B.Sc. (29 years)	22-07-2013	54	Microsoft India
2	Satpreet Singh	Chief Financial Officer	1,29,56,356/-	Permanent	CA, B.Com (23 years)	06-03-2012	50	Verifone India Sales Pvt. Ltd.
3	Vineet Gehani	Director-Technology & Channels	1,10,75,468/-	Permanent	MBA (Mktg.) 22 years	14.09.2018	46	HP Inc.
4	Ritesh Gandotra	Director-GDO Sales	1,09,62,096/-	Permanent	Exec. Masters in International Business, B.Tech (21 years)	24.04.2017	43	IBM India

Sl. No.	Name of the Employee/ Director	Designation	Remuneration received (in Rs.)	Nature of Employment (whether contractual or permanent)	Qualifications and Experience (in years)	Date of commencement of Employment with the Company	Age (in years)	Last employment held before joining the Company
5	Anurag Gupta	Director – Customer Service Operations	1,05,53,081/-	Permanent	B.Sc. (36 years)	25.01.2005	54	Tata Teleservices

Employees employed for part of the financial year 2019-20 who were in receipt of a remuneration for any part of the financial year 2019-20, at a rate which, in the aggregate, was not less than Rs. 8,50,000/- per month:

Sl. No.	Name of the Employee/ Director	Designation	Remuneration received (in Rs.)	Nature of Employment (whether contractual or permanent)	Qualifications and Experience (in years)	Date of commencement of Employment with the Company	Age (in years)	Last employment held before joining the Company
1	Raj Kumar Rishi*	Managing Director	1,34,38,751/-&	Permanent	BE (31 years)	15.12.2017	55	HP Inc.
2	Kazunaga Tanaka®	General Manager- Business Development (Japanese Accounts)	25,96,499/-	Permanent	BBA (20 years)	26-02-2018	43	Fuji Xerox Co. Ltd.
3	Kanchan Chehal#	Executive Director - Human Resources, Asia Pacific	1,48,50,383/-	Permanent	BA, PGDBM; (22 years)	24-11-2014	45	GAP Inc.
4	Martin Boyle\$	Regional General Manager / Managing Director	1,02,81,472/-	Permanent	BA (Hons.) Business Studies (20 years)	04.09.2019	53	Xerox Finance Ltd.
5	Leo Joseph^	Managing Director	51,68,710/-	Permanent	Exec. MBA (29 years)	27.02.2020	50	HP Inc.

*Date of cessation of employment: 23.05.2019

& some adjustments were made in this amount as per the terms of appointment

@ Date of cessation of employment: 30.04.2019

Date of cessation of employment: 26.11.2019

\$ Date of appointment/secondment as Regional Managing Director: 04.09.2019; Date of appointment/Change in Designation as the Managing Director: 13.11.2019; and date of cessation as Managing Director: 25.02.2020

^ Date of appointment as the Managing Director: 27.02.2020

FORM NO. MGT-9

Extract of Annual Return
as on the financial year ended on 31st March, 2020[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN - **U72200HR1995PLC049183**
- ii) Registration Date - 29th December 1995
- iii) Name of the Company - **Xerox India Limited**
- iv) Category/Sub-category of the Company - Public Company limited by Shares / Non-Government Company
- v) Address of the Registered Office and Contact Details - **Xerox India Limited**
5th Floor, Block One, Vatika Business Park,
Sector 49, Sohna Road, Gurugram - 122018, Haryana
Tel: +91 124 446 3000 | Fax: +91 124 446 3111
email: askus@xerox.com
- vi) Whether Listed Company (Yes / No) - No
- vii) Name, Address and Contact Details of Registrar and Transfer Agent, if any - **M/s. MCS Share Transfer Agent Limited**
Regd. Office: 12/1/5 Manoharpukur Road, Kolkata – 700026
Tel: +91 33 40724051 | Fax: +91 33 40724050
Regional Office: F-65, 1st Floor, Okhla Industrial Area,
Phase – I, New Delhi - 110020
Tel: +91 11 41406149 | Fax: +91 11 41709881
email: mcssta@rediffmail.com / admin@mcsregistrars.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of Main Products/Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1.	Trading in Xerographic Equipments & its Consumables, Multi-Function Devices, Laser Printers, Paper; and Provision of After Sales Services therefor under the following Segments contributing 10% or more of the total turnover of the Company for the financial year under Report:	46591, 82191, 82199, 33129, 17093	
	(a) Global Document Outsourcing		25.84
	(b) Office		24.06
	(c) Graphic Communications		39.08

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Xerox Holdings Corporation * 201 Merritt 7, Norwalk, Connecticut 06851 United States	Not Applicable	Holding	Nil	2(46) & 2(69) r/w 2(87) of Companies Act, 2013
2.	Xerox Corporation 201 Merritt 7, Norwalk, Connecticut 06851 United States	Not Applicable	Holding	Nil	2(46) & 2(69) r/w 2(87) of Companies Act, 2013
3.	Xerox limited, UK Bridgehouse, Oxford Road, Uxbridge, Middlesex UB8 1HS	Not Applicable	Holding	45.58 %	2(46) & 2(69) r/w 2(87) of Companies Act, 2013
4.	XC Trading Singapore Pte. Ltd. 80, Anson Road, Singapore	Not Applicable	Holding	39.29 %	2(46) & 2(69) r/w 2(87) of Companies Act, 2013
5.	Xerox Investments Europe B.V. De Corridor 5, Breukelen, 3621 ZA, The Netherlands	Not Applicable	Holding	11.79 %	2(46) & 2(69) r/w 2(87) of Companies Act, 2013

* effective 31st July 2019

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
Individual/ HUF	0	0	0	N.A.	0	0	0	N.A.	N.A.
Central Government	0	0	0	N.A.	0	0	0	N.A.	N.A.
State Government(s)	0	0	0	N.A.	0	0	0	N.A.	N.A.
Bodies Corporate(s)	0	0	0	N.A.	0	0	0	N.A.	N.A.
Banks/FIs	0	0	0	N.A.	0	0	0	N.A.	N.A.
Any Other	0	0	0	N.A.	0	0	0	N.A.	N.A.
Sub-total (A)(1): -	0	0	0	N.A.	0	0	0	N.A.	N.A.
(2) Foreign									
NRIs-Individuals	0	0	0	N.A.	0	0	0	N.A.	N.A.
Other-Individuals	0	0	0	N.A.	0	0	0	N.A.	N.A.
Bodies Corporate(s)	0	43311027	43311027	96.66	0	43311027	43311027	96.66	N.A.
Banks/FIs	0	0	0	N.A.	0	0	0	N.A.	N.A.
Any Other	0	0	0	N.A.	0	0	0	N.A.	N.A.
Sub-total (A)(2):-	0	43311027	43311027	96.66	0	43311027	43311027	96.66	N.A.
Total Shareholding of Promoters (A) = (A)(1)+ (A)(2)	0	43311027	43311027	96.66	0	43311027	43311027	96.66	N.A.

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	0	1538	1538	0.0034	0	1538	1538	0.0034	NIL
(b) Banks/FIs	0	10254	10254	0.0229	0	10254	10254	0.0229	NIL
(c) Central Government	0	0	0	0	0	0	0	0	NIL
(d) State Government(s)	0	0	0	0	0	0	0	0	NIL
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	NIL
(f) Insurance Companies	39746	622	40368	0.0901	39746	622	40368	0.0901	NIL
(g) FIIs	0	1711	1711	0.0038	0	1711	1711	0.0038	NIL
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	NIL
(i) Others (specify)	0	0	0	0	0	0	0	0	NIL
Sub-total (B)(1):-	39746	14125	53871	0.1202	39746	14125	53871	0.1202	NIL
2. Non-Institutions									
(a) Bodies Corporate									
i) Indian	11067	532066	543133	1.212	12526	531009	543535	1.212	(-) 0.00
ii) Overseas	0	0	0	0	0	0	0	0	NIL
(b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	47179	705046	752225	1.68	100844	663080	763924	1.70	(+) 0.02
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	12433	131369	143802	0.32	12433	119404	131837	0.29	(-) 0.03
(c) Others:									
Trust & Foundations	0	0	0	0	64	0	64	0.0001	(+) 0.0001
Non-Resident Individual	439	3503	3942	0.009	239	3503	3742	0.008	(-)0.001

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Sub-total (B)(2):-	71118	1371984	1443102	3.22	126106	1316996	1443102	3.25	NIL
Total Public Shareholding (B) = (B) (1) + (B)(2)	10864	1386109	1496973	3.34	165852	1331121	1496973	3.34	NIL
(c) Shares held by Custodian for GDRs & ADRs	0	0	0	NA	0	0	0	NA	NA
Grand Total (A+B+C)	110864	44697136	44808000	100.00	165852	44642148	44808000	100.00	NA

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2019)			Cumulative Shareholding during the year			% change in Shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares pledged/ encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged/ encumbered to Total Shares	
1.	Xerox Limited	20423200	45.58	Nil	20423200	45.58	Nil	Nil
2.	XC Trading Singapore Pte. Ltd.	17606706	39.29	Nil	17606706	39.29	Nil	Nil
3.	Xerox Investments Europe B.V.	5281121	11.79	Nil	5281121	11.79	Nil	Nil

iii. Change in Promoters' Shareholding (please specify, if there is no change):

There is no change in promoters' shareholding during FY 2019-20 and the aggregate shareholding of the promoters in your Company during the year under Report remained same.

Sl. No.	Particulars	Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	At the beginning of the year	43311027	96.66		
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for the increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):	N.A.	N.A.	N.A.	N.A.
3.	At the end of the year			43311027	96.66

iv. Shareholding Pattern of Top Ten Shareholders (other than directors, promoters and holders of GDRs and ADRs):

Sl. No.	Name	Remarks	Date	Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year	
				No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	Damani Estates & Finance Pvt. Ltd.	At the beginning of the year	01.04.2019	344488	0.76		
		At the end of the year	31.03.2020			344488	0.76
2.	Your Investment (India) Limited	At the beginning of the year	01.04.2019	95000	0.21		
		At the end of the year	31.03.2020			95000	0.21
3.	Radhakishan S Damani	At the beginning of the year	01.04.2019	75757	0.17		
		At the end of the year	31.03.2020			75757	0.17
4.	Toplight Corporate Management Pvt. Ltd.	At the beginning of the year	01.04.2019	48179	0.11		
		At the end of the year	31.03.2020			48179	0.11
5.	The Oriental Insurance Company Limited	At the beginning of the year	01.04.2019	39746	0.09		
		At the end of the year	31.03.2020			39746	0.09
6.	Rakesh Jhunjhunwala	At the beginning of the year	01.04.2019	33366	0.07		
		At the end of the year	31.03.2020			33366	0.07
7.	Vipul Priyakant Dalal	At the beginning of the year	01.04.2019	12468	0.028		
		At the end of the year	31.03.2020			12468	0.028
8.	Bright Star Investments Pvt. Ltd.	At the beginning of the year	01.04.2019	11794	0.026		
		At the end of the year	31.03.2020			11794	0.026
9.	Shrikantadevi R Damani	At the beginning of the year	01.04.2019	10246	0.023		
		At the end of the year	31.03.2020			10246	0.026
10.	Brindar Singh Singhota	At the beginning of the year	01.04.2019	10000	0.022		
		At the end of the year	31.03.2020			10000	0.022

Note: The details of shareholding, given above, is from 1st April 2019/the date of entering the Top 10 shareholders list till 31st March 2020 / the date of leaving Top 10 shareholders list.

The above details are given as on 31st March 2020. The Company is an unlisted company and 0.37% shareholding is in dematerialized form. Under the Depository system, the International Security Identification Number (ISIN) allotted to the Company's shares is INE034E01013.

The aforesaid holdings by top ten shareholders did not undergo any change.

The Company has not allotted/transferred or issued any bonus or sweat equity shares during the year under Report.

v. Shareholding of Directors and Key Managerial Personnel

Directors and Key Managerial Personnel of the Company do not have any shareholding in the Company.

V. INDEBTEDNESS

The Company has not availed any loan during the year under review.

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans (Inter- corporate Deposits)	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-
Change in Indebtedness during the financial year				
1. Addition	-	-	-	-
2. Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or manager:**

Sl. No.	Particulars of the Remuneration	Name of MD/WTD/ Manager			Total Amount
1.	Gross Salary:	Raj Kumar Rishi*	Martin Boyle®	Leo Joseph#	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,32,35,050	37,98,742	44,24,211	2,14,58,003
	(b) Value of Perquisites u/s 17(2) of Income Tax Act, 1961	1,01,120	58,95,448	Nil	59,96,568
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	N.A.	N.A.	N.A.	N.A.
2.	Stock Option	N.A.	N.A.	N.A.	N.A.
3.	Sweat Equity	N.A.	N.A.	N.A.	N.A.
4.	Commission	N.A.	N.A.	N.A.	N.A.
	- As % of profit				
	- Others, specify				
5.	Others, please specify	N.A.	N.A.	N.A.	N.A.
	Total (A)	1,33,36,170	96,94,190	44,24,211	2,74,54,571
	Ceiling as per the Act	As per the applicable provisions of the Companies Act, 2013 and Rules made thereunder			

* Ceased to be the Managing Director effective 23.05.2019

® Appointed as the Managing Director effective 13.11.2019 and ceased to be the Managing Director effective 25.02.2020

Appointed as the Managing Director effective 27.02.2020

B. Remuneration to other directors:

Sl. No.	Particulars of the Remuneration		Name of Directors				Total Amount
1.	Independent Directors	Prakash Kulathu Iyer	Rishi Kant Srivastava				
	- Fee for attending Board/ Committee meetings	1000000	1100000				2100000
	- Commission	Nil	Nil				Nil
	- Others, please specify	Nil	Nil				Nil
	Total (1)	1000000	1100000				2100000
2.	Other Non-Executive Directors			David Brian Dyas	Rodney Noonoo*	Emma Jane Lambert®	Martin Boyle#
	- Fee for attending Board/ committee meetings			NA	NA	NA	NA
	- Commission			Nil	Nil	Nil	Nil
	- Others, please specify			Nil	Nil	Nil	Nil
	Total (2)			Nil	Nil	Nil	Nil
	Total (B) – (1+2)	1000000	1100000	Nil	Nil	Nil	2100000
	Total Managerial Remuneration			2,95,54,571			
	Overall Ceiling as per the Act ⁵						

[§] fee for attending Board/Committee meetings is as per Section 197 of the Companies Act, 2013, as decided by the Board

* Rodney Noonoo ceased from the Directorship of the Company effective 10th January 2020

® Emma Jane Lambert was appointed as a Non-Executive Woman Director effective 30th July 2019

Martin Boyle ceased to be the Managing Director effective 25th February 2020 and continued as a Non-Executive Director effective 25th February 2020.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sl. No.	Particulars of the Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary:	N.A.	Rajiv L. Jha	Satpreet Singh	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		35,11,051	1,06,73,246	1,41,84,297
	(b) Value of Perquisites u/s 17(2) of Income Tax Act, 1961		32,400	14,28,312	14,60,712
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961		0	0	0
2.	Stock Option		N.A.	N.A.	N.A.
3.	Sweat Equity		N.A.	N.A.	N.A.
4.	Commission		N.A.	N.A.	N.A.
	- As % of profit				
	- Others, specify				
5.	Others, please specify		N.A.	N.A.	N.A.
	Total		35,43,451	1,21,01,558	1,56,45,009

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year under Report, there were no instance of any penalty/punishment/compounding of offences involving the Company, its Directors, and other officers in default under the provisions of the Companies Act, 2013.

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Independent Auditor's Report

To the Members of Xerox India Limited

Report on the Audit of the Financial Statements

OPINION

We have audited the financial statements of Xerox India Limited ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, statement of changes in equity and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

EMPHASIS OF MATTER

1. We draw attention to Note 45(a) of the financial statements in respect of investigation proceedings by Directorate of Enforcement (ED) relating to "Cash and carry wholesale trading" activities undertaken by the Company during the period 2000 to 2003 and consequent noncompliance with the provision of Foreign Exchange Management Act, 1999 outcome of which cannot be reliably estimated pending disposal of the Company's representation to Department of Industrial Policy and Promotion (DIPP). Accordingly, no adjustments have been made to the financial statements.
2. We draw your attention to Note 2.3 to the financial statements, which states that the management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements. Accordingly, no adjustments have been made to the financial statements.

Our opinion is not modified in respect of these matters.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Financial Statements.

OTHER MATTER

The Ind AS financial statements of the Company for the year ended March 31, 2019, were audited by another auditor. They had qualified their report dated July 16, 2019 with respect to Excess Managerial Remuneration matter for the financial year 2008-09.

Our opinion is not modified in respect of this matter.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure C”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 22 and 28 to the financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- 3. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Manish P Bathija
Partner
Membership No. 216706
UDIN: 20216706AAAADM6895

Place : Gurugram
Date: July 16th, 2020

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Annexure A to the Independent Auditor's Report on even date on the Financial Statements of Xerox India Limited

Auditor's Responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Manish P Bathija
Partner
Membership No. 216706
UDIN: 20216706AAAADM6895

Place : Gurugram
Date: July 16th, 2020

Annexure B to Independent Auditors' Report of even date on the Financial Statements of Xerox India Limited for the year ended March 31, 2020

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i.
 - (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets (Property, Plant and Equipment).
 - (b) All the fixed assets (Property, Plant and Equipment) have not been physically verified by the Management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties, as disclosed in Note 3 to the financial statements, are held in the name of the Company except for title deeds of leasehold land of Rs 17.56 Lacs and freehold land of Rs 6.49 Lacs, being assets held for sale, as disclosed in Note 44 to the financial statements, which are in possession of the transferee.
- ii. The inventory (excluding stocks with third parties) has been physically verified by the management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on verification between the physical stocks and the book records.
- iii. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships (LLP) or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, the provisions stated in paragraph 3 (iii) (a) to (c) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.
- vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.
- vii.
 - (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of goods and service tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including income tax, professional tax, provident fund, duty of customs, cess and other material statutory dues, as applicable, with the appropriate authorities.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - (c) According to the information and explanation given to us and examination of records of the Company, the outstanding dues of income-tax, sales tax, service tax, value added tax or goods and service tax and excise duty on account of any dispute, are as follows:

Amount in Rs. lacs

Name of the statute	Nature of dues	Total Demand	Paid under protest	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	104.98*	-	1995-96	Delhi High Court
		8.63	8.63	1998-99	Assessing Officer
		307.15	139.39	2003-04	
		1,849.94	1,573.53**#	2007-08	
		3,726.60	2,080.94**	2008-09	Income Tax Appellate Tribunal - Delhi
		849.41	242.96**	2009-10	
		184.59	-	2010-11	
		892.03	-	2011-12	Commissioner of Income Tax (Appeals)
		20.56	-	2012-13	
		140.60	-	2014-15	
		306.27	-	2015-16	
Chapter V of Finance Act, 1994	Service Tax	6,956.60*	70.46	July 2003 to March 2008 & October 2011 to June 2012	Supreme Court
		140.11	#	August 2002 to December 2005	Central Excise and Service Tax Appellate Tribunal
Central Excise Act, 1994	Excise Duty	525.26	-	December 2006 to December 2009	Commissioner Central Excise, Meerut II
		0.26	-	January 2010 to March 2010	Assistant Commissioner of Central Excise, Gangapur-Rampur
		13.20	-	May 2008 to January 2009	Additional Commissioner Central Excise, Meerut II
		3,050.14*	-	April 2002 to November 2006	Supreme Court
		3,572.95*	-	April 2002 to November 2006	Supreme Court
Andhra Pradesh General Sales Tax Act, 1957	Sales Tax	52.90	-	1999-00 & 2000-01	Hyderabad High Court
		10.22	11.25	October 2005	Appellate Deputy Commissioner
		1.85	1.85	2016- 17	Assessing Authority
Central Sales Tax Act, 1956 (Andhra Pradesh)	Sales Tax	196.89	-	1999-00 & 2000-01	Hyderabad High Court
Haryana VAT Act, 2003	Sales Tax	1.17	-	2013-14	Joint Excise and Taxation Commissioner (Appeals)
Haryana CST Act, 1956	Sales Tax	0.30	-	2013-14	Joint Excise and Taxation Commissioner (Appeals)
Delhi Sales Tax Act, 1975	Sales Tax	13.59	-	2006-07	Additional Commissioner
Delhi VAT Act, 2004	Sales Tax	4.93	0.35	2015-16	Additional Commissioner
		703.68	108.26	2008-09	Tax Tribunal Delhi
Tamil Nadu General Sales Tax Act, 1959	Sales Tax	9.48	5.42	2006-07	Joint Commissioner Commercial Tax, Chennai
Central Sales Tax Act, 1956 (Tamil Nadu)	Sales Tax	12.22	-	2007-08, 2008-09 & 2009-10	Assessing Authority

