



July 05, 2023

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: Proceedings / Outcome of the 34th Annual General Meeting (AGM) of the Company held on Tuesday, July 04, 2023.

In compliance with Regulations 30 and 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed:

1. The summary of the proceedings of the 34th AGM of the company held on Tuesday, July 4, 2023 at 02:30 P.M., through Video Conference (VC) / Other Audio Visual Means (OAVM) – **Annexure - A.**
2. Voting results, in the prescribed format in respect of the business transacted at the AGM – **Annexure - B.**
3. Scrutinizer's Report of e-voting dated July 5, 2023 – **Annexure - C.**

We would like to inform that all the Resolutions as set out in the Notice dated May 18, 2023 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 and on the website of National Securities Depository Limited,- 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



Summary of the proceedings of the 34th Annual General Meeting

The 34th Annual General Meeting (AGM) of the Members of Tata Elxsi Limited was held at 02:30 P.M (IST) on **Tuesday, July 04, 2023** through Video Conference (VC) / Other Audio-Visual Means (OAVM). The AGM was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs ('MCA') and circulars issued by the Securities and Exchange Board of India ('SEBI') and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The meeting commenced at 02:30 PM (IST) and concluded at 4:43 PM (IST).

The Directors of the Company and the representatives of Statutory Auditors, Secretarial Auditor and Scrutinizer were also present through VC from their respective locations.

The meeting was chaired by Mr. N.G. Subramaniam, Chairman.

The quorum being present, the Chairman called the meeting to order. With the consent of the Shareholders, the Notice convening the Meeting was taken as read. There were 87 Members who joined the Meeting in virtual mode and the quorum was present throughout the meeting.

The Chairman made his opening remarks covering the performance of the Company in the financial year 2022-23 and the way forward. The Chairman delivered his speech to the shareholders.

The shareholders who had registered in advance with the Company were then invited to ask questions or give their views. The chat box facility was also available to shareholders to concurrently communicate with the Management. Thereafter the Chairman responded to all queries/clarifications raised by Members.

The Members were also informed that the Board of Directors had appointed Mr. Madan V, Practicing Company Secretary, as Scrutinizer for scrutinizing the remote e-voting process before the AGM and e-voting during the AGM of the Company, in a fair and transparent manner. The Company Secretary informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided the remote e-voting facility to the Members in respect of businesses to be transacted at the AGM. The facility of casting votes by remote e-voting was provided to the Members from June 30, 2023 (09:00 AM) to July 03, 2023 (05:00 PM) and e-voting was provided during the AGM to those Members who did not cast their votes earlier through remote e-voting.

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The following resolutions as set out in the Notice convening the AGM were put to vote by remote e-voting and e-voting during the meeting:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a final dividend on equity shares for the Financial Year 2022-23.
3. To appoint a Director in place of Mr. N Ganapathy Subramaniam (DIN: 07006215) who retires by rotation and, being eligible, offers himself for re-appointment

Special Business:

4. Approval of Material Related Party Transactions with Jaguar Land Rover Limited, UK

All the resolutions as set out in the Notice of the 34th AGM were passed by the Members with the requisite majority.

Details of the proceedings of the Meeting

Name of the Company : Tata Elxsi Limited
Date of AGM : Tuesday, July 04, 2023

Total number of shareholders on the record date	Total number of shareholders as on cut-off date i.e., June 27, 2023: 5,76,191
No. of shareholders present in the meeting: Either in person or through proxy <ul style="list-style-type: none">• Promoters & Promoter Group• Public	Not applicable
No. of shareholders present in the meeting: video conferencing <ul style="list-style-type: none">• Promoters & Promoter Group• Public	4 83



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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, 2023, together with the Reports of the Board of Directors and the Auditors thereon. (Passed with Requisite Majority)	Remote e-voting prior and during the AGM
2	Ordinary	To declare a final dividend on equity shares for the Financial Year 2022-23 (Passed with Requisite Majority)	Remote e-voting prior and during the AGM
3	Ordinary	To appoint a Director in place of Mr. N Ganapathy Subramaniam (DIN: 07006215) who retires by rotation and, being eligible, offers himself for re-appointment. (Passed with Requisite Majority)	Remote e-voting prior and during the AGM
4	Ordinary	Approval of Material Related Party Transactions with Jaguar Land Rover Limited, UK (Passed with Requisite Majority)	Remote e-voting prior and during the AGM

