



July 11, 2024

DGM – Corporate Relations  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
**Scrip Code: 500408**

The Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C-1, Block G  
Bandra – Kurla Complex Bandra (East)  
Mumbai – 400 051  
**Scrip Code: TATAELXSI**

Dear Sir,

**Sub: Details of Voting Results and Scrutinizers Report with respect to the 35<sup>th</sup> Annual General Meeting (AGM) of the Company held on Wednesday, July 10, 2024.**

In compliance with Regulations 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed:

1. Voting results, in the prescribed format in respect of the business transacted at the AGM – **Annexure - A.**
2. Scrutinizer's Report of e-voting dated July 11, 2024 – **Annexure - B.**

We would like to inform that all the Resolutions as set out in the Notice dated April 23, 2024 are passed by the shareholders with the requisite majority.

The voting results along with Scrutinizer's Report are also being uploaded on the Company's website - [www.tataelxsi.com](http://www.tataelxsi.com) and on the website of National Securities Depository Limited,- [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to please take the same on record.

Yours faithfully,

**For Tata Elxsi Limited**

**Cauveri Sriram**  
**Company Secretary & Compliance Officer**

**TATA ELXSI**

Registered Office **Tata Elxsi Limited** ITPB Road Whitefield Bangalore 560 048 India  
Tel +91 80 2297 9123 Fax +91 80 2841 1474  
[www.tataelxsi.com](http://www.tataelxsi.com)



Annexure- A

**Details of the Results of the Meeting:**

Item No.	Type of Resolution	Resolutions passed	Mode of Voting (Poll/Postal Ballot/E-voting)
1	Ordinary	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.  <b>(Passed with Requisite Majority)</b>	Remote e-voting
2	Ordinary	To declare a dividend of Rs.70 per Equity Share of face value Rs.10 each for FY 2023-24  <b>(Passed with Requisite Majority)</b>	Remote e-voting
3	Ordinary	To appoint a Director, in place of Mr. Ankur Verma (DIN: 07972892) who retires by rotation and, being eligible, seeks re-appointment.  <b>(Passed with Requisite Majority)</b>	Remote e-voting

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Tata Elxsi Ltd								
Resolution Required			Ordinary					
Description of Resolution			1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	27348919	27348919	100.0000	27348919	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27348919</b>	<b>100.0000</b>	<b>27348919</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	12371757	9766876	78.9449	9742538	24338	99.7508	0.2492
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>9766876</b>	<b>78.9449</b>	<b>9742538</b>	<b>24338</b>	<b>99.7508</b>	<b>0.2492</b>
Public Non Institutions	E-Voting	22555764	94842	0.4205	94512	330	99.6521	0.3479
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>94842</b>	<b>0.4205</b>	<b>94512</b>	<b>330</b>	<b>99.6521</b>	<b>0.3479</b>
<b>Total</b>		<b>62276440</b>	<b>37210637</b>	<b>59.7507</b>	<b>37185969</b>	<b>24668</b>	<b>99.9337</b>	<b>0.0663</b>

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Tata Elxsi Ltd								
Resolution Required			Ordinary					
Description of Resolution			2. To declare a dividend of Rs.70 per Equity Share of face value Rs.10 each for FY 2023-24.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	27348919	27348919	100.0000	27348919	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27348919</b>	<b>100.0000</b>	<b>27348919</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	12371757	9770589	78.9750	9735202	35387	99.6378	0.3622
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>9770589</b>	<b>78.9750</b>	<b>9735202</b>	<b>35387</b>	<b>99.6378</b>	<b>0.3622</b>
Public Non Institutions	E-Voting	22555764	95159	0.4219	94775	384	99.5965	0.4035
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95159</b>	<b>0.4219</b>	<b>94775</b>	<b>384</b>	<b>99.5965</b>	<b>0.4035</b>
<b>Total</b>		<b>62276440</b>	<b>37214667</b>	<b>59.7572</b>	<b>37178896</b>	<b>35771</b>	<b>99.9039</b>	<b>0.0961</b>