Amount in Rs. lacs

Name of the statute	Nature of dues	Total Demand	Paid under protest	Period to which the amount relates	Forum where dispute is pending
Maharashtra VAT Act, 2002	Sales Tax	67.22	4.00	2011- 12	Joint Commissioner of Sales Tax, (Appeal)
		272.81	20.00	2012-13	
		239.52	10.93	2014-15	
Kerala General Sales Tax Act, 1963	Sales Tax	1.73	-	2008-09	Deputy Commissioner of Commercial Tax, (Appeals) Ernakulam
Central Sales Tax Act, 1956 (Kerala)	Sales Tax	11.72	4.50	2008-09	Deputy Commissioner of Commercial Tax, (Appeals) Ernakulam
Kerala VAT Act, 2003	Sales Tax	0.84	0.45	2010-11	Assistant Commissioner Special Circle-II, Ernakulam/ Amnesty Scheme
		6.91	3.75	2011-12	
		0.32	0.20	2012-13	
U.P Trade Tax Act, 1948	Sales Tax	5.54	5.54	2006-07	Tribunal
		0.21	0.21	2010-11	Deputy Commissioner Commercial Tax, Lucknow
		0.39	-	2006-07 & January 2008 to March 2008	Deputy Commissioner Commercial Tax, Rampur
		4.75	1.08	2010-11	Tribunal
		43.42	7.31	2009-10	High Court
U.P Entry tax	Entry Tax	1.52	-	April 2007 to December 2007 & January 2008 to March 2008	Deputy Commissioner Commercial Tax, Rampur
		2.5	0.50	2009-10	High Court
Central Sales Tax Act, 1956 (UP)	Sales Tax	0.03	-	January 2008 to March 2008	Deputy Commissioner Commercial Tax, Rampur
		19.69	92.13	2010-11	Tribunal
		370.36	73.30	2009-10	High Court
U.P Trade Tax Act, 1950	Sales Tax	2.43	2.43	2016-17	Appeal to be filed before High Court
		7.00	4.38	2016-17	Deputy Commissioner Commercial Tax, Lucknow
		0.47	2.22	2011-12	
UP VAT Act	Sales Tax	25.75	-	2016-17	Appeal to be filed before First Appellate Authority
Central Sales Tax Act, 1956 (UP)	Sales Tax	3.46	1.73	2014-15	Additional Commissioner Commercial Tax, Grade-2 (Appeals-5) Lucknow
Rajasthan Sales Tax Act, 1994	Sales Tax	1.41	1.41	1998-99	Assessing Authority
		1.53	1.53	1998-99	Rectification Application filed before First Appellate Authority
Himachal Sales Tax Act	Sales Tax	2.41	2.41	1998-99	Deputy Excise & Taxation, Commissioner, Parwanoo

- * Includes demand decided in favour of the Company at the appellate authority stage for which the Department has preferred an appeal to the higher authorities.
- # Represents demands which has been granted full stay or under interim stay by the courts.
- ** Includes interest on income tax refunds of Rs.656.76 Lacs granted in favour of the Company.
- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions stated in paragraph 3 (ix) of the Order are not applicable to the Company.
- x. During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi) of the Order are not applicable to the Company.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Manish P Bathija
Partner
Membership No. 216706
UDIN: 20216706AAAADM6895

Place : Gurugram
Date: July 16th, 2020

Annexure C to the Independent Auditor's Report of even date on the Financial Statements of Xerox India Limited for the year ended March 31, 2020

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Xerox India Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Manish P Bathija
Partner
Membership No. 216706
UDIN: 20216706AAAADM6895

Place : Gurugram
Date: July 16th, 2020

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Balance Sheet as at March 31, 2020

[All figures in Rs. lacs, unless otherwise stated]

	Note No.	As at March 31, 2020	As at March 31, 2019
Assets			
Non-current assets			
Property, plant and equipment	4	3,115.35	3,853.75
Capital work in progress		94.11	120.34
Investment property	6	3.05	3.05
Intangible assets	5	99.71	120.76
Right of use asset	7	384.89	-
Financial assets			
i. Loans and deposits	9	98.06	81.50
ii. Other financial assets	10	830.52	555.00
Deferred tax assets	11	2,387.17	3,532.82
Current tax assets	12	6,328.49	6,052.13
Other non-current assets	13	1,364.02	1,378.83
Assets classified as held for sale	44	24.05	24.05
Current assets			
Inventories	14	6,677.47	3,446.02
Financial assets			
i) Trade receivables	8	5,092.67	6,505.64
ii) Contract assets	18	1,919.85	1,703.45
iii) Cash and cash equivalents	15	7,852.11	20,263.66
iv) Bank balances other than cash and cash equivalents	15	103.59	-
v) Loans and deposits	16	-	30.84
vi) Other financial assets	17	630.87	294.04
Other current assets	19	2,070.79	1,655.37
Total		39,076.77	49,621.25
Equity and Liabilities			
Equity	20		
Equity share capital		4,480.80	4,480.80
Other Equity			
Reserves and surplus		17,894.85	29,413.50
Other Reserves		264.38	81.59
Liabilities			
Non-current liabilities			
Financial liabilities	21	345.10	4.16
Liabilities directly associated with assets classified as held for sale	28	2,250.00	2,250.00
Provisions	22	3,809.92	4,324.06
Deferred tax liabilities	11	419.82	419.82
Current liabilities			
Financial liabilities			
i. Trade payables	23		
Total outstanding dues of micro enterprises and small enterprises		36.00	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		6,947.34	5,547.04
ii. Other financial liabilities	24	1,226.46	1,731.11
Other current liabilities	25	417.04	515.81
Contract liabilities	26	762.56	580.01
Provisions	27	222.50	273.35
Total		39,076.77	49,621.25

The accompanying notes are an integral part of these financial statements.

This is the Balance Sheet referred to in our report of even date.

For MSKA & Associates
Chartered Accountants
Firm Registration No.: 105047W

Manish P Bathija
Partner
Membership Number: 216706
Gurugram, India
July 16, 2020

For and on behalf of Board of Directors

Leo Joseph
Managing Director
DIN: 08671160

Martin Boyle
Director
DIN: 08608348

Satpreet Singh
Chief Financial Officer

Mohit Kumar
Finance Controller

Gurugram, India
July 16, 2020

Rajiv L.Jha
Company Secretary & General Manager
Legal

Statement of Profit and Loss for the year ended March 31, 2020

[All figures in Rs. lacs, unless otherwise stated]

	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
Income			
Revenue from operations	31	47,445.27	59,790.32
Other income	32	1,986.86	2,028.87
Total Revenue		49,432.13	61,819.19
Expenses			
Purchase of goods and services	33	36,924.62	39,526.96
Change in inventories of goods	34	(3,263.65)	321.76
Employee benefit expense	35	6,274.91	9,657.51
Finance costs	36	57.77	11.75
Depreciation and amortization expense	37	1,633.86	1,314.20
Other expenses	38	4,757.62	7,153.33
Total expenses		46,385.13	57,985.51
Profit before tax		3,047.00	3,833.68
Tax expense			
Current tax	11	566.44	1,567.07
Prior years tax	11	145.73	101.49
Deferred tax	11	1,145.65	(154.77)
		1,857.82	1,513.79
Profit for the year		1,189.18	2,319.89
Other comprehensive income			
<u>Items that may be reclassified to profit or loss:</u>			
Exchange differences on translation of foreign operation		182.79	90.75
<u>Items that will not be reclassified to profit or loss:</u>			
Remeasurements of post-employment benefit obligations		76.95	157.81
Income tax relating to these items		(19.37)	(55.15)
Other comprehensive income for the year, net of tax		240.37	193.41
Total comprehensive income for the year		1,429.55	2,513.30
Earnings per equity share [Nominal value per share: Rs. 10 (March 31, 2019: Rs. 10)]	39		
Basic & Diluted		3.19	5.61

The accompanying notes are an integral part of these financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For MSKA & Associates
Chartered Accountants
Firm Registration No.: 105047W

Manish P Bathija
Partner
Membership Number: 216706
Gurugram, India
July 16, 2020

For and on behalf of Board of Directors

Leo Joseph
Managing Director
DIN: 08671160

Martin Boyle
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DIN: 08608348

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Chief Financial Officer

Mohit Kumar
Finance Controller

Gurugram, India
July 16, 2020

Rajiv L.Jha
Company Secretary & General Manager
Legal

Statement of changes in equity

[All figures in Rs. lacs, unless otherwise stated]

A	Equity share capital	Notes	
	As at April 1, 2018		4,480.80
	Changes in equity share capital	20	-
	As at March 31, 2019		4,480.80
	Changes in equity share capital	20	-
	As at March 31, 2020		4,480.80

B	Other equity	Reserves and surplus				Other reserves	Total Equity
	Particulars	General reserve	Retained earnings	Share based payment reserve	Total	Foreign currency translation reserve	Total
	Balance as at April 1, 2018	7,253.18	19,450.36	199.84	26,903.38	(9.16)	26,894.22
	Profit for the year	-	2,319.89	-	2,319.89	-	2,319.89
	Other comprehensive income, net of tax	-	102.66	-	102.66	90.75	193.41
	Total comprehensive income for the year	-	2,422.55	-	2,422.55	90.75	2,513.30
	Share based payment expense	-	-	87.57	87.57	-	87.57
	Balance as at March 31, 2019	7,253.18	21,872.91	287.41	29,413.50	81.59	29,495.09
	Profit for the year	-	1,189.18	-	1,189.18	-	1,189.18
	Other comprehensive income, net of tax	-	57.58	-	57.58	182.79	240.37
	Total comprehensive income for the year	-	1,246.76	-	1,246.76	182.79	1,429.55
	Final Dividend	-	(10,529.88)	-	(10,529.88)	-	(10,529.88)
	Dividend Dist. Tax	-	(2,164.45)	-	(2,164.45)	-	(2,164.45)
	Share based payment expense:						
	- Addition	-	-	229.30	229.30	-	229.30
	- Forfeiture	-	-	(165.79)	(165.79)	-	(165.79)
	- Utilisation	-	-	(134.59)	(134.59)	-	(134.59)
	Balance as at March 31, 2020	7,253.18	10,425.34	216.33	17,894.85	264.38	18,159.23

Nature and purpose of general reserve: General reserves are the free reserves of the Company which are kept aside out of Company's profits to meet future obligations. No amount has been transferred to general reserve during the year ended March 31, 2020.

Foreign currency translation reserve: Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

Share based payment reserve represents the reserve created out of profits for grant of restricted stock units and performance shares of Xerox Corporation, USA to employees.

The accompanying notes are an integral part of these financial statements.

This is the statement of changes in equity referred to in our report of even date.

For MSKA & Associates
Chartered Accountants
Firm Registration No.: 105047W

Manish P Bathija
Partner
Membership Number: 216706
Gurugram, India
July 16, 2020

For and on behalf of Board of Directors

Leo Joseph
Managing Director
DIN: 08671160

Martin Boyle
Director
DIN: 08608348

Satpreet Singh
Chief Financial Officer

Mohit Kumar
Finance Controller

Gurugram, India
July 16, 2020

Rajiv L. Jha
Company Secretary & General Manager
Legal

Statement of Cash Flows for the year ended March 31, 2020

[All figures in Rs. lacs, unless otherwise stated]

	Year ended March 31, 2020	Year ended March 31, 2019
A. Cash flow from operating activities		
Profit before tax	3,047.00	3,833.68
Adjustments for non-cash / non-operating items:		
Depreciation and amortization expense	1,633.86	1,314.20
Provision for doubtful advances	67.77	140.25
Finance cost	57.77	11.75
Interest income	(1,144.73)	(1,050.31)
Employee share based payment expense	(71.09)	87.57
Unwinding of discount on security deposits	(8.74)	(11.51)
Provision for obsolescence of Inventories	265.17	343.15
Other non cash adjustments	173.95	518.81
Unrealised foreign exchange loss (net)	(11.50)	67.97
Operating profit before working capital changes	4,009.46	5,255.56
(Increase) / Decrease in trade receivables & other financial assets	524.84	(936.42)
(Increase) / Decrease in inventory and other current assets	(3,835.08)	606.67
Increase / (Decrease) in trade payables & other financial liabilities	933.99	(1,546.23)
Increase / (Decrease) in other current liabilities & provisions	(58.41)	(58.57)
(Increase) / Decrease in other non-current assets	14.81	429.62
Increase / (Decrease) in other non-current liabilities & provisions	(726.11)	(16.85)
Cash generated from operations	863.50	3,733.78
Income tax paid including tax deducted at source	(1,057.55)	(2,632.05)
Net cash generated from operating activities	(194.05)	1,101.73
B. Cash flows from investing activities		
Purchase of property plant and equipment and intangible assets, net of sales	(333.85)	(1,768.16)
Interest received	1,209.13	1,103.70
Net Cash from/ (used in) investing activities	875.28	(664.46)
C. Cash flows from financing activities		
Finance cost	(11.88)	(11.75)
Dividend Paid (Including DDT)	(12,694.33)	-
Payment of lease liabilities	(386.18)	-
Net Cash used in financing activities	(13,092.39)	(11.75)
Net increase/(decrease) in cash & cash equivalents (A+B+C)	(12,411.16)	425.52
Effect of exchange differences on balance with banks in foreign currency	(0.39)	3.94
Cash and cash equivalents at the beginning of the year	20,263.66	19,834.20
Cash and cash equivalents at the end of the year	7,852.11	20,263.66
Cash and cash equivalents comprise of:		
Bank balances		
- EEFC Account	230.87	373.96
- In current accounts	4,471.24	3,251.55
- Demand deposits (less than 3 months from original maturity)	3,150.00	16,638.15
Total	7,852.11	20,263.66

The accompanying notes are an integral part of these financial statements.

This is the cash flow statement referred to in our report of even date.

For MSKA & Associates
Chartered Accountants
Firm Registration No.: 105047W

Manish P Bathija
Partner
Membership Number: 216706
Gurugram, India
July 16, 2020

For and on behalf of Board of Directors

Leo Joseph
Managing Director
DIN: 08671160

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Chief Financial Officer

Mohit Kumar
Finance Controller

Gurugram, India
July 16, 2020

Rajiv L.Jha
Company Secretary & General Manager
Legal

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

1. COMPANY INFORMATION

Xerox India Limited ('the Company') was incorporated in India on December 29, 1995 and is engaged in the business of trading of xerographic equipment, multifunction devices, laser printers, systems, consumables, paper and providing after-sales services of machines sold which include servicing, repairing and selling spare parts. The registered office of the Company is located at 5th Floor, Tower A, Vatika Business Park, Sohna Road, Gurugram, Haryana. The Company is a Public Limited Company ultimately controlled by Xerox Holdings Corporation, USA.

The accompanying financial statements reflect the results of the activities undertaken by the Company during the year ended March 31, 2020.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (IND AS), as notified by the Ministry of Corporate Affairs (MCA) under section 133 of the Companies Act, 2013 ("the Act") read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 Basis of measurement

The financial statements have been prepared on the accrual and going concern basis and the historical cost convention except for the following as required under Ind AS:

- Certain financial assets and liabilities (including derivative instruments) is measured at fair value;
- Defined benefit plans - plan assets measured at fair value;
- Share based payments; and
- Right of use assets accounted as per Ind AS 116.

2.3 Use of estimates

The preparation of financial statements requires the management of the Company to make judgements, estimates and assumptions in conformity with the applicable accounting principles in India that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Example of such estimates include provisions for doubtful debts, employee retirement benefit plans, provision for warranty, provision for taxes and the useful life of fixed assets.

Continuous evaluation is done on the estimation and judgements based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Actual results could vary from the estimates. The changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

Estimation of uncertainties relating to COVID-19

The COVID-19 is an evolving human tragedy declared as global pandemic by World Health Organization with adverse impact on economy and business. To contain the spread of COVID-19, a nationwide lockdown was announced by the Government of India effective from the March 25, 2020 resulting into restriction on movement of goods across the country. Due to this, operations in many of the Company's warehouses and extended supply chain partner locations got temporarily disrupted.

In light of these circumstances, the Company has considered the possible effects that may result from COVID-19 on the carrying amount of financial assets, inventory, receivables including unbilled receivables, advances, property plant and equipment, intangibles etc. Having reviewed the underlying data and based on current estimates, the Company expects to recover the carrying amount of these assets and the provisions created against various assets like receivables, inventory etc. will be sufficient to deal with the impact of the COVID-19.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

The final impact of COVID-19 may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

2.4 Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period.

A liability is classified as current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

2.5 Property, plant and equipment

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. Property, plant and equipment are stated at acquisition cost (including non-refundable duties and taxes), accumulated depreciation and accumulated impairment losses, if any. Cost includes original cost of acquisition and includes expenses incidental to such acquisition. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Freehold land is carried at historical cost.

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements under other non-current Assets (refer note 44).

Losses, if any, arising from the retirement of, and gains or losses arising from disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress" separately in Balance Sheet.

2.6 Intangible assets

Intangibles assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight-line basis over their estimated useful lives.

2.7 Depreciation and amortisation

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful life or in case of leasehold improvements, over the shorter of lease term and the estimated useful life. The Company provides depreciation basis its useful life determined on technical evaluation which matches with the useful life as prescribed in Schedule II of Companies Act, 2013. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting year.

Estimated useful life of property, plant, equipment and intangibles are as follows:

Assets	Useful Lives (in years)
Equipment given on operating lease	5
Leasehold improvements	Life of lease or 5 years, whichever is shorter
Buildings	60
Furniture, fixtures and equipment	10
Vehicles	8
Office equipment	5
Computers	3
Software	2-7

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

Depreciation on addition to assets is provided on pro-rata basis from the date of asset put to use. Depreciation on disposal from assets is provided for up to the date of disposal.

2.8 Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

2.9 Impairment of assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units).

2.10 Inventories

Inventories are stated at lower of cost and net realisable value. The basis for determination of cost of various categories of inventory is as follows:

<u>Inventory Type</u>	<u>Method of cost determination</u>
Finished goods – Trade Components for sales and service of field	Weighted average
Machines	Weighted average
Loose tools	Weighted average

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

Spare parts are either consumed for rendering services or held as merchandise for sale, hence considered as inventory.

The recoverability of inventories including loose tools, components for sale and service of field machines held to support servicing of discontinued/ obsolete/ dormant models, is periodically reviewed and provision for obsolescence is recorded for the difference between net realisable values and carrying value.

2.11 Foreign currency transactions

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transaction and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

(iii) Translation of foreign branch

The results and financial position of foreign branch that has a functional currency different from the presentation currency is translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of that balance sheet
- Income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in other comprehensive income.

2.12 Revenue recognition

Revenue is recognized upon transfer of control of promised products or services to customers for an amount that reflects the consideration the Company expects to receive in exchange for those products or services after deduction of any trade discounts, volume rebates and taxes or duties collected on behalf of government such goods and service tax etc.

