



December 01, 2020

DGM – Corporate Relations  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

The Listing Department  
National Stock Exchange  
Exchange Plaza  
Plot No. C-1, Block G  
Bandra – Kurla Complex  
Bandra (East)  
Mumbai – 400 051

Dear Sir,

**Sub: Result of Postal Ballot by remote e-voting process**

This is further to the Postal Ballot Notice seeking approval of the members for Alteration of the Articles of Association of the Company through remote e-voting process.

We would like to inform that the special resolution as set out in the Notice of the Postal Ballot dated October 14, 2020 has been passed by the shareholders with the requisite majority.

The remote e-voting process concluded at 5.00 p.m. on November 30, 2020 and attached herewith are the details of the voting results and Scrutinizer's Report in this behalf.

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 and confirm.

Yours faithfully,

**For Tata Elxsi Limited**

G. Vaidyanathan

**General Counsel & Company Secretary**

Encl: a/a

**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)

(CIN-L85110KA1989PLC009968)



**Details of the voting results for the Postal Ballot dates October 14, 2020**

Name of the Company : Tata Elxsi Limited  
Date of Notice of Postal Ballot : October 14, 2020

Total number of shareholders on record date	142,899
No. of shareholders present in the meeting: Either in person or through proxy <ul style="list-style-type: none"><li>• Promoters &amp; Promoter Group</li><li>• Public</li></ul>	NA
No. of shareholders present in the meeting: video conferencing <ul style="list-style-type: none"><li>• Promoters &amp; Promoter Group</li><li>• Public</li></ul>	NA

**Details of the Resolution(s):**

Item No.	Type of Resolution	Resolutions passed	Mode of Voting (Poll/Postal Ballot/E-voting)
1	Special	Alteration of Articles of Association ( Passed with Requisite Majority)	Remote e-voting



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**TATA ELXSI LIMITED**

**Resolution (1)**

<b>Resolution required: (Ordinary / Special)</b>	SPECIAL
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	YES

**Alteration of the Articles of Association of the Company**

Category	Mode of Voting	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares $(3) = [(2)/(1)] * 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6) = [(4)/(2)] * 100$	% of Votes against on votes polled $(7) = [(5)/(2)] * 100$	No. of Invalid Votes
		(1)	(2)		(4)	(5)			(8)
Promoter and Promoter Group	E-Voting	<b>27730264</b>	27730264	100.00	27730264	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>27730264</b>	<b>27730264</b>	<b>100.00</b>	<b>27730264</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutional holders	E-Voting	<b>10458681</b>	8537120	81.63	7868871	668249	92.17	7.83	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>10458681</b>	<b>8537120</b>	<b>81.63</b>	<b>7868871</b>	<b>668249</b>	<b>92.17</b>	<b>7.83</b>
Public-Others	E-Voting	<b>24087495</b>	187206	0.78	182839	4367	97.67	2.33	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>24087495</b>	<b>187206</b>	<b>0.78</b>	<b>182839</b>	<b>4367</b>	<b>97.67</b>	<b>2.33</b>
Total	E-Voting	<b>62276440</b>	36454590	58.54	35781974	672616	98.15	1.85	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>62276440</b>	<b>36454590</b>	<b>58.54</b>	<b>35781974</b>	<b>672616</b>	<b>98.15</b>	<b>1.85</b>



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

To  
The Chairman,  
Tata Elxsi Limited  
ITPB Road, Whitefield,  
Bengaluru - 560 048

## Report of Scrutinizer

I, V Madan, Practising Company Secretary (Membership No. ACS 5048), having my office at A – 501, Nagarjuna Enclave, 76 A, 14<sup>th</sup> Cross, J P Nagar, I Phase, Bengaluru – 560 078 , have been appointed as the Scrutinizer to conduct the postal ballot process in respect of Special Resolution for approval for Alteration of the Articles of Association of Tata Elxsi Limited (the Company) pursuant to the Notice dated October 14, 2020, issued under Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars").

The Notice dated October 14, 2020 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories.

The Company had engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members.

The shareholders of the Company holding shares as on the "cut-off" date of October 23, 2020 were entitled to vote on the resolution as contained in the Notice.



Contd.....2

The remote e-voting period commenced from 9.00 a.m. (IST) on Sunday, October 1, 2020 and ended at 5.00 p.m. (IST) on Monday, November 30, 2020 and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked and were counted.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot. 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 special resolution.

I now submit my Scrutinizer's Report on the results of the voting by postal ballot only through remote e-voting mode in respect of the said Special Resolution for approval for Alteration of Articles of Association of the Company, as under:

#### Approval for Alteration of Articles of Association of the Company

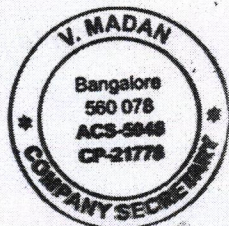
##### (i) Voted in favour of the resolution:

Number of members.voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
667	357,81,974	98.15

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

Number of members voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
48	6,72,616	1.85

Contd.....3



(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of invalid votes cast (Shares)
Nil	Nil

Place: Bengaluru  
Dated: December 1, 2020

Signature:  
Name:

V  
MADAN

Digitally signed  
by V MADAN  
Date: 2020.12.01  
10:08:26 +05'30'

V Madan  
Scrutinizer  
ACS: 5048 CP: 21778