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Tata Elxsi Ltd								
Resolution Required			Ordinary					
Description of Resolution			3 - To appoint a Director in place of Mr. Ankur Verma (DIN: 07972892) who retires by rotation and, being eligible, seeks re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	27348919	27348919	100.0000	27348919	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27348919</b>	<b>100.0000</b>	<b>27348919</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	12371757	9770515	78.9744	9102778	667737	93.1658	6.8342
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>9770515</b>	<b>78.9744</b>	<b>9102778</b>	<b>667737</b>	<b>93.1658</b>	<b>6.8342</b>
Public Non Institutions	E-Voting	22555764	95050	0.4214	94099	951	98.9995	1.0005
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95050</b>	<b>0.4214</b>	<b>94099</b>	<b>951</b>	<b>98.9995</b>	<b>1.0005</b>
<b>Total</b>		<b>62276440</b>	<b>37214484</b>	<b>59.7569</b>	<b>36545796</b>	<b>668688</b>	<b>98.2032</b>	<b>1.7968</b>

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**V. MADAN,** B.Com., ACA, ACS

Annexure - B

To,

Mr. N. G. Subramaniam  
Chairman  
Tata Elxsi Limited  
ITPB Road, Whitefield,  
Bengaluru – 560 048

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the Thirty Fifth Annual General Meeting of Tata Elxsi Limited held on Wednesday, July 10, 2024 at 11 a.m. (IST) through video conferencing ('VC') / other audio-visual means ('OAVM').**

I, V Madan, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Tata Elxsi Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 35<sup>th</sup> Annual General Meeting ("AGM") of Tata Elxsi Limited on Wednesday, July 10, 2024 at 11 a.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated April 23, 2024, convening the AGM, as confirmed by the Company in respect of the below mentioned resolutions passed at the AGM of the Company along with Integrated Annual Report 23-24 was sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories, in compliance with the MCA circulars dated May 5, 2020 and January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020 and subsequent circulars issued in this regard, the latest being 09/2023



dated September 25, 2023 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and the latest being October 7, 2023 unless any Member has requested for a physical copy of the same.

The Notice and the Integrated Annual Report 2023-24 was also uploaded on the Company's website [www.tataelxsi.com](http://www.tataelxsi.com), websites of the stock exchanges, ie, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited ("NSDL") <https://www.evoting.nsdl.com>.

The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Saturday, July 6, 2024 (9:00 a.m. IST) and ended on Tuesday, July 9, 2024 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date Wednesday, July 3, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM. After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.



I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

### Resolution 1: Ordinary Resolution

To consider and adopt the Audited Financial Statements of the Company, Directors' and the Statutory Auditors Report for the Financial Year ended March 31, 2024

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1681	37185969	99.9337

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	24668	0.0663

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil





**Resolution 2: Ordinary Resolution**

**To declare a Dividend of Rs. 70 per equity share of Face value of Rs. 10 each for the financial year 2023-24**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1681	37178896	99.9039

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18	35771	0.0961

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

**Resolution 3: Ordinary Resolution**

**To appoint a director in place of Mr. Ankur Verma (DIN: 07972892) who retires by rotation and, being eligible, offers himself for re-appointment.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1581	36545796	98.2032



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
121	668688	1.7968

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Thanking you,  
Yours faithfully,

**V MADAN**

Digitally signed by V MADAN  
DN: CN=V MADAN,  
SERIALNUMBER=dd5f804116c3f42503c62c5  
1b46d72e505e42ce2f9894e1b8edda36000a  
d444, S=Karnataka, PostalCode=560078,  
\*Phone=+91833324e9264260c34027b0413c  
4b12b3fcd829c33140d37de173d1ae30,  
OID.2.5.4.65=f48ee775782842f2ba25214876b  
ee59b, T=0384, O=PERSONAL, C=IN  
Reason: I am the author of this document  
Date: 11-07-2024 11:35  
PDF X Version: 1.4.1

View



**V Madan**

**Practising Company Secretary**

ACS: 5048 CP No.: 21778

A-501, Nagarjuna Enclave, 76A, 14<sup>th</sup> Cross,

J P Nagar, I Phase,

Bengaluru - 560078

Place: Bengaluru

Dated: July 11, 2024

UDIN: A005048F000716660

PR: 2684/2022