Effective April 1, 2018, the Company adopted IND AS 115, Revenue from Contracts with Customers. The effect on the adoption of IND AS 115 was insignificant. The adoption of IND AS 115 required enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the Company's contracts with customers. The details of such disclosure are available in Note 31.

Equipment: Revenues from the sale of equipment directly to end customers, including those from finance leases, are recognized when obligations under the terms of a contract with the customer are satisfied and control has been transferred to the customer. For equipment placements that require the Company to install the product at the customer location, revenue is normally recognized when the equipment has been delivered and installed at the customer location. Sales of customer installable products are recognized upon shipment or receipt by the customer, according to the customer's shipping terms. Revenue from the equipment performance obligation also includes certain analyst training services performed in connection with the installation or delivery of the equipment.

The Company utilize distributors and resellers to sell equipment, supplies to end-user customers. The Company refers to distributor and reseller network as their two-tier distribution model. Revenues on sales to distributors and resellers are generally recognized when products are shipped to such distributors and resellers. However, revenue is only recognized when the distributor or reseller has economic substance apart from the Company such that collectability is probable and the Company has no further obligations related to bringing about the resale, delivery or installation of the product that would impact transfer of control. Revenue that may be subject to reversal due to contractual terms or uncertainties is not recorded as revenue until the contractual provisions lapse or uncertainties are resolved.

Distributors and resellers participate in various rebate, price-protection, cooperative marketing and other programs and the Company estimate the variable consideration associated with these programs and record those amounts as a reduction from revenue when the sales occur. Similarly, the Company accounts for estimates of sales returns and other allowances when the sales occur based on historical experience.

Maintenance services: The Company provide maintenance agreements on equipment that include service and supplies for which the customer may pay a base minimum plus a price-per-page charge for usage. In arrangements that include minimums, those minimums are normally set below the customer's estimated page volumes and are not considered substantive. The Company normally account for these maintenance agreements as a single performance obligation for printing services being delivered in a series with delivery being measured by usage as billed to the customer. Accordingly, revenue on these agreements are normally recognized as billed to the customer over the term of the agreements based on page volumes. A substantial portion of products are sold with full service maintenance agreements, accordingly, other than the product warranty obligations associated with certain entry level products, where the Company does not have any significant warranty obligations, including any obligations under customer satisfaction programs.

Bundled lease arrangements: Company also sell equipment to end customers through bundled lease arrangements that typically include equipment, maintenance and financing components for which the customer pays a single fixed minimum monthly payment for all elements over the contractual lease term. These arrangements also typically include an incremental,

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

variable component for page volumes in excess of contractual page volume minimums, which are often expressed in terms of price-per-page. The fixed minimum monthly payments are multiplied by the number of months in the contract term to arrive at the total fixed minimum payments that the customer is obligated to make (fixed payments) over the lease term. Revenues under bundled arrangements are allocated using the residual method.

Lease deliverables include the equipment, financing, maintenance and other executory costs, while non-lease deliverables generally consist of the supplies and non-maintenance services. The allocation for the lease deliverables begins by allocating revenues to the equipment plus a profit thereon. Finance income is recognized over the period of the lease at the rate implicit in the lease. The remaining charges are allocated towards other elements using residual approach. These other elements are generally recognized over the term of the lease as service revenue.

Supplies: Supplies revenue is recognized upon transfer of control to the customer, generally upon utilization or shipment to the customer, in accordance with the sales contract terms.

Software support services and business support services are rendered to overseas affiliates of the Company. Revenue from such contracts are recognised on cost plus margin in accordance with the terms of the agreement entered between the Company and these affiliates.

Revenue from extended warranty: Revenue from extended warranty is recognised over the period of warranty.

Revenue from fixed price contracts: Where there is no uncertainty as to measurement or collectability of consideration, revenue is recognised based upon the percentage of completion method. When there is uncertainty about measurement or ultimate collectability, revenue recognition is deferred until such uncertainty is resolved.

The Company recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities. Similarly, if the Company satisfies a performance obligation before it receives the consideration, the Company recognises either a contract asset or a receivable, depending on whether something other than the passage of time is required before the consideration is due.

Interest on refund of income tax is recognised on actual realisation.

Government grants: Exports incentives under various schemes are recognised under the head of "Miscellaneous income" when there is a reasonable assurance that all the conditions attached to it have been complied and the incentives will be received.

2.13 Employee benefits

Short-term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Other long-term employee benefit obligations:

The liabilities for earned leave not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

The liabilities for retention bonus is recognised at discounted value over the vesting period.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

Post-employment obligations

The Company operates the following post-employment schemes:

- (a) Defined benefit plans (gratuity and provident fund); and
- (b) Defined contribution plans (superannuation plan).

Gratuity: Benefits payable to eligible employees of the Company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation on the projected unit credit (PUC) method adjusted for past service and fair value of plan assets as at the balance sheet date. The Company contributes all the ascertained liabilities to a fund maintained by a trust set up by the Company and administered by a board of trustees, which has taken two Gratuity cum insurance policies with the Life Insurance Corporation of India to cover the gratuity liability of the employees.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. Interest cost along with current service cost is included in employee benefit expense in the statement of profit and loss. Premeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

Provident fund: In accordance with the provisions of the Employees Provident Funds and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits with respect to provident fund, a defined benefit plan in which both the Company and the employee contribute monthly at a determined rate. These contributions are made to a fund maintained by a trust set up by the Company and administered by the Board of Trustees. The Company's liability is actuarially determined (using Projected Unit Credit method) at the end of the year and any shortfall in the fund size maintained by the trust set up by the Company is additionally provided for.

Superannuation: Benefits payable to eligible employees of the Company under the superannuation plan, a defined contribution plan is accounted for on the basis of contributions calculated at a specified percentage (at present 13%) of salary paid to the employees. The Company contributes all the ascertained liabilities to a fund set up by the Company and administered by a board of trustees, which has taken a policy with Life Insurance Corporation of India to cover such liability.

Termination benefits: Termination benefits are recognised in the Statement of Profit and Loss as and when incurred.

Group settled share based payments: Share-based compensation benefits are provided to employees via equity settled stock options granted under Award Plans of Xerox Corporation, USA.

The fair value of awards granted under Employee Stock Option Plans is recognized as an employee benefits expense with a corresponding credit to reserve and surplus. The total amount to be expensed is determined by reference to the fair value of the options granted:

- Including any market performance conditions
- Excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the Company over a specified time period), and
- Including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time)

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to reserve and surplus.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

2.14 Income tax

Current tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its branches operate and generate taxable income. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss. Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxation authority.

The Company has evaluated the applicability of "Appendix C to Ind AS 12-Uncertainty over income tax treatments". It has no material impact on financial statements.

2.15 Provisions and contingent liabilities

Provisions: A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.16 Lease

As a lessee

The Company has adopted Ind AS 116-Leases effective 1st April, 2019, using the modified retrospective method. The Company has applied the standard to its leases by recognizing right-of-use asset equivalent to an amount of corresponding lease liability adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position immediately before the date of initial application. Accordingly, previous period information has not been restated. The Company's lease asset classes primarily consist of leases for Office Buildings. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company determines the lease term as the non-cancellable period of a lease, along with assessing the reasonable certainty of exercising the renewal option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. Lease liability and ROU asset have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

The Company has combined two or more contracts where the substance of multiple legal agreements entered into at or near the same time with the same counterparty (or parties related to the counterparty) might only be understood when viewed as a single, composite contract.

As a Lessor

Global document outsourcing contract in the nature of embedded lease where the minimum lease term is for the major part of the assets economic life and the minimum lease payments amounts to substantially all the fair value of the assets are considered as a Finance Lease. Other embedded leases are considered as Operating Lease.

For embedded leases in the nature of a Finance Lease, the equipment's fair value is recognised as a Lease Receivable. The minimum lease payments are identified by segregating the embedded lease payments from the rest of the payments as per the contract. Each lease receipt is allocated between the receivable and finance lease income so as to achieve a constant rate on the Lease Receivable outstanding.

In the case of Operating Leases or embedded operating leases, the lease income from the operating lease is recognised in revenue over the lease term to reflect the pattern of use benefit derived from the leased asset. The respective leased assets are included in the Balance Sheet based on their nature and depreciated over its economic life.

2.17 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.18 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

2.19 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, net of any expected credit losses.

2.20 Other financial assets

Classification - The Company classifies its financial assets in the following measurement categories:

- Fair value through other comprehensive income (FVOCI),
- Fair value through profit and loss,
- At amortised cost

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Impairment of financial assets

The Company assesses impairment based on past history of recovery, credit worthiness of the counter party adjusted with forward looking estimates associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach required by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.21 Derivatives

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains/ (losses).

2.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors has been identified as being the chief operating decision maker. Refer note 52 for segment information presented.

2.23 Recent Accounting Developments

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENT

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldomly equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies that affect the reported amounts of assets, liabilities, income and expenses. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

- Recognition of revenue – Refer note 31
- Estimation of provision for direct tax matters, indirect tax matters and other legal matters- Refer note22
- Estimation of defined benefit obligation - Refer Note 35

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

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Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

4. PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross Block				Accumulated depreciation				Net Block	
	As at April 1, 2019	Additions during the Year	Adjustments/ Sold during the Year	As at March 31, 2020	As at April 1, 2019	Provided during the Year	Adjustment during the Year	As at March 31, 2020	As at March 31, 2020	
Own Assets:										
Leasehold improvements	145.80	4.19	41.39	108.60	104.76	5.24	13.37	96.63	11.97	
Buildings	73.01	-	12.74	60.27	5.08	1.64	1.21	5.51	54.76	
Furniture, fixtures & equipment	69.47	-	11.71	57.76	30.82	13.98	4.02	40.78	16.98	
Vehicles	3.08	-	1.74	1.34	3.08	-	1.74	1.34	-0.00	
Office equipment	283.44	0.91	28.14	256.21	129.68	53.00	14.71	167.97	88.24	
Computers	403.37	21.40	14.71	410.06	290.73	71.07	13.98	347.82	62.24	
Total (A)	978.17	26.50	110.43	894.24	564.15	144.93	49.03	660.05	234.19	
Assets given on operating lease:										
Equipments	5,817.45	589.97	544.10	5,863.32	2,377.72	1,080.43	475.99	2,982.16	2,881.16	
Total (B)	5,817.45	589.97	544.10	5,863.32	2,377.72	1,080.43	475.99	2,982.16	2,881.16	
Total (A+B)	6,795.62	616.47	654.53	6,757.56	2,941.87	1,225.36	525.02	3,642.21	3,115.35	

Particulars	Gross Block				Accumulated depreciation				Net Block	
	As at April 1, 2018	Additions during the Year	Adjustments/ Sold during the Year	As at March 31, 2019	As at April 1, 2018	Provided during the Year	Adjustment during the Year	As at March 31, 2019	As at March 31, 2019	
Own Assets:										
Leasehold improvements	247.96	11.05	113.21	145.80	121.96	22.12	39.32	104.76	41.04	
Buildings	73.01	-	-	73.01	4.44	0.64	-	5.08	67.93	
Furniture, fixtures & equipment	115.23	6.74	52.50	69.47	31.51	15.13	15.82	30.82	38.65	
Vehicles	3.08	-	-	3.08	2.76	0.32	-	3.08	-0.00	
Office equipment	244.65	49.93	11.14	283.44	107.15	29.48	6.95	129.68	153.76	
Computers	325.47	85.47	7.57	403.37	220.38	77.82	7.47	290.73	112.64	
Total (A)	1,009.40	153.19	184.42	978.17	488.20	145.51	69.56	564.15	414.02	
Assets given on operating lease:										
Equipments	4,286.53	2,084.44	553.52	5,817.45	1,801.58	1,090.11	513.97	2,377.72	3,439.73	
Total (B)	4,286.53	2,084.44	553.52	5,817.45	1,801.58	1,090.11	513.97	2,377.72	3,439.73	
Total (A+B)	5,295.93	2,237.63	737.94	6,795.62	2,289.78	1,235.62	583.53	2,941.87	3,853.75	

Note: Leasehold land and freehold land having a net book value of Rs.17.56 and Rs.6.49 respectively (aggregating Rs.24.05) (March 31, 2019 Rs.24.05) held for sale at the year end are not included above and have been classified as asset held for sale. Original title deeds has been handed over to the transferee. Refer note 44.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

5. INTANGIBLE ASSETS

Particulars	Gross Block				Amortisation				Net Block
	As at April 1, 2019	Additions during the Year	Adjustments/ sold during the Year	As at March 31, 2020	As at April 1, 2019	Provided during the Year	Adjustment during the Year	As at March 31, 2020	As at March 31, 2020
Software	283.74	32.18	-	315.92	162.98	53.23	-	216.21	99.71
Total	283.74	32.18	-	315.92	162.98	53.23	-	216.21	99.71

Particulars	Gross Block				Amortisation				Net Block
	As at April 1, 2018	Additions during the Year	Adjustments/ sold during the Year	As at March 31, 2019	As at April 1, 2018	Provided during the Year	Adjustment during the Year	As at March 31, 2019	As at March 31, 2019
Software	328.89	2.32	47.47	283.74	128.94	78.59	44.55	162.98	120.76
Total	328.89	2.32	47.47	283.74	128.94	78.59	44.55	162.98	120.76

6. INVESTMENT PROPERTY

Particulars	Gross carrying amount				Gross carrying amount			
	Gross block as at April 1, 2019	Addition during the year	Sold during the year	As at March 31, 2020	Deemed cost as at April 1, 2018	Addition during the year	Sold during the year	As at March 31, 2019
Own Assets:								
Freehold land	3.05	-	-	3.05	3.05	-	-	3.05
Total	3.05	-	-	3.05	3.05	-	-	3.05

a) Fair value	March 31, 2020	March 31, 2019
Investment property	14.52	13.04

The Company obtains independent valuations for its investment property, at least annually. The best evidence of fair value is current prices in an active market for similar properties.

The fair values of investment property has been determined by an independent valuer. The main inputs used are the rental growth rates, expected vacancy rates, terminal yields and discount rates based on comparable transactions and industry data.

There is no amount recognised in Statement of Profit and Loss Account for investment property in the current year as well as in previous year.

Further, there is no contractual obligation relating to this investment property.

7. RIGHT OF USE ASSET

	March 31, 2020	March 31, 2019
Net Book Value as on April 1, 2019	740.16	-
Depreciation	(355.27)	-
Net Book Value as on March 31, 2020	384.89	-

An Analysis of lease liability given in Note 41.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

8. TRADE RECEIVABLES

Trade receivables	5,565.81	6,861.95
Receivables from related parties (refer note - 40)	196.54	409.51
Less: Loss allowance	(669.68)	(765.82)
	<u>5,092.67</u>	<u>6,505.64</u>
Current portion	5,092.67	6,505.64
Non-current portion	-	-
Trade receivables considered good - Unsecured	5,191.87	6,594.58
Trade receivables - credit impaired	570.48	676.88
	<u>5,762.35</u>	<u>7,271.46</u>
Less: Loss allowance	(669.68)	(765.82)
	<u>5,092.67</u>	<u>6,505.64</u>

9. LOANS AND DEPOSITS

Security deposits considered good - Unsecured	98.06	81.50
Security deposits - credit impaired	16.05	16.05
Less: Provision for credit impaired	(16.05)	(16.05)
	<u>98.06</u>	<u>81.50</u>

10. OTHER NON-CURRENT FINANCIAL ASSETS

Finance lease receivables	819.17	545.89
Less : Loss Allowance	(1.24)	(0.95)
	<u>817.93</u>	<u>544.94</u>
Miscellaneous Deposits	8.18	8.58
Less: Provision for doubtful deposits	(2.85)	(2.85)
	<u>5.33</u>	<u>5.73</u>
Deposit with banks held as margin money **	7.26	4.33
	<u>830.52</u>	<u>555.00</u>

** Held as lien by bank against Bank guarantee

11. DEFERRED TAX ASSETS AND LIABILITIES

Deferred tax assets	2,387.17	3,532.82
Deferred tax liabilities	<u>419.82</u>	<u>419.82</u>

Deferred tax assets and deferred tax liabilities have been offset to the extent they relate to the same governing taxation laws.

Particulars	As at March 31, 2020	Movement during the year	As at March 31, 2019
Deferred tax liabilities			
Deferred tax on unremitted earnings from Bangladesh branch	419.82	-	419.82
Deferred tax liabilities	<u>419.82</u>	<u>-</u>	<u>419.82</u>
Deferred tax assets			
Property, plant and equipment and Intangible asset and lease receivable	1,059.50	(411.68)	1,471.18
Provision for doubtful trade receivables	191.19	(77.54)	268.73
Provision for doubtful advances	116.27	(38.84)	155.11
Provision for impairment of inventories	232.29	(79.04)	311.33
Provision for leave encashment	42.74	(25.53)	68.27
Provision for warranty	12.28	(13.49)	25.77
Interest on Income tax refunds	198.29	(77.02)	275.31
Provision for litigation and disputes	482.76	(368.85)	851.61
Other provisions	<u>46.87</u>	<u>(27.32)</u>	<u>74.19</u>

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

Particulars	As at March 31, 2020	Movement during the year	As at March 31, 2019
Operating Lease Obligation	100.64	100.64	-
Prepaid Expenses	1.21	1.21	-
Deferred revenue	-	(31.03)	31.03
Right of use asset	(96.87)	(96.87)	-
Lease equalisation reserve	-	(0.29)	0.29
Deferred tax assets	2,387.17	(1,145.65)	3,532.82
	Year ended March 31, 2020	Year ended March 31, 2019	
(a) Tax recognised in the statement of profit and loss			
Income tax expense			
Current tax on profits for the year	566.44		1,567.07
Adjustments for current tax of prior periods	145.73		101.49
Total current tax expense	712.17		1,668.56
Decrease / (increase) in deferred tax assets	1,145.65		(326.70)
(Decrease) / increase in deferred tax liabilities	-		171.93
Total deferred tax expense/(benefit)	1,145.65		(154.77)
Income tax expense	1,857.82		1,513.79
(b) Tax recognised in other comprehensive income :			
Remeasurement of defined benefit obligation	19.37		55.15
(c) Reconciliation of effective tax rate:			
Profit before tax	3,123.95		3,991.49
Tax using the Company's domestic tax rate (Current year : 25.168% and previous year : 34.944%)	793.51		1,394.79
Tax effect of:			
Income tax @ different rate	984.73		141.57
Non-deductible tax expenses	24.09		123.93
Tax reversal of earlier years	74.86		(91.35)
Tax expense including tax recognised in other comprehensive income	1,877.19		1,568.94

12. CURRENT TAX ASSETS (NET)

Advance Income tax *[including tax deducted at source recoverable Rs.24,568.94 (March 31, 2019 Rs.23,429.46), net of corresponding Income tax provisions where assessments are pending Rs.17,681.03 (March 31, 2019: Rs.16,867.56)]

- Less: Provision for doubtful TDS recoverable

	As at March 31, 2020	As at March 31, 2019
	6,887.91	6,561.90
	(559.42)	(509.77)
	6,328.49	6,052.13

*It includes income tax refund of previous years being adjusted by the tax authorities against pending demand under litigation (Refer note 29).