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Tata Elxsi Ltd								
Resolution Required : (Ordinary)			1 - To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, 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
	Total		27348919	100.0000	27348919	0	100.0000	0.0000
Public Institutions	E-Voting	11411897	8367997	73.3270	8367997	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
	Total		8367997	73.3270	8367997	0	100.0000	0.0000
Public Non Institutions	E-Voting	23515624	89944	0.3825	89219	725	99.1939	0.8061
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		89944	0.3825	89219	725	99.1939	0.8061
Total		62276440	35806860	57.4966	35806135	725	99.9980	0.0020

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Sriram

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Tata Elxsi Ltd

Resolution Required : (Ordinary)		2 - To declare a final dividend on equity shares for the Financial Year 2022-23.						
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
	Total		27348919	100.0000	27348919	0	100.0000	0.0000
Public Institutions	E-Voting	11411897	8392549	73.5421	8362931	29618	99.6471	0.3529
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8392549	73.5421	8362931	29618	99.6471	0.3529
Public Non Institutions	E-Voting	23515624	89051	0.3787	88834	217	99.7563	0.2437
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		89051	0.3787	88834	217	99.7563	0.2437
Total		62276440	35830519	57.5346	35800684	29835	99.9167	0.0833


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Tata Elxsi Ltd

Resolution Required : (Ordinary)		3 - To appoint a Director in place of Mr. N Ganapathy Subramaniam (DIN: 07006215) who retires by rotation and, being eligible, offers himself for 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
	Total		27348919	100.0000	27348919	0	100.0000	0.0000
Public Institutions	E-Voting	11411897	8392549	73.5421	5230941	3161608	62.3284	37.6716
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8392549	73.5421	5230941	3161608	62.3284	37.6716
Public Non Institutions	E-Voting	23515624	89030	0.3786	87924	1106	98.7577	1.2423
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		89030	0.3786	87924	1106	98.7577	1.2423
Total		62276440	35830498	57.5346	32667784	3162714	91.1731	8.8269

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Tata Elxsi Ltd								
Resolution Required : (Ordinary)			4 - Approval of Material Related Party Transactions with Jaguar Land Rover Limited, UK.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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
Promoter and Promoter Group	E-Voting	27348919	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	11411897	8392549	73.5421	8392549	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
	Total		8392549	73.5421	8392549	0	100.0000	0.0000
Public Non Institutions	E-Voting	23515624	93401	0.3972	92403	998	98.9315	1.0685
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93401	0.3972	92403	998	98.9315	1.0685
Total		62276440	8485950	13.6263	8484952	998	99.9882	0.0118

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

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 Fourth Annual General Meeting of Tata Elxsi Limited held on Tuesday, July 4, 2023 at 2.30 p.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 34th Annual General Meeting ("AGM") of Tata Elxsi Limited on Tuesday, July 4, 2023 at 02.30 p.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 May 18, 2023, 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 22-23 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 (collectively referred to as "MCA Circulars") and SEBI Circulars



dated May 12, 2020 January 15, 2021, May 13, 2022 and January 5, 2023, unless any Member has requested for a physical copy of the same.

The Notice and the Integrated Annual Report 2022-23 was also uploaded on the Company's website www.tataelxsi.com, websites of the stock exchanges, ie, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

The Company had availed the e-voting facility offered by National Securities Depository Limited ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Friday, June 30, 2023 (9:00 a.m. IST) and ended on Monday, July 3, 2023 (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 Tuesday, June 27, 2023 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, 2023

(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
1894	35806135	99.99

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	725	0.01

(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 Final Dividend of Rs. 60.60 per equity share of Rs. 10 each for the financial year 2022-23

(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
1878	35800684	99.92



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	29835	0.08

(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. N Ganapathy Subramaniam (DIN: 07006215) 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
1539	32667784	91.17

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
362	3162714	8.83

(iii) Invalid votes:

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



Resolution 4: Ordinary Resolution**Approval of Material Related Party Transactions with Jaguar Land Rover Limited, UK**

(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
1865	8484952	99.99

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
24	998	0.01

(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
Practising Company Secretary

ACS: 5048 CP No.: 21778

A-501, Nagarjuna Enclave, 76A, 14th Cross,

J P Nagar, I Phase,

Bengaluru - 560078

Place: Bengaluru

Dated July 5, 2023

UDIN: A005048E000548712

PR: 2684/2022