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

13. OTHER NON-CURRENT ASSETS

Sales Tax and Works Contract Tax Deposits paid under protest (refer note 29 (a iii))

- Less: Provision for doubtful deposits

Prepaid expenses

Claim Recoverable (Special Additional Duty)

- Considered good

- Considered doubtful

- Less: Provision for doubtful advances

Deferred rent

	As at March 31, 2020	As at March 31, 2019
Sales Tax and Works Contract Tax Deposits paid under protest (refer note 29 (a iii))	1,304.71	1,318.67
- Less: Provision for doubtful deposits	(7.91)	(7.91)
Prepaid expenses	65.93	60.57
Claim Recoverable (Special Additional Duty)		
- Considered good	-	-
- Considered doubtful	30.07	30.07
- Less: Provision for doubtful advances	(30.07)	(30.07)
Deferred rent	1.29	7.50
	1,364.02	1,378.83

14. INVENTORIES

Traded goods

[Including stocks in transit Rs.1,334.80 (March 31, 2019 Rs.82.30) and stocks lying in warehouses managed by third parties Rs.1,565.96 (March 31, 2019 Rs.773.81)]

Components for sale and servicing of field machines

[Including stocks in transit Rs.1,462.05 (March 31, 2019 Rs.510.90) and stocks lying with engineer on field and in warehouses managed by third parties Rs.3,220.14 (March 31, 2019 Rs.2,952.27)]

Loose tools lying in warehouses managed by third parties

Less: Provision for inventory

	As at March 31, 2020	As at March 31, 2019
Traded goods	2,900.75	856.11
Components for sale and servicing of field machines		
Loose tools lying in warehouses managed by third parties	4,682.18	3,463.17
	17.50	17.68
	7,600.43	4,336.96
Less: Provision for inventory	(922.96)	(890.94)
	6,677.47	3,446.02
Detail of inventory		
i) Traded goods		
- Equipments	2,841.87	836.58
- Paper	58.88	19.53
	2,900.75	856.11
ii) Components for sale and servicing of field machines:		
- Consumables	2,943.87	1,875.14
- Parts	1,738.31	1,588.03
	4,682.18	3,463.17
Movement of provision for inventory is as below:		
Beginning balance	890.94	883.08
Addition during the year	265.17	343.15
Write off	(233.15)	(335.29)
Closing balance	922.96	890.94

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

15. CASH AND CASH EQUIVALENTS

a) Cash and cash equivalents

Bank balances	
– Current accounts *	
– EEFC Account	
– Demand deposits (less than 3 months from original maturity)	

* Includes an amount of Rs 1,199.53 lacs (March 31, 2019 - Rs. 1,135.28 lacs) under repatriation restrictions.

b) Bank balances other than cash and cash equivalents

– Unclaimed Dividend Account

As at March 31, 2020	As at March 31, 2019
4,471.24	3,251.55
230.87	373.96
3,150.00	16,638.15
7,852.11	20,263.66
103.59	-
103.59	-

16. LOANS AND DEPOSITS

Unsecured, considered good :

- Security deposits given

-	30.84
-	30.84

17. OTHER CURRENT FINANCIAL ASSETS

Interest accrued on fixed deposits

Finance lease receivables

Less : Loss Allowance

Other assets

24.11	88.51
312.28	205.89
(0.47)	(0.36)
311.81	205.53
294.95	-
630.87	294.04

18. CONTRACT ASSETS

Unbilled Revenue

Less : Loss allowance

2,008.10	1,705.35
(88.25)	(1.90)
1,919.85	1,703.45

19. OTHER CURRENT ASSETS

Unsecured considered good (unless otherwise stated)

– Advance to employees	
– Advances to vendors (including works Contract tax certificates receivable)	
Less: Provision for doubtful claims	

Claims Recoverable

– Unsecured considered good	
– Unsecured considered doubtful	
Less: Provision for doubtful claims	

As at March 31, 2020	As at March 31, 2019
14.56	1.39
393.48	268.82
(98.08)	(98.08)
295.40	170.74
33.11	116.35
191.57	173.46
(191.57)	(173.46)
33.11	116.35

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

	As at March 31, 2020	As at March 31, 2019
Amounts recoverable from government authorities		
– VAT input credit	1.36	0.84
– Service tax/ GST	876.40	599.95
Prepaid Gratuity	635.98	582.89
Prepaid expenses	206.15	174.59
Deferred rent	7.83	8.62
	<u>2,070.79</u>	<u>1,655.37</u>

20. SHARE CAPITAL

Authorised:

10,00,00,000 (March 31, 2019: 10,00,00,000)	10,000.00	10,000.00
equity shares of Rs. 10 each		

Issued:

4,48,08,000 (March 31, 2019: 4,48,08,000)	4,480.80	4,480.80
equity shares of Rs. 10 each		

Subscribed and paid up:

4,48,08,000 (March 31, 2019: 4,48,08,000)	4,480.80	4,480.80
equity shares of Rs. 10 each		
	<u>4,480.80</u>	<u>4,480.80</u>

a. Reconciliation of number of shares

Equity shares:

	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Amount	No. of shares	Amount
Balance as at the beginning of the year	4,48,08,000	4,480.80	4,48,08,000	4,480.80
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	4,48,08,000	4,480.80	4,48,08,000	4,480.80

b. Rights, preferences and restrictions attached to shares

Equity Shares:

The Company has one class of equity shares having a par value of Rs.10 per share. Each member is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c. Shares held by holding company and subsidiaries of holding company

Equity shares:

	As at March 31, 2020	As at March 31, 2019
2,04,23,200 (March 31, 2019: 2,04,23,200) shares held by Xerox Limited, United Kingdom, a subsidiary of Xerox Holdings Corporation, USA, the ultimate holding/parent Company	2,042.32	2,042.32
1,76,06,706 (March 31, 2019: 1,76,06,706) shares held by XC Trading Singapore Pte Limited, a subsidiary of Xerox Holdings Corporation, USA, the ultimate holding/parent Company	1,760.67	1,760.67
52,81,121 (March 31, 2019: 52,81,121) shares held by Xerox Investments Europe B.V., a subsidiary of Xerox Holdings Corporation, USA, the ultimate holding/parent Company	528.11	528.11

Xerox Corporation became a wholly-owned subsidiary of Xerox Holdings Corporation on July 31, 2019.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

d. Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

	As at March 31, 2020		As at March 31, 2019	
	No. of shares	% of total	No. of shares	% of total
Xerox Limited, UK	2,04,23,200	45.58	2,04,23,200	45.58
XC Trading Singapore Pte Limited	1,76,06,706	39.29	1,76,06,706	39.29
Xerox Investments Europe B.V.	52,81,121	11.79	52,81,121	11.79

21. FINANCIAL LIABILITIES

	As at March 31, 2020	As at March 31, 2019
Payable to employees	4.81	4.16
Lease Liabilities	340.29	-
	345.10	4.16

22. NON CURRENT PROVISIONS

	As at March 31, 2020	As at March 31, 2019
Other provisions		
- Litigation & disputes- Income tax**	1,033.48	1,015.83
- Litigation & disputes- Indirect tax and legal cases*	2,776.44	3,308.23
Total	3,809.92	4,324.06
* Indirect taxes & legal cases		
Balance provision as at the beginning of the year	3,308.23	3,068.90
Addition during the year	250.22	298.07
Amount written back / utilised	(782.01)	(58.74)
Balance at the end	2,776.44	3,308.23
** Income tax cases		
Balance provision as at the beginning of the year	1,015.83	973.10
Addition during the year	17.65	42.73
Amount written back / utilised	-	-
Balance at the end	1,033.48	1,015.83

Critical judgement in calculating amount:

Other provisions includes provisions made mainly for probable claims arising out of certain indirect tax, direct tax and legal matters under various statutes. These estimates take into account the specific circumstances of each matter and relevant external advice, are inherently judgmental and could change substantially over time as each matter progresses. The ultimate liability for claims may vary from the amounts provided and is dependent upon the outcome of the relevant proceedings, change in circumstances and there can be no assurance that the ultimate result will not differ from the provisions reported in the Company's financial statements by a material amount. The timing and probability of the outflow and expected reimbursements if any with regard to these matters, depends on the ultimate settlement / conclusion of these matters.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

23. TRADE PAYABLES

Total outstanding dues of micro enterprises and small enterprises (Refer Note 42)

Total outstanding dues of creditors other than micro enterprises and small enterprises
Payables to related parties (Refer Note 40)

	As at March 31, 2020	As at March 31, 2019
Total outstanding dues of micro enterprises and small enterprises (Refer Note 42)	36.00	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,126.82	2,633.86
Payables to related parties (Refer Note 40)	4,820.52	2,913.18
	6,947.34	5,547.04

24. OTHER CURRENT FINANCIAL LIABILITIES

Payable to employees
Security deposits received
Other liabilities
Non-trade payable for other contractual obligation
Lease Liabilities

Payable to employees	225.66	461.89
Security deposits received	15.15	24.28
Other liabilities	-	42.58
Non-trade payable for other contractual obligation	926.07	1,202.36
Lease Liabilities	59.58	-
	1,226.46	1,731.11

25. OTHER CURRENT LIABILITIES

Statutory dues including Provident Fund and Tax Deducted at Source
Lease equalisation reserve
Unclaimed Dividend*

Statutory dues including Provident Fund and Tax Deducted at Source	313.45	514.99
Lease equalisation reserve	-	0.82
Unclaimed Dividend*	103.59	-
	417.04	515.81

*There are no amounts of unclaimed dividend due for transfer to the Investor Education and Protection Fund (IEPF) under Section 125 of the Companies Act, 2013 as at the year end, as per the Company's records.

26. CONTRACT LIABILITIES

Advance from customers
Deferred Revenue

Advance from customers	191.42	45.12
Deferred Revenue	571.14	534.89
	762.56	580.01

27. CURRENT PROVISION

Provision for employees retirement benefits
- Leave encashment
- Superannuation
Provision for warranty*

Provision for employees retirement benefits		
- Leave encashment	169.81	195.38
- Superannuation	3.91	4.22
Provision for warranty*	48.78	73.75
	222.50	273.35

* Provision for warranty

Balance as at the beginning of the year
Additions
Amount used
Balance as at the end of the year

	As at March 31, 2020	As at March 31, 2019
Balance as at the beginning of the year	73.75	52.49
Additions	162.69	222.99
Amount used	(187.66)	(201.73)
Balance as at the end of the year	48.78	73.75

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

28. LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

Other Advances (refer note 44)

	As at March 31, 2020	As at March 31, 2019
	2,250.00	2,250.00
	2,250.00	2,250.00

29. CONTINGENT LIABILITIES

a) Statutory & legal matters:

i)	Contingent liabilities, net of provisions amounting to Rs.146.28 (March 31, 2019 Rs.232.89) in respect of pending legal suits that are not acknowledged as debts.	651.23	614.61
ii)	Disputed Income tax demands including interest, net of provision Rs.404.23 lacs (March 31, 2019 Rs.326.58 lacs) against which the Company/ authorities have preferred an appeal against the orders. The Company has deposited Rs.4,904.61 lacs under protest (March 31, 2019 Rs.4,937.51 lacs) against such litigations. During the year, demand has increased by Rs.531.66 lacs.	12,128.80	11,597.14
iii)	Sales tax demands, net of provision of Rs.2,602.96 lacs (March 31, 2019 Rs.2,481.74 lacs) disputed by the Company against which the Company has preferred an appeal. The Company has deposited Rs.1,293.82 lacs (March 31, 2019 Rs.1,307.78 lacs) against all Sales tax demands. During the year demands aggregating to Rs.6150.65 lacs have been received during the year. Demand of Rs.977.06 lacs has been settled during the year. Sales tax demands, net of provision of Rs.2,516.03 lacs (March 31, 2019 Rs.2,481.74 lacs) disputed by the Company against which the company has preferred an appeal. The Company has deposited Rs.1,293.82 lacs (March 31, 2019 Rs.1,307.78 lacs) against all Sales tax demands. During the year demands aggregating to Rs.979.63 lacs have been received.	5,959.12	758.27
iv)	Excise duty demands on kitting issue, (net of provision of Rs.566.41 lacs as on March 31, 2019) disputed by the excise authorities against which the Company has preferred an appeal. These issue pertains to April 2002 to March 2010. There are various Show Cause Notice which has been issued to Xerox India Limited but currently initial issue pertaining to April 2002 to November 2006 is currently pending before the Supreme Court.	7,161.81	7,101.24
v)	On October 23, 2007 the Company received a show cause notice from the Commissioner of Service Tax, New Delhi for evasion of service tax on leasing & financing services for the period August 16, 2003 to November 4, 2004. The Company has filed a reply to the show cause notice in 2007. An order of the Commissioner of Service was received on February 14, 2013 demanding Rs.65.11 lacs with penalty of Rs.75.01 lacs. The Company has filed an appeal against said Order with Tribunal on May 14, 2013 . A full and unconditional stay has been granted by the Tribunal vide Order dated August 30, 2013.	140.12	140.12

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

	As At March 31, 2020	As At March 31, 2019
vi) The Company has received nine show cause notices from the Commissioner of Service Tax, New Delhi for the period July' 03 to June'12 for claiming material abatement on maintenance and printing contracts. Of the above nine show cause notices, first three notices were adjudicated vide Order dated November 30, 2010 dropping demand raised in first and providing partial relief in other two. Other five notices were adjudicated vide Order dated December 31, 2013 giving partial relief of Rs.1,175.50 lacs and last one notice has been also adjudicated vide Order dated July 27, 2015 giving partial relief of Rs.596.50 lacs and against this relief and dropping demand of SCN the department has also filed an appeal before CESTAT, New Delhi. Company has also deposited amount of Rs.70.46 Lacs for entertain the appeal before CESTAT Delhi. And on first three SCN's department has filed an appeal before CESTAT against drop the demand under SCN Rs.2,060.66 and relief given on Rs.268.89 lacs in paper sale/full material sale under XGS. The Company received two orders in Apr'18, dated March 13, 2018 and March 20, 2018 and May 23, 2019 passed by CESTAT, Chandigarh allowing the Company appeals (and dismissing Revenue appeals) in 9 show cause notices for the period July'03 to June'12. The amount of contingency shown in this disclosure include the amount of Rs.12,035.88 pertaining to said 9 show cause notices for which favourable order has been received, as Revenue has filed SLP before Supreme Court on December 15, 2018 against first adjudicating order for first three SCN for period July'03 to March'08 and November 15, 2019 against the last SCN for period October'11 to June'12.	12,035.88	12,035.88
It is not practical for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings		
vii) As per E-Waste (Management) Rules, 2016, as amended ('the rules') issued by Ministry of Environment, Forest and Climate Change (MoEF & CC) Government of India, the Company has a commitment to complete the Extended Producer Responsibility (EPR) targets, calculated based on sales made in the preceding 10th year, through channelization of e-waste to an authorized dismantler/ recycler. Based on this calculation, the Company was required to channelize 150.96 MT during the current year against which 147.89 MT has been channelized while residual 3.07 MT was under progress when the nationwide lockdown was imposed by Government from March 25, 2020 and remained pending.		

30. CAPITAL AND OTHER COMMITMENTS

Estimated amount of contracts remaining to be executed on capital account and not provided for against which advance has not been paid, NIL (March 31, 2019 NIL).

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

31. REVENUE FROM OPERATIONS

	Year ended March 31, 2020	Year ended March 31, 2019
Sale of products		
– Traded goods	18,374.30	23,791.97
Sale of services	26,517.91	29,586.90
Other operating revenue		
– Software support services	1,980.50	5,841.98
– Business support services	572.56	569.47
	47,445.27	59,790.32
Details of sales (Traded goods)		
Equipment	12,109.53	15,034.47
Paper	2,678.62	4,575.52
Components	3,586.15	4,181.98
Total	18,374.30	23,791.97

Critical judgements in calculating amounts

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Accruals are made at the time of sale for the estimated rebates, discounts or allowances payable or returns to be made, based on available market information current and projected, historical experience and contractual and legal obligations. The level of accrual is reviewed and adjusted regularly in the light of past experience, projected market conditions etc. Because the amounts are estimated it may differ from the final outcome, which could affect the future results of the Company.

Transaction price allocated to the remaining performance obligations

Transaction price is the expected consideration to be received in exchange for transferring goods or services, to the extent that it is highly probable that there will not be a significant reversal of revenue.

Reconciliation of revenue recognised with the contracted price is as follows:

Particulars	March 31, 2020	March 31, 2019
Contracted price	49,241.47	61,696.91
Adjustments for :		
Cash discounts	(25.00)	(46.68)
Trade and volume discounts	(1,744.24)	(1,834.48)
Extended warranty	(26.96)	(25.43)
Revenue recognised	47,445.27	59,790.32

Disaggregation of Revenue

Revenue is disaggregated by product group and by geography. This is consistent with the revenue information that is disclosed for each reportable segment under Ind AS 108 (refer note 52).

Timing of Revenue Recognition

Revenue from Sale of products is transferred to the customers at a point in time, whereas revenue from sale of services is transferred over a period of time.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

Trade Receivables and Contract Balances

The Company classifies the right to consideration in exchange for deliverables either as receivable or as Contract Asset. A receivable is a right to consideration that is unconditional upon passage of time. Contract assets consist of unbilled revenue. Contract liabilities consist of deferred revenue and advance from customers.

Movement in Contract Liability is as follows:

Particulars	March 31, 2020	March 31, 2019
Balance at the beginning of the year	534.89	472.03
Revenue recognised out of the deferred balance at the beginning of the year	(196.98)	(275.71)
Increase due to invoicing during the year yet to be recognised at the end of the year	233.23	338.57
Balance at the end of the year	571.14	534.89

Movement in Unbilled Revenue is as follows:

Particulars	March 31, 2020	March 31, 2019
Balance at the beginning of the year	1,705.35	1,300.51
Invoiced raised during the current year out of the balance at the beginning of the year	(1,090.37)	(1,300.51)
Revenue recognised in current year as unbilled revenue	1,393.12	1,705.35
Balance at the end of the year	2,008.10	1,705.35

32. OTHER INCOME

Interest income from financial assets at amortised cost	608.31	973.40
Interest income on taxes and other refund	435.42	7.87
Interest income on finance lease receivable	101.00	69.04
Net foreign exchange differences	444.77	597.01
Unwinding of discount on security deposits	8.74	11.51
Liabilities / provisions written back to the extent no longer required	12.25	49.85
Net gain/ (Loss) on disposal of property, plant and equipment	223.03	49.72
Scrap sale	9.09	3.02
Fair value gains / (losses) on derivatives not designated as hedge*	39.98	(44.39)
Miscellaneous income	104.27	311.84
	1,986.86	2,028.87

	Year ended March 31, 2020	Year ended March 31, 2019
Interest income from financial assets at amortised cost	608.31	973.40
Interest income on taxes and other refund	435.42	7.87
Interest income on finance lease receivable	101.00	69.04
Net foreign exchange differences	444.77	597.01
Unwinding of discount on security deposits	8.74	11.51
Liabilities / provisions written back to the extent no longer required	12.25	49.85
Net gain/ (Loss) on disposal of property, plant and equipment	223.03	49.72
Scrap sale	9.09	3.02
Fair value gains / (losses) on derivatives not designated as hedge*	39.98	(44.39)
Miscellaneous income	104.27	311.84
	1,986.86	2,028.87

* Not designated to hedge accounting relationship

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

33. PURCHASE OF GOODS AND SERVICES

Purchase of services and components for sale and servicing of field machines (including warranty costs)

Purchase of traded goods

Provision for obsolescence of inventories

Details of consumption and purchases

Purchase of traded goods

Equipment

Paper

	Year ended March 31, 2020	Year ended March 31, 2019
Purchase of services and components for sale and servicing of field machines (including warranty costs)	20,087.50	20,371.40
Purchase of traded goods	16,571.95	18,812.41
Provision for obsolescence of inventories	265.17	343.15
	36,924.62	39,526.96
Purchase of traded goods		
Equipment	13,988.33	14,443.52
Paper	2,583.62	4,368.89
	16,571.95	18,812.41

34. CHANGE IN INVENTORIES OF GOODS

Traded goods

- At the beginning of the year
- At the end of the year

Components for sale and servicing of field machines

- At the beginning of the year
- At the end of the year

Decrease / (Increase) in inventories

At the beginning of the year	856.11	1,145.13
At the end of the year	2,900.75	856.11
	(2,044.64)	289.02
Components for sale and servicing of field machines		
At the beginning of the year	3,463.17	3,495.91
At the end of the year	4,682.18	3,463.17
	(1,219.01)	32.74
Decrease / (Increase) in inventories	(3,263.65)	321.76

35. EMPLOYEE BENEFIT EXPENSE

Salaries, wages and bonus

Contribution to Provident and other funds (refer note 35 (b) below)

Group settled share based payment

Gratuity (refer note 35 (b) below)

Staff welfare

Salaries, wages and bonus	5,896.20	9,085.30
Contribution to Provident and other funds (refer note 35 (b) below)	266.09	360.02
Group settled share based payment	63.52	133.66
Gratuity (refer note 35 (b) below)	26.08	42.02
Staff welfare	23.02	36.51
	6,274.91	9,657.51

(a) Contribution to provident and other funds

Amount recognised in the Statement of Profit and Loss:

- Provident fund
- Pension fund
- Superannuation
- Labour welfare fund

Provident fund	167.60	220.31
Pension fund	48.58	85.30
Superannuation	48.64	53.41
Labour welfare fund	1.27	1.00
	266.09	360.02

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

Employee benefits payable

a) Leave encashment

The leave obligations cover the Company's liability for earned leave. The entire amount of the provision is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to avail the full amount of accrued leave or require payment for such leave within the next 12 months.

b) Defined benefit plans

Provident fund: Provident fund for certain eligible employees is managed by the Company through the "Xerox India Employees' Provident Fund Trust", in line with the Provident Fund and Miscellaneous Provisions Act, 1952. The plan guarantees interest at the rate notified by the Provident Fund Authorities. The contribution by the employer and employee together with the interest accumulated thereon are payable to employees at the time of their separation from the Company or retirement, whichever is earlier. The benefits vest immediately on rendering of the services by the employee.

Gratuity: Gratuity for the eligible employees is managed by contributing all ascertained liabilities to a fund set up by the Company and administered by a board of trustees, which has taken two Gratuity cum insurance policies with the Life Insurance Corporation of India to cover the gratuity liability of the employees. Every employee is entitled to a benefit in line with the Payment of Gratuity Act, 1972, which is payable at the time of separation from the Company or retirement, whichever is earlier. The benefit vest after five years of continuous service.

Gratuity	As at March 31, 2020	As at March 31, 2019
Change in benefit obligations		
Benefit obligations at the beginning	712.31	835.33
Current service cost	67.93	77.45
Interest expense/(income)	51.14	63.74
Remeasurements – Actuarial (gains) / losses	(81.65)	(163.80)
Benefits paid	(69.65)	(100.41)
Benefit obligations at the end	680.08	712.31
Change in plan assets		
Fair value of plan assets at the beginning	1,295.20	1,299.75
Interest income	-	-
Remeasurements – Return on plan assets excluding amounts included in interest income(Gain)/loss from experience adjustment	88.29	93.18
Employer contributions	1.53	2.68
Benefits paid	(68.96)	(100.41)
Fair value of plan assets at the end	1,316.06	1,295.20
Funded status-Current	635.98	582.89

The amount for the years ended March 31, 2020 and March 31, 2019 recognized in the Statement of Profit and Loss under employee benefit expense are as follows :

	Year Ended March 31, 2020	Year Ended March 31, 2019
Total Service Cost	67.93	77.45
Net interest on the net defined benefit liability / asset	(41.85)	(35.43)
	26.08	42.02

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

The amount for the years ended March 31, 2020 and March 31, 2019 recognized in the Statement of Other Comprehensive Income are as follows :

	Year Ended March 31, 2020	Year Ended March 31, 2019
Remeasurements of the net defined benefit liability / (asset)		
Actuarial (gains) / losses	(81.65)	(163.80)
(Return) / loss on plan assets excluding amounts included in the net interest on the net defined benefit liability / (asset)	4.70	5.99
	(76.95)	(157.81)
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	0.34	(66.05)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(3.81)	(37.08)
Actuarial (Gain)/Loss on arising from Experience Adjustment	(78.18)	(60.67)
	(81.65)	(163.80)

Provident Fund	As at March 31, 2020	As at March 31, 2019
Change in benefit obligations		
Benefit obligations at the beginning	7,316.02	7,049.17
Current service cost	161.31	220.31
Interest expense/(income)	633.68	537.85
Settlements/Transfer In	18.30	204.63
Remeasurements – Actuarial (gains) / losses	4.35	59.55
Benefits paid	(1,194.95)	(1,156.48)
Employee Contributions	316.33	400.99
Benefit obligations at the end	7,255.04	7,316.02
Change in plan assets		
Fair value of plan assets at the beginning	7,491.02	7,241.35
Opening adjustment as per BS	(25.39)	-
Remeasurements – Return on plan assets excluding amounts included in interest income(Gain)/loss from experience adjustment	572.73	580.22
Employer contributions	161.31	220.31
Benefits paid	(1,194.95)	(1,156.48)
Settlements / Transfer In	18.30	204.63
Employee contributions	316.33	400.99
Fair value of plan assets at the end	7,339.35	7,491.02
Funded status	84.31	175.00

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

The amount for the years ended March 31, 2020 and March 31, 2019 recognized in the Statement of Profit and Loss under employee benefit expense are as follows:

	Year Ended March 31, 2020	Year Ended March 31, 2019
Total Service Cost	161.31	220.31
Net interest on the net defined benefit liability / asset	-	-
	161.31	220.31

The amount for the years ended March 31, 2020 and March 31, 2019 recognized in the Statement of Other Comprehensive Income are as follows :

Remeasurements of the net defined benefit liability / (asset)

Actuarial (gains) / losses	4.35	59.55
(Return) / loss on plan assets excluding amounts included in the net interest on the net defined benefit liability / (asset)	60.94	(42.37)
	65.29	17.18
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	0.07	(1.02)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.27	0.17
Actuarial (Gain)/Loss on arising from Experience Adjustment	4.01	60.40
	4.35	59.55

Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Gratuity

	March 31, 2020	March 31, 2019
Discount rate	6.31%	7.18%
Salary growth rate	7.00%	8.00%

Provident fund

	March 31, 2020	March 31, 2019
Discount rate	6.31%	7.18%
Expected statutory rate on ledger balance	8.50%	8.65%
Expected shortfall in interest rate	0.10%	0.05%

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Gratuity March 31, 2020	Provident Fund March 31, 2020
Impact of Change in discount rate		
Present Value of Obligation at the end of period	680.08	7,255.04
1) impact due to 0.5% increase	(15.20)	(0.19)
2) impact due to 0.5% decrease	15.87	0.19
Impact of Change in salary growth rate		
Present Value of Obligation at the end of period	680.08	
1) impact due to 0.5% increase	15.70	
2) impact due to 0.5% decrease	(15.18)	

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

Impact of Change in discount rate

	March 31, 2019	March 31, 2019
1) impact due to 0.5% increase	(15.69)	(0.19)
2) impact due to 0.5% decrease	16.40	0.20

Impact of Change in salary growth rate

	March 31, 2019	March 31, 2019
1) impact due to 0.5% increase	16.19	
2) impact due to 0.5% decrease	(15.64)	

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The major categories of plans assets for Provident Fund are as follows:

	March 31, 2020	March 31, 2019
Government securities (Central & state)	56%	57%
Corporate bonds/debentures/loans	0%	0%
Equity shares of listed Companies	4%	3%
Fixed deposits under special deposit scheme of central government	0%	0%
Public sector unit bonds	39%	39%
Fixed deposits and money market instruments	0%	0%
Others	1%	1%
	100%	100%

Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

- Salary Increases – Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- Discount Rate – Reduction in discount rate in subsequent valuations can increase the plan's liability.
- Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

The Company's best estimate of contribution for the year ending March 31, 2021 towards Gratuity is Rs.32.49 and towards Provident Fund is Rs.195.55.

The weighted average duration of Gratuity is 4.84 years (March 31, 2019 – 5.40 years). The weighted average duration of provident fund is 4.84 years (March 31, 2019 – 5.40 years). The expected maturity analysis of undiscounted gratuity and provident fund is as follows:

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

March 31, 2020

Defined benefit obligation (gratuity)
Defined benefit obligation (provident fund)

Less than a year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
106.78	93.60	222.80	256.90	680.08
3,771.00	74.00	372.00	3,038.04	7,255.04
3,877.78	167.60	594.80	3,294.94	7,935.12

March 31, 2019

Defined benefit obligation (gratuity)
Defined benefit obligation (provident fund)

132.12	79.49	198.94	301.76	712.31
3,905.02	378.00	815.00	2,218.00	7,316.02
4,037.14	457.49	1,013.94	2,519.76	8,028.33

36. FINANCE COSTS

Interest expense on lease liabilities
Unwinding of discount on provisions
Bank charges

Year ended March 31, 2020	Year ended March 31, 2019
45.89	-
0.83	2.44
11.05	9.31
57.77	11.75

37. DEPRECIATION AND AMORTISATION EXPENSE

Depreciation on property, plant and equipment
Amortisation of intangible assets
Depreciation of Right of Use assets

Year ended March 31, 2020	Year ended March 31, 2019
1,225.36	1,235.61
53.23	78.59
355.27	-
1,633.86	1,314.20

38. OTHER EXPENSES

Consumables and spare parts - own use equipments
Charity and Donations
Repair and Maintenance - others*
Bad debts and advances written off
Provision/(Release) for doubtful advances
Provision for doubtful debts
Provision for litigations and disputes
Electricity
Rates and taxes*
General expenses
Rent*
Insurance
Legal and professional*
Auditors' Remuneration
- Statutory audit
- Other services
- Reimbursement of expenses
Printing and stationery
Cost of services purchased

Year ended March 31, 2020	Year ended March 31, 2019
18.25	29.96
90.24	106.23
86.18	297.03
0.64	0.82
67.77	140.25
57.62	52.08
144.19	298.07
86.97	124.82
(0.78)	32.32
141.03	189.99
94.84	827.52
146.66	184.12
518.70	764.29
25.00	43.00
1.00	1.25
1.00	1.59
1.56	6.66
1,054.63	1,115.78

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

	Year ended March 31, 2020	Year ended March 31, 2019
Communication	60.46	87.26
Fixed assets written off*	63.97	132.26
Advertisement and publicity	72.33	204.76
Transportation and warehousing	1,373.05	1,598.20
Sales Commission and Incentives	3.50	-
Conveyance and travelling	648.81	915.07
	4,757.62	7,153.33

* Refer Note No 45 (b) for year ended March 31, 2019.

39. EARNINGS PER SHARE (EPS)

The following is a computation of earnings per share and a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share

(a) Net profit after tax	1,429.55	2,513.30
(b) Weighted average number of equity shares outstanding during the year	448.08	448.08
(c) Nominal value of equity shares (Rs.)	10.00	10.00
(d) Basic/diluted* earnings per share (Rs.)	3.19	5.61

*There are no potential dilutive equity shares

40. RELATED PARTY TRANSACTIONS

In the normal course of business, the company enters into transactions with its parent company and other affiliated Companies. The names of related parties of the Company as required to be disclosed under Ind AS 18 are as follows:

(a) **The Company is controlled by the following entity:**

Ultimate holding/parent Company	Xerox Holdings Corporation, USA
Ownership Interest as at March 31, 2020	96.66%
Entities exercising significant Influence on the Company:	Xerox Corporation*
	Xerox Limited, UK (holding 45.58%)
	XC Trading Singapore Pte Limited (holding 39.29%)
	Xerox Investments Europe B.V. (holding 11.79%)

*Xerox Corporation became a wholly-owned subsidiary of Xerox Holdings Corporation on July 31, 2019.

(b) **Other Related parties with whom transactions have taken place during the year:**

Fellow subsidiaries and other Companies/ entities which do not exercise control or significant influence over the Company:	Conduent India Pvt Limited (erstwhile Xerox Business Services India LLP)
	Xerox (Europe) Limited Ballycoolin
	Xerox Egypt S.A.E.
	Xerox Technology Services India LLP
	Fuji Xerox Co Limited
	Xerox OY (FINLAND)

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

Key Managerial Personnel as per The Companies Act, 2013

Raj Kumar Rishi - Managing Director (from December 15, 2017 to May 22, 2019)

Martin Boyle – Managing Director (from November 13, 2019 to February 24, 2020)

Leo Joseph – Managing Director (from February 27, 2020)

Satpreet Singh- Chief Financial Officer (from February 01, 2016)

Rajiv L. Jha - Company Secretary & DGM Legal (from March 24, 2015)

Post employment benefit funds

Xerox India Employees Provident Fund Trust

Xerox India Limited Group Gratuity Trust

Xerox India Limited Employees Superannuation Trust

Key management personnel compensation

Short-term employee benefits

Post-employment benefits

Total

Year ended March 31, 2020	Year ended March 31, 2019
406.38	400.47
18.89	15.58
425.27	416.05

During the year, RSUs worth Rs. 39.11 lacs stand vested in favour of Mr. Ashraf M. A. Elarman which were granted to him by the Parent Company namely Xerox Corporation during his tenure as the Managing Director of Xerox India Limited between June 22, 2015 till December 31, 2017.

Contribution made to the post employment benefit funds:

Xerox India Employees Provident Fund Trust

Xerox India Limited Group Gratuity Trust

Xerox India Limited Employees Superannuation Trust

Total

Year ended March 31, 2020	Year ended March 31, 2019
167.60	220.31
26.08	42.02
48.64	53.41
242.32	315.74

Included in the financial statements are the following amounts relating to transactions with related parties:

(a) Revenue

Entities exercising significant Influence on the Company:

Xerox Corporation, USA

- Software support services

- Business support services

Xerox Limited, UK

- Other Income

- Business support services

XC Trading Singapore Pte Limited

- Business support services

Year ended March 31, 2020	Year ended March 31, 2019
1,979.49	5,841.98
153.21	139.15
75.19	87.18
65.98	66.01
296.67	283.13

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

	Year ended March 31, 2020	Year ended March 31, 2019
Fellow subsidiaries and other Companies which do not exercise control or significant influence over the Company		
Xerox Technology Services India LLP		
- Business support services	105.83	126.44
- Sale of services	7.32	20.31
(b) Reimbursement of expenses paid on their behalf		
Entities exercising significant Influence on the Company:		
- Xerox Corporation, USA	-	1.82
- Xerox Limited, UK	27.08	99.99
Fellow subsidiaries and other Companies which do not exercise control or significant influence over the Company		
- Xerox OY (FINLAND)	-	0.50
(c) Expenses		
Entities exercising significant Influence on the Company:		
Xerox Corporation, USA		
- Reimbursement of salary paid on behalf of the Company	155.63	59.77
- Other expenses	-	6.60
Xerox Limited, UK		
- Purchases (including purchase of equipment)	29,603.79	30,101.57
- Salary	75.99	-
- Other expenses	16.03	4.88
Fellow subsidiaries and other Companies which do not exercise control or significant influence over the Company		
Fuji Xerox Co Limited		
- Reimbursement of salary paid on behalf of the Company	14.70	58.56
Xerox Egypt SAE		
- Reimbursement of salary paid on behalf of the Company	-	35.60
Xerox Technology Services India LLP		
-Others Services	152.60	111.78
Xerox (Europe) Limited Ballycoolin		
- Other expenses	73.76	59.26

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

	As at March 31, 2020	As at March 31, 2019
(d) Balance outstanding as at the year end		
Receivables		
Entities exercising significant Influence on the Company:		
- Xerox Corporation, USA	121.14	335.85
- Xerox Limited, UK	42.43	41.86
- XC Trading Singapore Pte Limited	23.67	21.09
Fellow subsidiaries and other Companies which do not exercise control or significant influence over the Company		
- Xerox Technology Services India LLP	9.31	10.71
Payables		
Enterprise having substantial interest in the Company		
- Xerox Corporation, USA	66.37	19.21
- Xerox Limited, UK	4,679.72	2,859.82
Fellow subsidiaries and other Companies which do not exercise control or significant influence over the Company		
-Fuji Xerox Co Ltd	-	3.68
- Xerox (Europe) Limited Ballycoolin	30.36	4.14
- Xerox Technology Services India LLP	44.08	26.33
(e) Dividend		
Enterprise having substantial interest in the Company		
-Xerox Limited , UK	4,799.45	-
-XC Trading Singapore Pte Limited	4,137.58	-
-Xerox Investments Europe B.V.	1,241.06	-

Note:

- The name of related parties is based on information provided by Xerox Corporation, USA.
- All transactions are made on normal commercial terms and at market rates and will be settled through normal banking channel.

41. LEASES

(a) Operating leases where the company is a lessee :

The Company has taken office premises and vehicles on operating leases. These lease arrangements range for a period between 11 months and 09 years, which include both cancellable and non cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms.

	Year ended March 31, 2020	Year ended March 31, 2019
(i) Maturity analysis of lease liabilities :		
Not later than one year	367.89	477.22
Later than one year but not later than five years	31.97	454.24
More than five years	-	-

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

	Year ended March 31, 2020
(ii) Amount recognised in Statement of Profit and Loss:	
Depreciation expense for right-of-use assets	355.27
Interest expense on lease liabilities	45.89
Expense relating to short-term leases	184.50
Expense relating to variable lease payments not included in the measurement of lease liabilities	55.31
(iii) Total cash outflow for leases	386.18
(iv) Operating lease commitments as at March 31, 2019 (as per Ind AS 17)	931.46
Less:- Non Lease components as per Ind AS 116	126.92
Less:- Effect of discounting	64.38
Lease liabilities as at April 1, 2019 (as per Ind AS 116)	740.16
Additions during the year	-
Finance cost accrued during the year	45.89
Deletions	-
Payment of lease liabilities	386.18
Balance as at March 31, 2020	399.87

(v) The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 8.5%.

(b) Operating leases where the Company is a lessor :

The Company has given certain asset-equipments on leases arrangement ranging for period 3-5 years.

	March 31, 2020	March 31, 2019
(i) Gross carrying amount	5,863.32	5,817.45
(ii) Accumulated Depreciation	2,982.16	2,377.72
(iii) Depreciation provided during the year	1,080.43	1,090.11

(c) Finance leases where the Company is a lessor :

The Company has given certain asset-equipments on leases arrangement ranging for period 4-5 years. Undiscounted lease payments to be received in future years are as follows :

	As at March 31, 2020	As at March 31, 2019
Future minimum lease payments		
Within one year	415.49	274.66
Later than one year but not later than five years	946.98	635.09
Later than five years	-	-

Amounts recognised in Statement of profit and loss:-

	Year ended March 31, 2020
i) Selling profit or (loss)	87.58
ii) Finance income on the net investment in the lease	101.00
iii) Income relating to variable lease payments not included in the measurement of the net investment in the lease.	-

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

42. DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

	As at March 31, 2020	As at March 31, 2019
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	36.00	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

The above disclosure is based on information available with the Company regarding status of the suppliers as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006.

43. MANAGERIAL REMUNERATION

- a) Managerial remuneration under Section 197 of the Companies Act, 2013 paid to the Managing Director of the Company is as follows:

	Year ended March 31, 2020	Year ended March 31, 2019
Salary and other perquisites	224.66	214.85
Provident fund	9.45	7.20
Total	234.11	222.05

As no commission is payable to the Directors, the computation of net profits in accordance with Section 197(8) read with Section 198 of the Companies Act, 2013 has not been given.

- b) Pertaining to the matter of clarification/approval of payment of excess managerial remuneration (amounting to Rs.19.76 Lacs, as computed by the Company) for the financial year 2008-09, the Company undertook the following bona fide actions since financial year 2015-16:
- accounted for the said excess managerial remuneration (amounting to Rs.19.76 lacs) under "Miscellaneous Income" in the audited financial statements for financial year 2015-16;
 - submitted a letter in October 2016 with the Ministry of Corporate Affairs (MCA) withdrawing Company's application for clarification/ approval of the aforesaid excess managerial remuneration;
 - subsequently recovered such excess managerial remuneration during the financial year 2016-17 and disclosed such recovery in audited financial statements and Board's Report of the Company for the financial year 2016-17; and
 - submitted the audited financial statements and Board's Reports for the said financial years with the Registrar of Companies (RoC)/MCA after the same were approved and adopted by the shareholders of the Company in the relevant Annual General Meetings for the said financial years; and RoC/MCA took all the aforesaid submissions on record.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

In light of the aforesaid and based on the fact that nothing is pending for compliance at Company's end in this respect, on internal assessment by the Company, this matter may be considered completed for actions on part of the Company with no further financial implications. .

44 RAMPUR CLOSURE:

Pursuant to the approval of the shareholders of the Company in their Extra-Ordinary General Meeting held on March 25, 2010 for disposal of Rampur undertaking, the Company closed the said undertaking w.e.f. March 31, 2010 and accordingly, initiated the process for its disposal. The said disposal was subject to entering into definitive agreements and obtaining of regulatory approvals thereof.

During FY 2011-12, the Company entered into an agreement with Modipur Devices Pvt. Ltd. for sale of the aforesaid undertaking including the leasehold land, controlled land, freehold land, buildings and other assets at Rampur for an aggregate consideration of Rs.2250 Lacs, out of which Rs.1150 Lacs was received by the Company in the financial year 2011-12 and the balance in the financial year 2013-14. However, the sale of undertaking had not been recognised in the books pending registration of the deed of conveyance/sale deed or assignment of lease. The registration of the deed of conveyance/sale deed or assignment of lease was conditional upon the obtaining of necessary regulatory approval which has been awaited.

In respect of the aforesaid leasehold land, during the financial year ended March 31, 2016, the first tranche of lease (i.e. first 30 years out of the three tranches/sub-terms of total lease term for 90 years) granted by the relevant Government to the Company expired on September 20, 2015. However, much prior to the said expiry and thereafter, the Company wrote several letters to the relevant Government department/authority requesting renewal/extension of the lease for the second tranche of 30 years as well as permission for assignment/transfer of leasehold land in favour of Modipur Devices Pvt. Ltd. Further, in March 2016, the Company received a letter from the concerned Government Department seeking explanation with respect to the renewal of the lease, which was appropriately replied by the Company in April 2016.

During the FY 2016-17, the concerned Government Department announced a scheme (vide notification no. 10-638/77-3-16-9 dt. April 29, 2016) providing for conversion of leasehold land into freehold land. In order to achieve the objective of the aforesaid agreement, the Company, accordingly, applied to the concerned Government Department (vide its application dated July 14, 2016) for allowing conversion of the said leasehold land into freehold land as well as transfer of the said freehold land (upon conversion) in favour of Modipur Devices Pvt. Ltd. However, the concerned Government Department returned the conversion application with an advice to complete the process of renewal first and then re-apply.

During the year under review, nothing had been heard back from the concerned Govt. Authority on our aforesaid application for renewal and transfer of lease. However, the Company received a letter (dated May 16, 2019) from the local administrative authority seeking some clarifications. To that, the Company submitted its reply (vide letter dated June 4, 2019). Pending such approvals, the assets (including leasehold land) of Rs.24.05 lacs attributable to the said undertaking have been classified as assets held for sale.

45. OTHER NOTES

a) Disclosure:

Subsequent to the submission of the required information with the Directorate of Enforcement ("ED") in the FY 2014-15 relating to the trading activities undertaken by the Company during the years 2000-2003, the Company (vide its letter dated September 8, 2014) requested the Reserve Bank of India (RBI) for clarity on the approval requirement with respect to the aforesaid trading activities undertaken by the Company. To that, RBI issued a letter (dated November 23, 2016) to the Company stating that in terms of Press Note 2 of 2000 dated February 11, 2000, FDI in cash and carry wholesale trading required prior approval of the Foreign Investment Promotion Board (FIPB).

Pursuant to the aforesaid RBI letter, the Company submitted applications with FIPB on December 29, 2016 and May 23, 2017 (which was processed by Department of Industrial Policy and Promotion). However, both these applications were rejected by FIPB on technical grounds (vide its letter dated April 24, 2017 citing, inter alia, that the Company did not seek specific approval) and thereafter by Department of Industrial Policy and Promotion (DIPP) (vide its letter dated August 25, 2017 citing that no merit was found to change the earlier decision of the Govt. as communicated vide the said FIPB letter of April 24, 2017).

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

Presently, the Company's application/re-presentation (submitted on November 24, 2017) seeking post-facto approval to the aforesaid trading activities is under process with DIPP which took over from the FIPB after its dis-banding in June 2017. In the year 2018, the Government renamed DIPP as Department for Promotion of Industry and Internal Trade (DPIIT).

Thereafter, the Company received a summon from the ED dated 5th March 2018 requiring appearance of the principal officer along with detailed information/documents w.r.t. wholesale and retail trading undertaken by the Company during the year 2000-2003 item-wise, value-wise and quantity-wise. However, these being extremely old information and as the matter of DPIIT post-facto approval seemed to be in the last leg, the Company had sought extension till March 5, 2020. Meanwhile, in the month of Feb 2020 the Company provided the required information to the extent available to the ED with a copy to DPIIT. Subsequently, the company officers had met the ED officer and submitted their statements in March 2020.

Considering the above, based on the legal opinion obtained by the Company, the management is of the view that an estimate of the financial liability on the Company cannot be determined with reasonable certainty at this point in time as the same may depend on various factors viz. view taken by DPIIT) in relation to the Company's re-presentation, the aggregate foreign investment in the Company, revenue and profits earned from the trading activities during the years 2000-2003, comments, if any, of ED on the matter. Accordingly, liability would be recognised in the year such uncertainty gets resolved.

- b) During the year ended March 31, 2019, software support services activity has been reduced which are being provided to Xerox corporation. This has resulted into termination of lease of one of the facility based at Gurugram. The lease agreement for the said property was non-cancellable till July 2021. As per the agreement, the Company was required to pay rent for the non-cancellable period if the agreement is terminated during the lock in period. Subsequent to March 31, 2019, the Company has entered into an agreement with the lessor and negotiated to reduce the non-cancellable period of 28 months to 11.5 months and accordingly, the Company has recognized an expense of Rs. 209.68 lacs, Rs. 10.07 lacs, Rs.51.77 lacs and Rs.123.64 lacs as Rent, Property tax, Maintenance and Fixed Assets written off under the heading of Rent, Rates and Taxes, Repair and Maintenance - others and Fixed assets written off respectively. The Company has also recognized Rs. 83.71 Lacs towards Brokerage fee under the heading of Legal and Professional expenses.

46. The Company has a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company appoints independent consultants for conducting a Transfer Pricing Study to determine whether the transactions with associate enterprises are undertaken, during the financial year, on an "arms length basis". Adjustments, if any, arising from the transfer pricing study shall be accounted for as and when the study is completed for the current financial year. However the management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation. The transfer pricing study for the financial year 2018-19 did not result in any adjustment.

47. EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

- (a) Gross amount required to be spent by the Company during the year: Rs.90.18, (March 31, 2019: Rs.105.10)
- (b) Amount spent during the year :

Nature	In Cash	Yet to be paid in Cash	Total
March 31, 2020			
1. Construction / acquisition of any asset	-	-	-
2. On purposes other than (1) above	49.18	41.06	90.24
March 31, 2019			
1. Construction / acquisition of any asset	-	-	-
2. On purposes other than (1) above	39.42	66.81	106.23

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

48. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks.

The Company's senior management ensures that financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities to protect the currency exposure risk are carried out by the team that have the appropriate skills, experience and supervision.

(A) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and from its financial activities including deposits with banks. The carrying amounts of financial assets represent the maximum credit risk exposure.

Trade receivables, Contract assets and Finance lease receivables

The Trade receivables, Contract assets and Finance lease receivables of the Company are usually un-secured and derived from services rendered or sales made to a large number of contract as well as independent customers. As the customer base is widely distributed both economically and geographically, there is no concentration of credit risk.

As there is no independent credit rating of the customers available with the Company, the management reviews the credit-worthiness of its customers based on their financial position, past experience and other factors. In determining the allowances for doubtful trade receivables, contract assets and finance lease receivables the Company has used a simplified approach by computing the expected credit loss (ECL) allowance based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information.

Reconciliation of ECL provision

	Trade receivables	Contract assets	Finance lease receivables
ECL provision on 1 April 2018	933.88	1.27	0.83
Changes in ECL provision during the year including bad debts written off against provision	(168.06)	0.63	0.48
ECL provision on 31 March 2019	765.82	1.90	1.31
Changes in ECL provision during the year including bad debts written off against provision	(96.14)	86.35	0.40
ECL provision on 31 March 2020	669.68	88.25	1.71

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits accounts in different banks.

Other financial assets measured at amortised cost

Other financial assets measured at amortized cost includes security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

(B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding to meet obligations when due. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

Based on past performance and current expectations, the Company believes that the Cash and cash equivalents and cash generated from operations will satisfy its working capital needs, capital expenditure, commitments and other liquidity requirements associated with its existing operations, through at least the next twelve months.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

	As at March 31, 2020	As at March 31, 2019
Overdraft Fund Limit	782.71	759.37
Non fund based limit	6,441.09	6,253.88

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

Contractual maturities of financial liabilities:

	Carrying Amount	0-1 Year	> 1 Year
March 31, 2020			
Trade payables	6,983.34	6,924.77	58.57
Other financial liabilities	1,571.56	1,226.46	345.10
Total	8,554.90	8,151.23	403.67
March 31, 2019			
Trade payables	5,547.04	5,547.04	-
Other financial liabilities	1,735.27	1,731.11	4.16
Total	7,282.31	7,278.15	4.16

(C) Market risk

(i) Foreign currency exposure

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD. Exposures are broadly categorised into receivables and payable exposures. The Company manages its foreign currency risk by entering into derivatives on net exposures, i.e. netting off the receivable and payable exposures in order to take full benefit of Natural Hedge.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

	As at 31 March 2020	As at 31 March 2019
<u>Exposure to foreign currency risk (assets)</u>		
Financial assets		
EEFC Account Balance	230.87	373.96
Trade receivables	184.84	524.43
Net exposure to foreign currency risk (assets)	415.71	898.39
<u>Exposure to foreign currency risk (liabilities)</u>		
Trade payables	4,673.11	2,926.66
Foreign exchange forward contracts (Buy USD)	3,463.59	2,193.36
Net exposure to foreign currency risk (liabilities)	1,209.52	733.30

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

Other than above (USD), the Company has unhedged foreign currency exposure expressed in INR, as follows:

	As at 31 March 2020	As at 31 March 2019
Trade payables		
GBP	116.54	5.73
JPY	-	3.68
EURO	30.36	4.14
Trade receivables		
EURO	2.45	-

(ii) Foreign currency sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments:

USD sensitivity*		
INR/USD Appreciates by 2.5%	(79.65)	(33.16)
INR/USD Depreciates by 2.5%	79.65	33.16

* Holding all other variables constant

49. CAPITAL MANAGEMENT

The Company's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2019 and March 31, 2020.

Dividend

	As at March 31, 2020	As at March 31, 2019
	Amount in Rs.	Amount in Rs.
Dividend not recognised at the end of the reporting period	NIL	10,529.88
The directors have recommended the payment of a final dividend of Rs. NIL (March 31, 2019 of Rs.23.5).		
Dividend distribution tax on above	NIL	2,164.45

50. FAIR VALUE MEASUREMENTS

a) Financial instruments by category

	As at March 31, 2020			As at March 31, 2019		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Trade receivables	-	-	5,092.67	-	-	6,505.64
Contract Assets	-	-	1,919.85	-	-	1,703.45
Cash and cash equivalents	-	-	7,852.11	-	-	20,263.66
Bank balances other than cash and cash equivalents	-	-	103.59	-	-	-
Loans	-	-	98.06	-	-	112.34

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

	As at March 31, 2020			As at March 31, 2019		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Other Financial Assets	-	-	1,421.83	-	-	849.04
Foreign exchange forward contracts*	39.56	-	-	-	-	-
Total financial assets	39.56	-	16,488.11	-	-	29,434.13
Financial liabilities						
Trade payables	-	-	6,983.34	-	-	5,547.04
Other Financial Liabilities	-	-	1,571.56	-	-	1,692.69
Foreign exchange forward contracts*	-	-	-	42.58	-	-
Total financial liabilities	-	-	8,554.90	42.58	-	7,239.73

* Classified as Level 2 of fair value hierarchy: the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.

(b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair value of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements.

Fair value hierarchy

	As at March 31, 2020			As at March 31, 2019		
	Level-1	Level-2	Level-3	Level-1	Level-2	Level-3
Financial assets						
Trade receivables	-	-	5,092.67	-	-	6,505.64
Contract Assets	-	-	1,919.85	-	-	1,703.45
Cash and cash equivalents	7,852.11	-	-	20,263.66	-	-
Bank balances other than cash and cash equivalents	103.59	-	-	-	-	-
Loans	-	-	98.06	-	-	112.34
Other Financial Assets	-	-	1,421.83	-	-	849.04
Foreign exchange forward contracts	-	39.56	-	-	-	-
Total financial assets	7,955.70	39.56	8,532.41	20,263.66	-	9,170.47
Financial liabilities						
Trade payables	-	-	6,983.34	-	-	5,547.04
Other Financial Liabilities	-	-	1,571.56	-	-	1,692.69
Foreign exchange forward contracts	-	-	-	-	42.58	-
Total financial liabilities	-	-	8,554.90	-	42.58	7,239.73

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between level 1 and 2 during the year.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

(ii) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of short term trade receivables, trade payables, cash and cash equivalents, other bank balances, security deposits and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

The fair values of security deposit are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy since significant inputs required to fair value an instrument are observable. There is no material difference between carrying amount and fair value of security deposit as on March 31, 2020, March 31, 2019.

51. SHARE BASED PAYMENTS

Equity settled share based payments

Xerox Corporation, USA have a long-term incentive plan whereby eligible employees of the Company may be granted restricted stock units (RSUs), performance shares (PSs) in order to continue to attract and retain employees and to better align employees' interests with those of the shareholders. Each of these awards is subject to settlement with newly issued shares of common stock of Xerox Corporation.

Restricted stock units: Compensation expense is based upon the grant date market price and is recorded over the vesting period, which is normally three years from the date of grant, based on management's estimate of the number of shares expected to vest.

Performance shares: Vest contingent upon meeting pre-determined cumulative goals for revenue, earnings per Share (EPS) and cash flow from operations, typically over a three-year performance period. If the cumulative three-year actual results exceed the stated targets, then all plan participants have the potential to earn additional shares of common stock up to a maximum overachievement of 100% of the original grant. In 2017, the maximum overachievement that could be earned was changed to 100% (from 25%) for all participants to align their maximum overachievement with that of the officers and selected executives. Previously that level was only available to officers and certain senior executives. All performance shares entitle the holder to one share of common stock, payable after a three-year service period and attainment of the stated goals. The fair value of performance shares is based upon the market price of our stock on the date of the grant. Compensation expense is recognized over the vesting period, which is normally three years from the date of grant, based on management's estimate of the number of shares expected to vest. If the stated targets are not met, any recognized compensation cost would be reversed.

Set out below is a summary of awards granted under the plan:

Particulars	Restricted stock unit	Performance shares
	No. of shares	No. of shares
Outstanding as at April 1, 2018	6,089	3,536
Granted during year	7,783	4,448
Forfeited/Expired during year	-	-
Exercised/vested during year	(901)	(828)
Outstanding at the March 31, 2019	12,971	7,156
Granted during year	4,383	3,424
Forfeited/Expired during year	(1,767)	(796)
Exercised/vested during year	(2,930)	(1,076)
Outstanding as at March 31, 2020	12,657	8,708

Weighted average grant date market price of the shares for the awards granted during the year is as follows (US\$):

	As at March 31, 2020	As at March 31, 2019
Restricted Stock Unit	36.26	25.14
Performance Shares	35.30	24.03

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

Awards outstanding at the end of the year have the following expiry date:

Grant Date	Expiry Date	As at March 31, 2020	As at March 31, 2019
Restricted stock unit			
01-Jul-16	01-Jul-19		1467
01-Oct-16	01-Oct-19		323
01-Jul-17	01-Jul-20	2497	2497
01-Jan-18	01-Jan-20		901
06-Apr-18	06-Apr-19		1035
06-Apr-18	06-Apr-20	1035	1035
06-Apr-18	06-Apr-21	1819	1819
14-Jan-19	14-Jan-20		971
14-Jan-19	14-Jan-21	971	971
14-Jan-19	14-Jan-22	1952	1952
01-Apr-19	01-Apr-20	849	
13-Jan-20	13-Jan-21	3534	
		12657	12971
Performance shares			
01-Jul-16	01-Jul-19		1361
01-Jul-17	01-Jul-20	836	836
06-Apr-18	06-Apr-21	1353	1353
14-Jan-19	14-Jan-22	3095	3095
01-Apr-19	01-Apr-22	1481	
13-Jan-20	13-Jan-23	1943	
		8708	6645

Weighted average remaining contractual life outstanding at end of period:

	As at March 31, 2020	As at March 31, 2019
Restricted Stock Unit	0.75 Years	1.32 Years
Performance Shares	1.78 Years	1.92 Years

Share based expense

Total expenses arising from share-based payment transactions recognized in profit or loss as part of employee benefit expense were as follows:

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
	63.52	133.66

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

52. SEGMENT REPORTING

The Board of directors of the Company collectively examines the Company's performance both from a product and geographic perspective and has identified six reportable segments of its business as Global Document Outsourcing, Office, Graphic Communications, Paper, Other support service and Bangladesh Project.

- **GDO** business segment offers clients a clear path to digital transformation in their internal and external facing operations by optimizing their print infrastructure and simplify their communication and business processes.
- **Office** segment serves global, national and small to mid-size commercial customers as well as government, education and other public sector customers by providing wide range of color and black-and-white multifunction printers and copiers.
- **Graphic communication** segment serves customers in the publishing, security printing and Graphic arts industry and large enterprises by providing high end digital colour and monochrome printing devices.
- **In paper business**, Xerox sells variety of Xerox branded Copy/ print/ digital paper to customers for use in their document processing requirements.
- Under **other support services**, Company provide information technology support services for various software applications, including their day to day maintenance, query resolution and other support activities to the parent organization.
- In **Bangladesh Branch** segment, Company is executing a Project in Bangladesh awarded by Bangladesh Bureau of Statistics for creating a database by providing assistance in questionnaire printing, data capture and processing using ICR technology.

[All figures in Rs. lacs, unless otherwise stated]

Reportable Segments	Year ended March 31, 2020						Year ended March 31, 2019							
	Global document outsourcing	Office	Graphic communication	Paper	Other Support Services	Bangladesh Project	Total	Global document outsourcing	Office	Graphic communication	Paper	Other Support Services	Bangladesh Project	Total
Segment Revenue	12,258.41	11,415.81	18,539.38	2,678.61	2,553.05	-	47,445.26	11,633.31	13,338.59	20,609.17	4,575.52	6,411.45	3,222.28	59,790.32
Segment Result	3,583.05	1,675.06	4,687.08	92.01	370.94	(28.90)	10,379.24	3,731.55	1,976.82	4,889.32	192.00	452.85	1,390.43	12,632.97
Unallocated Other Expenses							(9,261.33)							(10,804.85)
Other Income							1,986.86							2,017.31
Finance Costs							(57.77)							(11.75)
Tax expense							(1,857.82)							(1,513.79)
Other comprehensive income for the year, net of tax	-	-	-	-	-	-	240.37							193.41
Total comprehensive (loss)/ gain for the year							1,429.55							2,513.30
	As at March 31, 2020													
Other Information														
Segment assets	2,975.27	1,971.52	2,925.26	2.30	53.98	756.08	8,684.41	3,671.13	1,486.08	2,383.87	2.51	232.35	740.97	8,516.91
Trade receivables	1,792.70	**	**	44.59	196.54	-	5,092.67	1,774.00	**	**	129.44	396.60	125.63	6,502.43
Accrued revenue	1,692.13	-	227.72	-	-	-	1,919.85	1,611.21	-	92.24	-	-	-	1,703.45
Unallocated assets	-	-	-	-	-	-	23,379.84	-	-	-	-	-	-	32,898.46
Total assets							39,076.77							49,621.25
Trade payable	453.49	**	**	93.64	-	16.60	6,983.34	389.24	**	**	42.27	-	16.40	5,547.04
Accruals	489.32	-	-	-	-	310.26	799.58	536.48	-	-	-	-	287.73	824.21
Unallocated liabilities	-	-	-	-	-	-	31,293.85	-	-	-	-	-	-	43,250.00
Total liabilities							39,076.77							49,621.25

** Refer footnote 5 below

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

SEGMENT REPORTING CONTINUED

[All figures in Rs. lacs, unless otherwise stated]

Reportable Segments	Year ended March 31, 2020						Year ended March 31, 2019							
	Global document outsourcing	Office	Graphic communication	Paper	Other Support Services	Bangladesh Project	Total	Global document outsourcing	Office	Graphic communication	Paper	Other Support Services	Bangladesh Project	Total
Capital expenditure (including capital work in progress & capital advances)	684.08	-	-	-	7.72	-	691.80	2,204.78	-	-	-	53.13	-	2,257.91
Unallocated capital expenditure	-	-	-	-	-	-	50.95	-	-	-	-	-	-	102.38
Depreciation	1,080.43	-	-	-	65.97	-	1,146.40	1,090.11	-	-	-	147.28	-	1,237.39
Unallocated depreciation	-	-	-	-	-	-	487.47	-	-	-	-	-	-	76.82
Other Non-cash Adjustments														
Provision for indirect taxes and legal cases	-	-	-	-	-	-	144.19	-	-	-	-	-	-	298.07
Provision for doubtful advances	-	-	-	-	-	-	67.77	-	-	-	-	-	-	140.25
Provision for doubtful debts	-	-	-	-	-	-	57.62	-	-	-	-	-	-	52.08
Provision for obsolescence of inventories	-	-	-	-	-	-	265.17	-	-	-	-	-	-	343.15
Loss/ (profit) on sale of tangible assets (net)	-	-	-	-	-	-	(223.03)	-	-	-	-	-	-	(49.72)
Fixed assets written off	-	-	-	-	-	-	63.97	-	-	-	-	-	-	132.26
Unwinding of discount on security deposits	-	-	-	-	-	-	(8.74)	-	-	-	-	-	-	(11.51)
Provisions written back	-	-	-	-	-	-	(12.25)	-	-	-	-	-	-	(49.85)
Unrealised foreign exchange loss (net)	-	-	-	-	-	-	(11.50)	-	-	-	-	-	-	67.97
Fair value gains / (losses) on derivatives not designated as hedge	-	-	-	-	-	-	(39.98)	-	-	-	-	-	-	44.39
Bad debt written off	-	-	-	-	-	-	0.64	-	-	-	-	-	-	0.82
Segment revenue by location of customer														
Domestic							46,861.59							52,179.46
America							2,132.70							5,981.13
Bangladesh							-							3,222.28
Europe							141.17							153.19
Rest of world							296.67							283.13
Total							49,432.13							61,819.19

Revenue from Major Customers :

There's no customer having revenue amounting to 10% or more of Company's total revenue.

Footnote:

- 1 Net profit has not been measured and reported segment wise, as cost components have not been allocated to reportable segments. Additionally, management's decisions on resources and performance are based on the revenue by products or services and costs in the aggregate.
- 2 Other Income has not been measured and reported business segment wise as these components are not realistically allocable and identifiable.
- 3 Depreciation expense on GDO and Other support services has been allocated, while all other expenses are unallocated corporate expenses.
- 4 Inventory, GDO fixed assets and Receivables from GDO, Paper and Other support service have been allocated, while all other assets are unallocated.
- 5 Trade Receivable include Rs.3,058.84 (March 31, 2019 Rs.4,076.76) towards Office and Graphic communication. Trade payables include Rs.6,419.61 (March 31, 2019 Rs.5,099.13) towards Office, Graphic communication and Other support service. These are not separately identifiable.
- 6 Other operating income in the form of other support services has been identified as separate segment for reporting in this note.

Notes to the Financial Statements

[All figures in Rs. lacs, unless otherwise stated]

53. EVENTS OCCURRING AFTER THE REPORTING PERIOD

The Company evaluate events and transactions that occur subsequent to the balance sheet date but prior to issue of the financial statement to determine the necessity for recognition and / or reporting of any of these events and transactions in financial statements. As of July 16, 2020 there were no subsequent events to be recognized or reported in these financial statements.

54. Previous year figures have been regrouped and reclassified to conform to this year's classification.

For MSKA & Associates
Chartered Accountants
Firm Registration No.: 105047W

Manish P Bathija
Partner
Membership Number: 216706
Gurugram, India
July 16, 2020

For and on behalf of Board of directors

Leo Joseph
Managing Director
DIN: 08671160

Martin Boyle
Director
DIN: 08608348

Satpreet Singh
Chief Financial
Officer

Mohit Kumar
Finance Controller

Gurugram, India
July 16, 2020

Rajiv L.Jha
Company
Secretary &
General Manager
Legal

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XEROX INDIA LIMITED

CIN: U72200HR1995PLC049183

Regd. Office: 5th Floor, Block One, Vatika Business Park, Sector 49, Sohna Road, Gurugram - 122018, Haryana

Tel: 0124 446 3000, **Fax:** 0124 446 3111

Email: askus@xerox.com; **Website:** www.xerox.com/india

NOTICE CONVENING 24th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth (24th) Annual General Meeting of Xerox India Limited will be held on Wednesday, the 16th day of September, 2020 at Grand Ball Room-2, Radisson Gurugram Sohna Road City Center, Main Sohna Road, Sector 49, Gurugram-122018, Haryana, India, at 12.00 noon to transact the following business(es):

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2020 including Audited Balance Sheet as at 31st March 2020 and the Statement of Profit and Loss for the year ended on that date along with the reports of the Auditors and Board of Directors thereon, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2020 including Audited Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Board of Directors thereon, as circulated to the members, be and are hereby considered and adopted.”

Item No. 2: Appointment of Mr. David Brian Dyas as a director liable to retire by rotation

To appoint Mr. David Brian Dyas (DIN 07437186), who retires by rotation as a Director and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. David Brian Dyas (DIN 07437186), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.

SPECIAL BUSINESS:

Item No. 3: Appointment of Ms. Emma Jane Lambert as a Director liable to retire by rotation

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Emma Jane Lambert (DIN 08523021) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30th July 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No. 4: Appointment of Mr. Martin Boyle as a Director liable to retire by rotation

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Martin Boyle (DIN 08608348) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 13th November 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No. 5: Appointment of Mr. Martin Boyle as the Managing Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 152, 178, 196, 197, 198 and Schedule V to the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any modification and amendment thereto for the time being

in force, and circular/notification/clarification in relation thereto from time to time, and subject to approval of the Central Government and such other consents and permissions as may be necessary, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, the consent of the Company, be and is hereby accorded to the appointment of Mr. Martin Boyle (DIN 08608348) as the Managing Director of the Company w.e.f. 13th November 2019 till 12th November 2020 (both days inclusive), subject to any extension/re-appointment as may be decided by the Board on recommendation of the Nomination and Remuneration Committee.”

Item No. 6: Approval of Terms and Conditions (including Remuneration payable) of Mr. Martin Boyle as the Managing Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and 203 read with Schedule V and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules, regulations, circulars, notifications issued thereunder, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and subject to the approval of Central Government (if any) and any other approval as may be required, and based on the Appointment/Assignment Letter of Mr. Martin Boyle (DIN 08608348) including any Addendum thereto, the remuneration payable (as set out in the Explanatory Statement annexed to the Notice) to Mr. Martin Boyle (DIN 08608348) as the Managing Director of the Company, be and is hereby approved to be paid during the period of his employment with the Company w.e.f. 13th November 2019 till 12th November 2020 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 2(54), 152, 178, 197, 198, and Schedule V to the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any modification and amendment thereto for the time being in force, and circular/notification/clarification in relation thereto from time to time, the Company hereby accords its approval and consent to the payment of remuneration, benefits and amenities to Mr. Martin Boyle as the Managing Director of the Company as set out in the Explanatory Statement annexed to the Notice of this Meeting and upon the terms and conditions and stipulations contained in the Appointment/Assignment Letter of Mr. Martin Boyle, including Addendum thereto.

RESOLVED FURTHER THAT the said remuneration including benefits, amenities and perquisites as set out in the Explanatory Statement annexed to this Notice read with the said Appointment Letter (including Addendum thereto) shall nevertheless be paid and allowed to Mr. Martin Boyle as minimum remuneration for any financial year during the tenure of his appointment as the Managing Director of the Company in case of absence or inadequacy of profits for such financial year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof from time to time and for the time being in force.”

Item No. 7: Appointment of Mr. Leo Joseph as a Director liable to retire by rotation

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Leo Joseph (DIN 08671160) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27th February 2020 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No. 8: Appointment of Mr. Leo Joseph as the Managing Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 152, 178, 196, 197, 198 and Schedule V to the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any modification and amendment thereto for the time being in force, and circular/notification/clarification in relation thereto from time to time, and subject to approval of the Central Government (if any) and such other consents and permissions as may be necessary, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, the consent of the Company, be and is hereby accorded to the appointment of Mr. Leo Joseph (DIN 08671160) as the Managing Director of the Company w.e.f. 27th February 2020 till 26th February 2025 (both days inclusive), subject to any extension/re-appointment as may be decided by the Board on recommendation of the Nomination and Remuneration Committee.”

Item No. 9: Approval of Terms and Conditions (including Remuneration payable) of Mr. Leo Joseph as the Managing Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and 203 read with Schedule V and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules, regulations, circulars, notifications issued thereunder, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and subject to the approval of Central Government and any other approval as may be required, and based on the Appointment Letter of Mr. Leo Joseph (DIN 08671160) including any Addendum thereto, the remuneration payable (as set out in the Explanatory Statement annexed to the Notice) to Mr. Leo Joseph (DIN 08671160) as the Managing Director of the Company, be and is hereby approved to be paid during the period of his employment with the Company w.e.f. 27th February 2020 till 26th February 2025 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 2(54), 152, 178, 197, 198, and Schedule V to the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any modification and amendment thereto for the time being in force, and circular/notification/clarification in relation thereto from time to time, the Company hereby accords its approval and consent to the payment of remuneration, benefits and amenities to Mr. Leo Joseph as the Managing Director of the Company as set out in the Explanatory Statement annexed to the Notice of this Meeting and upon the terms and conditions and stipulations contained in the Appointment Letter of Mr. Leo Joseph, including Addendum thereto.

RESOLVED FURTHER THAT the said remuneration including benefits, amenities and perquisites as set out in the Explanatory Statement annexed to this Notice read with the said Appointment Letter (including Addendum thereto) shall nevertheless be paid and allowed to Mr. Leo Joseph as minimum remuneration for any financial year (for a period not exceeding three financial years) during the tenure of his appointment as the Managing Director of the Company in case of absence or inadequacy of profits for such financial year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof from time to time and for the time being in force, and subject to such other approvals as may be necessary.”

**BY ORDER OF THE BOARD OF DIRECTORS
XEROX INDIA LIMITED**

Sd/-

Rajiv I. Jha

Company Secretary & GM Legal
Membership No.: FCS 5948

Gurugram
16th July 2020

Regd. Office:

5th Floor, Block One, Vatika Business Park
Sector 49, Sohna Road, Gurugram 122018, Haryana
CIN: U72200HR1995PLC049183
Tel: +91 124 446 3000 Fax: +91 124 446 3111
E-mail: askus@xerox.com
Website: www.xerox.com/india

NOTES:

- 1. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”) WITH RESPECT TO THE SPECIAL BUSINESS/ES SET OUT IN ITEM NOS. 3, 4, 5, 6, 7, 8, AND 9 ABOVE, IS ANNEXED HERETO.**
- 2. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable.

3. Members/Proxies who wish to attend this AGM are requested to bring Attendance Slip sent herewith duly filled in and the copy of the Annual Report. Copies of Annual Report will not be distributed at the venue of this AGM. Members are requested to affix their signatures at the place provided on the Attendance Slip annexed to the Proxy Form and handover the Attendance Slip at the entrance to the place of this AGM. The identity/signature of the Members holding shares in dematerialized form are liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the Depository Participant (DP ID) and Account Number (Client ID) to this AGM for recording of their attendance at this AGM.
4. As required under SS-2 issued by the ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to the Notice of the AGM.
5. To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Registered Folio Numbers.
6. Members are requested to intimate any change in their addresses to MCS Share Transfer Agent Limited, Registrar and Share Transfer Agents of the Company, at F-65, 1st Floor, Okhla Industrial Area, Phase I, New Delhi – 110020, and if shares are held under dematerialised mode, then intimate such changes to their Depository Participants with whom they are maintaining their demat accounts.
7. Members may also note that the Annual Report for FY 2019-20 will also be available on the Company's website www.xerox.com/india for their download.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be made available for inspection by members of the Company. The Register of Contracts in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by members of the Company.
9. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules 2014, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 4th day of September, 2020 to Wednesday, the 16th day of September 2020 (both days inclusive).
10. Members who hold equity shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of any dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of equity shares held in dematerialised form.
11. Members who are holding equity shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent namely MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110020.
Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
 - a) change in the residential status on return to India for permanent settlement.
 - b) particulars of the NRE account with a Bank in India, if not furnished earlier.
12. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. With effect from 2nd October 2018, transfer of shares in physical form of an unlisted company is disallowed vide Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 vide notification (Dt. 10th September 2018) from the Ministry of Corporate Affairs, Government of India. However, transmission and transposition of shares can be processed. Members can contact the Company or its RTA for assistance in this regard. Further, w.e.f. 1st July 2020, stamp duty shall be payable on transfer of shares in dematerialised form as per the Government of Revenue Notification dated 30th March 2020 including any amendment thereto.

13. A member desirous of getting any information on financial statements or operations of the Company is requested to forward his / her / its queries to the Company at least seven working days prior to the date of the meeting, so that the required information can be made available at the meeting.
14. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays and Sundays, during business hours up to the date of the 24th Annual General Meeting.
15. The Annual Report 2019-20 alongwith the Notice of the 24th Annual General Meeting, Attendance Slip, and Proxy Form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants (DPs)/registrar and share transfer agent (RTA) unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the Annual Report 2019-20 along with the Notice of Annual General Meeting, Attendance Slip, and Proxy Form, are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website viz. www.xerox.com/india. Physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days except Saturdays and Sundays. For requesting any of the above documents, the shareholders may write to the Registrar and Transfer Agent (RTA) at their email id mcssta@rediffmail.com / admin@mcsregistrars.com or to the undersigned at rjiv.jha@xerox.com.
16. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, companies are allowed to send communication to shareholders electronically. We thus request you to kindly register/update your email ids with your respective depository participant. In case of physical shares, register/update your email ids with the Company's Registrar and Transfer Agent.
17. Members are requested to communicate their Personal Details in order to update the Register of Members under Section 88 of the Companies Act, 2013.
18. With a view to serving the members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folios are requested to write to the Registrar and Transfer Agent to consolidate their holdings under one folio.
19. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in dematerialized form may file nomination in the prescribed Form SH-13 and SH-14 (in duplicate) with the respective Depository Participant(s) and in respect of shares held in physical form, such nomination may be filed with the Company's Registrar and Transfer Agent.
20. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Members who have not cast their votes by remote e-voting can exercise their voting rights at the AGM. The Company shall make arrangements of ballot papers/polling papers/polling slips in this regard at the venue of the AGM.

The remote e-voting period commences on Sunday, 13th September 2020 (IST 9:00 a.m.) and ends on Tuesday, 15th September 2020 (IST 5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 4th September 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

21. The instructions for remote e-voting are as under:

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User details/password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status
3. Select “EVEN” of the Company (i.e. **113220**) for which you wish to cast your vote
4. Now you are ready for e-Voting as the Voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rpa@rpalegal.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

**BY ORDER OF THE BOARD OF DIRECTORS
XEROX INDIA LIMITED**

Sd/-

Rajiv I. Jha

Company Secretary & GM Legal

Membership No.: FCS 5948

Gurugram
16th July 2020

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1)
OF THE COMPANIES ACT, 2013**

Item No. 3

The Board of Directors of the Company appointed Ms. Emma Jane Lambert (DIN 08523021) as an Additional Director of the Company with effect from 30th July 2019 pursuant to Section 161 of the Companies Act, 2013 based on the recommendation of the Nomination and Remuneration Committee.

Ms. Lambert has over 18 years of experience and has been associated with Xerox Group since 2006. In her previous roles at Xerox, Emma held the positions of Senior Legal Counsel (PSG & CSO) of Xerox Europe and UK and Company Solicitor of Xerox (UK) Limited. During her tenure, Emma has been a member of and contributed extensively to the Xerox Global Software Committee, including the drafting of Policy. She has been a member of the EMEA Ethics and Compliance Team since 2010. Before joining Xerox, she was Head of the Commercial and IP team at SA Law LLP. She was trained and qualified as a Solicitor with Willoughby & Partners in Association with Rouse & Co International. She holds LLB (Hons) and LLM degrees from Oxford Brookes University apart from a Postgraduate Diploma in Legal Practice from the Oxford Institute of Legal Practice.

Under Section 161(1) of the Companies Act, 2013, Ms. Lambert holds office upto to the date of the ensuing 24th Annual General Meeting of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Emma Jane Lambert for the office of Director of the Company.

Ms. Lambert is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Given her expertise, knowledge and experience in various fields, the Board considers her appointment to be in the interest of the Company and recommends the resolution contained in Item No. 3 of the accompanying Notice for approval of the members as an Ordinary Resolution.

Ms. Emma Jane Lambert does not hold by herself or for any other person on a beneficial basis, any shares in the Company. She is not, in any way, related with any other Director or KMP of the Company.

Except Ms. Emma Jane Lambert, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMPs is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the accompanying Notice.

Item No. 4

The Board of Directors of the Company appointed Mr. Martin Boyle (DIN 08608348) as an Additional Director of the Company with effect from 13th November 2019 pursuant to Section 161 of the Companies Act, 2013 based on the recommendation of the Nomination and Remuneration Committee.

Mr. Martin Boyle has over 21 years of experience across Finance and Leasing, Business Services and IT Hardware Sales into Public, Corporate, Commercial and SME sectors through multiple channels. Martin has been with Xerox Group since 1998. Prior to his joining Xerox India, his last role was as the General Manager UK, Ireland & Nordics with Xerox Finance Limited. Martin holds BA (Hons) Business Studies (majoring in Finance) from Glasgow Caledonian University.

Under Section 161(1) of the Companies Act, 2013, Mr. Boyle holds office upto to the date of the ensuing 24th Annual General Meeting of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Martin Boyle for the office of Director of the Company.

Mr. Boyle is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Given his expertise, knowledge and experience in various fields, the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in Item No. 4 of the accompanying Notice for approval of the members as an Ordinary Resolution.

Mr. Martin Boyle does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not, in any way, related with any other Director or KMP of the Company.

Except Mr. Martin Boyle, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMPs is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the accompanying Notice.

Item Nos. 5 & 6

Both Item Nos. 5 and 6 in the accompanying Notice are recommended by the Board of Directors from compliance standpoint in light of the fact that during the year under Report, Mr. Martin Boyle (DIN 08608348) has ceased to be the Managing Director of the Company effective 25th February 2020.

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, appointed Mr. Martin Boyle (DIN 08608348) as the Managing Director of the Company for the period commencing 13th November 2019 to 12th November 2020 (both days inclusive), and approved the remuneration payable to him as the Managing Director of the Company based on the recommendation of the Nomination and Remuneration Committee.

Though Mr. Martin Boyle had resigned from the Managing Directorship of the Company effective 25th February 2020, from compliance standpoint and as a good governance practice, in view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 read with Part III of Schedule V thereto and Rules made thereunder, the aforesaid appointment of Mr. Martin Boyle and the remuneration payable to him as the Managing Director of the Company, both were subject to the approval/s of the shareholders of the Company.

The agreement/appointment terms between the Company and Mr. Martin Boyle is open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and holidays, until the date of the ensuing Annual General Meeting or any adjournment thereof.

A summary of the material terms and conditions relating to the remuneration payable to Mr. Martin Boyle as the Managing Director of the Company as approved by the Board of Directors on 13th November 2019 (on the recommendation of the Nomination and Remuneration Committee), are as follows:

Remuneration:

- I. Gross Monthly Remuneration (comprising Salary) of GBP 10,145 (approx. Rs. 870,000/- only), increments being at the discretion of the Board on the recommendation of the Nomination and Remuneration Committee.
- II. Deduction of Tax at Source: Remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.
- III. Perquisites/benefits/facilities/allowances:
 - (a) Housing - A suitable hotel accommodation including meals upto the limits within the standard Xerox Business Travel and Expense Policy.
 - (b) Conveyance - Rented Car with driver for official as well as personal use.
 - (c) Contribution to Provident Fund and Retiral Benefits - Contribution to Provident Fund (both employee and employer contribution @12 % each) and other retiral benefits as per the Rules of the Company.
- IV. Commission/Incentive Plan: On-target monthly commission (incentive) amount of GBP 1521.67 (approx. INR 130,500) as per the terms of the Appointment Letter.
- V. Other Benefits:

Mr. Martin Boyle would be entitled to any other benefits or privileges as may be available to other senior management executives of the Company.
- VI. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Martin Boyle, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, benefits, perquisites and allowances as per the terms of the Appointment Letter.

Given that these agenda item nos. 5 & 6 are subject to the approval of the shareholders, therefore, as a good corporate governance practice, the Board recommends the resolution contained in Item Nos. 5 & 6 of the accompanying Notice for approval of the members as Special Resolutions.

Mr. Martin Boyle does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not, in any way, related with any other Director or KMP of the Company.

Except Mr. Martin Boyle, none of the Directors or Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMPs is, in any way, concerned or interested in the Resolutions set out at Item Nos. 5 & 6 of the accompanying Notice.

Item No. 7

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Leo Joseph (DIN 08671160) as an Additional Director of the Company with effect from 27th February 2020 pursuant to Section 161 of the Companies Act, 2013.

Mr. Leo Joseph has around 30 years of experience and has worked with PCS Data General India, Hewlett Packard Asia Pacific Pte Ltd, IBM India, and prior to joining Xerox India, he was the Sr. Director, Printing Systems and Solutions – HP Inc. India and led the entire Printing Hardware, Services and Consumables business for India and served in several capacities in HP Inc at Mumbai and Singapore. He pursued an Executive MBA course from the Helsinki School of Economics in Singapore and completed a leadership program from Stanford University apart from holding a Graduate Diploma in International Business and a Diploma in Engineering – Computer Technology.

Under Section 161(1) of the Companies Act, 2013, Mr. Joseph holds office upto to the date of the ensuing 24th Annual General Meeting of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Leo Joseph for the office of Director of the Company.

Mr. Joseph is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Given his expertise, knowledge and experience in various fields, the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in Item No. 7 of the accompanying Notice for approval of the members as an Ordinary Resolution.

Mr. Leo Joseph does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not, in any way, related with any other Director or KMP of the Company.

Except Mr. Leo Joseph, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMPs is, in any way, concerned or interested in the Resolution set out at Item No. 7 of the accompanying Notice.

Item Nos. 8 & 9

The Board of Directors of the Company appointed Mr. Leo Joseph as the Managing Director of the Company for the period commencing 27th February 2020 to 26th February 2025 (both days inclusive) and approved the remuneration payable to him as the Managing Director of the Company based on the recommendation of the Nomination and Remuneration Committee.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 read with Part III of Schedule V thereto and Rules made thereunder, the aforesaid appointment of Mr. Leo Joseph and the remuneration payable to him as the Managing Director of the Company are subject to the approval of the shareholders of the Company.

The agreement/appointment terms between the Company and Mr. Leo Joseph is open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and holidays, until the date of the ensuing Annual General Meeting or any adjournment thereof.

A summary of the material terms and conditions relating to the remuneration payable to Mr. Leo Joseph as the Managing Director of the Company as approved by the Board of Directors on 24th February 2020 including amendments in the terms as approved by the Board of Directors on 23rd June 2020 (both on the recommendations of the Nomination and Remuneration Committee), are as follows:

Remuneration:

- I. Consolidated Gross Annual Remuneration (comprising Basic Salary, Perquisites, Allowances, etc.) of Rs. 2,52,00,000/- per annum (Rupees Two Crores Fifty Two Lakhs only), increments being at the discretion of the Board on the recommendation of the Nomination and Remuneration Committee.
- II. Deduction of Tax at Source: Remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.
- III. Perquisites/benefits/facilities/allowances:
 - (a) House Rent Allowance
House Rent Allowance @50% of Basic Salary (as included in the consolidated gross annual remuneration). The value of the perquisite/benefit shall be determined as per the Income Tax Rules.
 - (b) Car Benefit
Car Benefit (as included in the consolidated gross annual remuneration) for official as well as personal use, as per the policy of the Company.
 - (c) Leave Travel Allowance
Leave Travel Allowance (as included in the consolidated gross annual remuneration), incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and dependent parents.
 - (d) Personal Accident, Group Life Insurance & Group Mediclaim
Personal Accident Insurance cover, Group Life Insurance (including insurance premium for medical and hospitalisation, if any), and Group Mediclaim for self, family and dependents, as per the Rules of the Company.
 - (e) Contribution to Provident Fund and Retiral Benefits
Contribution to Provident Fund (as included in the consolidated gross annual remuneration) and other retiral benefits as per the Rules of the Company.
 - (f) Over and above the consolidated gross annual remuneration, a One time joining bonus of Rs. 28,80,000/- (Rupees Twenty Eight Lakhs Eighty Thousand only) will be paid alongwith first month's payroll of joining, however, subject

to repayment of 100% joining bonus to the Company in case he leaves the Company within 12 months of his joining and the responsibility of reclaiming tax deducted at source thereon from the Income Tax authorities will be solely his.

An additional one time lumpsum amount of INR 5,00,000 (Rs. Five lacs only) will be paid to him in 2 tranches i.e. 50% with June, 2020 salary and 50% with April, 2021 salary. However, 100% of this will be repayable by him to Xerox India Limited in case he leaves Xerox India Limited within 12 months of making such payment. The responsibility to reclaim the tax deducted from Income tax authorities will be solely his.

IV. Annual Performance Linked Variable Pay (Incentive):

- For first quarter ending 31st March, 2020, he will be paid pro-rated guaranteed variable pay at 50% of his on-target amount (which can go upto 100% of his on-target amount on pro-rated basis)
- From 2nd quarter onwards starting 1st April 2020, the on-target variable pay/incentive (as included in the consolidated gross annual remuneration) will be paid to him as per the Incentive Pay Plan Rules (as applicable from time to time during his tenure), subject to achievement of targets notified in the said Incentive Pay Plan Rules. The payment of incentive for over-achievement, if any, over and above the consolidated gross annual remuneration, can be upto maximum of 3 (three) times basis the on-target achievement of plan. The frequency of incentive payments will be as mentioned in the said Plan.

V. Other Benefits:

Mr. Leo Joseph would be entitled to one time stock grant as per his Appointment Letter. Apart from that, he will be entitled for any other benefits or privileges as may be available to other senior management executives of the Company including stock grant/s and rewards and recognition from time to time.

VI. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Leo Joseph, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, benefits, perquisites and allowances as per the terms of the Appointment Letter, for a period not exceeding three years, subject to such other approvals as may be necessary.

STATEMENT OF PARTICULARS

(Pursuant to Schedule-V of the Companies Act, 2013)

I. GENERAL INFORMATION

1. Nature of Industry:

Xerox India Limited is a part of Technology-driven Xerox Corporation, USA, world's leading enterprise for business process and document management solutions. Xerox India offers an array of innovative document management solutions, allied services and digital printing systems to make office work simpler. Digital printing systems include color and black-and-white printing and publishing systems, digital presses and multifunction devices, laser and solid ink network printers. Xerox's allied services expertise helps businesses develop online document archives, analyzing how employees can most efficiently share documents and knowledge in the office, operating in-house print shops or mailrooms. Xerox India also offers associated software, support and supplies such as toner, paper and ink.

2. Date of Commencement of Commercial Production/Service:

The Company was incorporated on 29.12.1995 and Commencement of Business Certificate was granted on 01.01.1996. The Company had since then commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not Applicable.

4. Financial performance based on given indicators:

(Rs. in Lakhs)

	FY 2019-20	FY 2018-19	FY 2017-18
Turnover	49,432.13	61,819.19	56,203.22
Profit Before Tax	3,047.00	3,833.68	7,764.86
Profit After Tax	1,189.18	2,319.89	4,524.94

5. Foreign Investments or Collaborations, if any

Xerox Holdings Corporation (US) is the ultimate Parent/Holding Company of Xerox India Limited which indirectly holds an aggregate of 96.66% equity shares of Xerox India Limited through its subsidiaries namely Xerox Limited, UK (holding 45.58%), XC Trading Singapore Pte. Ltd. (holding 39.29%), and Xerox Investments Europe B.V. (11.79%).

There are other non-resident shareholders who hold shares on account of past issuances/transfers.

II. INFORMATION ABOUT APPOINTEE:

1. Background Details:

Mr. Leo Joseph has around 30 years of experience and has worked with PCS Data General India, Hewlett Packard Asia Pacific Pte Ltd, IBM India, and prior to joining Xerox India, he was the Sr. Director, Printing Systems and Solutions – HP Inc. India and led the entire Printing Hardware, Services and Consumables business for India and served in several capacities in HP Inc at Mumbai and Singapore. He pursued an Executive MBA course from the Helsinki School of Economics in Singapore and completed a leadership program from Stanford University apart from holding a Graduate Diploma in International Business and a Diploma in Engineering – Computer Technology.

2. Past Remuneration

Mr. Leo Joseph is the new appointee in the Company, therefore, his past remuneration does not require disclosure.

The remuneration of Mr. Leo Joseph for the financial year 2019-20 was Rs. 51,68,710/- (inclusive of one time joining bonus of Rs. 28,80,000/-)

3. Recognition or awards

An able and successful leader with sound credentials of top-line and bottom-line achievements based on sound analytical and collaboration skills, decision making, strategic planning and driving incremental business.

4. Job profile and his suitability

The role of Mr. Leo Joseph as the Managing Director of the Company includes overall responsibility for growth and direction to the Company. He provides the necessary strategic direction to all business lines/interests of the Company and he is responsible for new business development, driving growth, and achieving business objectives for Xerox India.

5. Remuneration proposed

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on 24th February 2020 (including amendments in terms of remuneration in its meeting held on 23rd June 2020) has proposed the remuneration as set out in the Explanatory Statement contained under Item Nos. 8 & 9 of the accompanying Notice read with his Appointment Letter (including Addendum thereto).

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

Taking into account the turnover of the Company, its sustained profitability over the last 4 financial years, its growth potential in India, and responsibilities of Mr. Leo Joseph, the remuneration being proposed/paid to him is reasonable and in line with the remuneration levels in the industry across India.

7. Pecuniary relationship, directly or indirectly, with the company or relationship with the managerial personnel, if any.

Mr. Leo Joseph has no pecuniary interest (directly or indirectly) in the Company apart from receiving remuneration as Managing Director of the Company. Also, Mr. Joseph has no relationship with the key managerial personnel of the Company.

III. OTHER INFORMATION

1. Reason of loss or inadequate profits
Not Applicable for FY 2019-20
2. Steps taken or proposed to be taken for improvement
Not Applicable for FY 2019-20
3. Expected increase in the productivity and profits in measurable terms.
The management of the Company expects further improvements in its earnings & profitability in the current Financial Year.

IV. DISCLOSURES

Information on the remuneration package of the managerial personnel

The details of remuneration and other information are provided under MGT-9 (Extract of the Annual Return) forming part of the Board's Report.

Accordingly, the Board proposes the appointment as well as the terms of appointment (including remuneration payable) of Mr. Leo Joseph as the Managing Director of the Company effective 27th February 2020, and recommends the Resolutions as set out in Item Nos. 8 and 9 of the accompanying Notice for the approval of the shareholders at the ensuing 24th Annual General Meeting.

Except Mr. Leo Joseph, being an appointee and interested in these agenda Item Nos. 8 & 9, none of the Directors or Key Managerial Personnel (KMP) of the Company or the relatives of Directors and KMPs is, in any way, concerned or interested in the Resolutions set out at Item Nos. 8 and 9 of the accompanying Notice.

**BY ORDER OF THE BOARD OF DIRECTORS
XEROX INDIA LIMITED**

Sd/-

Rajiv I. Jha

Company Secretary & GM Legal

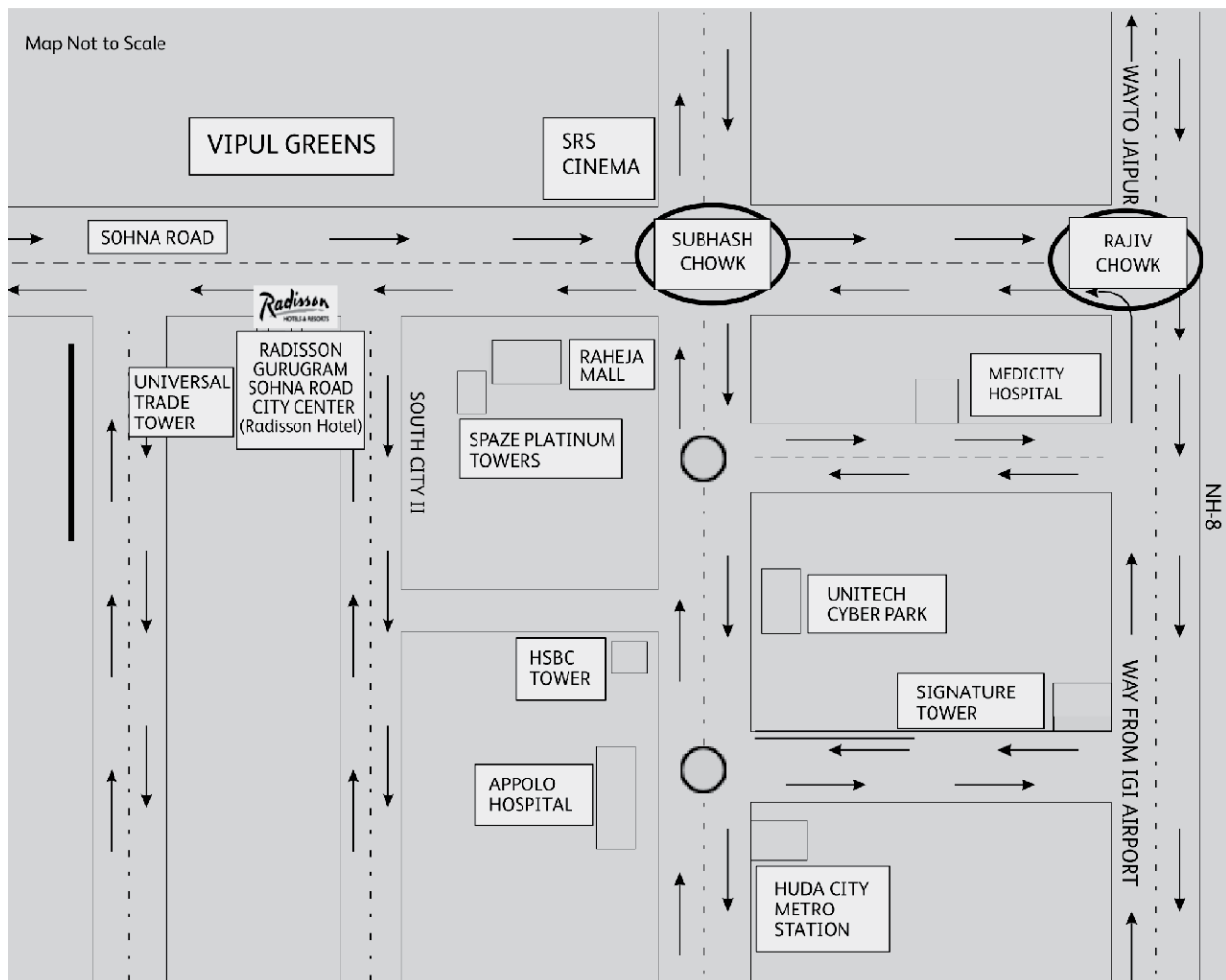
Membership No.: FCS 5948

Gurugram
16th July 2020

Regd. Office:

5th Floor, Block One, Vatika Business Park
Sector 49, Sohna Road, Gurugram 122018, Haryana
CIN: U72200HR1995PLC049183
Tel: +91 124 446 3000 Fax: +91 124 446 3111
E-mail: askus@xerox.com
Website: www.xerox.com/india

Guide Map to Reach Venue of 24th Annual General Meeting of Xerox India Limited



Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

XEROX INDIA LIMITED

CIN: U72200HR1995PLC049183

Regd. Office: 5th Floor, Block One, Vatika Business Park, Sector-49, Sohna Road, Gurugram-122018, HaryanaWebsite: www.xerox.com/india; Email: rajiv.jha@xerox.com

Tel: +91 124 446 3000; Fax: +91 124 446 3111

Name of the member (s):

Registered address:

E-mail Id:

Folio No./ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named Company, hereby appoint:

1. Name: Address:

E-mail Id: Signature:or failing him/her;

2. Name: Address:

E-mail Id: Signature:or failing him/her;

3. Name: Address:

E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Wednesday, 16th September 2020 at 12:00 Noon at Grand Ball Room-2, Radisson Gurugram Sohna Road City Center, Main Sohna Road, Sector 49, Gurugram -122018, Haryana, and at any adjournment thereof in respect of such resolution/s as are indicated below:

Resolution No.	Description of Resolutions		
Ordinary Business		Assent	Dissent
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31 st March 2020 including audited Balance Sheet as at 31 st March 2020 and the Statement of Profit and Loss for the year ended on that date along with the reports of the Auditors and Board of Directors thereon.		
2.	Appointment of a director in place of Mr. David Brian Dyas (DIN 07437186), who retires by rotation, and being eligible, offers himself for re-appointment.		

Special Business		Assent	Dissent
3.	Appointment of Ms. Emma Jane Lambert (DIN 08523021) as the Director of the Company liable to retire by rotation		
4.	Appointment of Mr. Martin Boyle (DIN 08608348) as the Director of the Company liable to retire by rotation		
5.	Appointment of Mr. Martin Boyle (DIN 08608348) as the Managing Director of the Company		
6.	Approval of the terms and conditions (including remuneration) of Mr. Martin Boyle on his appointment as the Managing Director of the Company		
7.	Appointment of Mr. Leo Joseph (DIN 08671160) as the Director of the Company liable to retire by rotation		
8.	Appointment of Mr. Leo Joseph (DIN 08671160) as the Managing Director of the Company		
9.	Approval of the terms and conditions (including remuneration) of Mr. Leo Joseph on his appointment as the Managing Director of the Company		

Signed this day of, 2020

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp
here

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. Further, a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy, however, such person shall not act as proxy for any other person or Member.
3. For the resolution(s), explanatory statement and notes thereon, please refer to the Notice of 24th Annual General Meeting.

*it is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'Assent' or 'Dissent' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

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Xerox India Limited

5th Floor, Block One, Vatika Business Park, Sector 49,
Sohna Road, Gurugram 122018, Haryana
CIN: U72200HR1995PLC049183,
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www.xerox.com/india

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