



June 02, 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 / Madam,

Sub.: Results of Postal Ballot – Voting Results and Scrutiniser Report

This is in furtherance to our intimation dated April 30, 2024, regarding Postal Ballot Notice dated April 23, 2024, seeking approval of the Members of Tata Elxsi Limited (“the Company”) for the following special businesses, through remote e-Voting process:

S. No.	Special Business	Type of Resolution
1.	Appointment of Ms. Ashu Suyash (DIN: 00494515) as Non-Executive, Independent Director of the Company	Special
2.	Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as Non-Executive, Independent Director of the Company	Special

The remote e-Voting commenced on Thursday, May 2, 2024 at 9:00 a.m. (IST) and concluded on Friday, May 31, 2024 at 5:00 p.m. (IST).

In this regard, we enclose herewith:

- Voting Results of the said Postal Ballot through remote e-Voting, in relation to aforesaid Transactions, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure A**
- The Scrutinizer’s Report dated June 01, 2024, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure B**.

We wish to inform you that the Special Resolutions set out in the Postal Ballot Notice dated April 23, 2024, have been passed by the Members with the majority.

The voting results along with Scrutiniser’s report is uploaded on the website of the Company at <https://www.tataelxsi.com/investors/corporate-announcements> and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and records.

Yours faithfully,
For Tata Elxsi Limited

Cauveri Sriram
Company Secretary & Compliance Officer

Encl.: As above

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

(CIN-L85110KA1989PLC009968)



Annexure - A

Details of voting results for Postal Ballot

A. General Information

Name of the Company	Tata Elxsi Limited
Date of Notice of Postal Ballot Notice	April 23, 2024
Record Date	April 26, 2024
Total Number of shareholders as on Record Date	5,77,830
No. of shareholders present in the meeting either in person or through proxy: a) Promoters and Promoter group b) Public	N.A.
No. of shareholders attended the meeting through video conferencing: a) Promoters and Promoter group b) Public	N.A.

B. Details of resolution passed through Postal Ballot

S.no.	Type of resolution	Description of resolution passed	Mode of voting
1.	Special	Appointment of Ms. Ashu Suyash (DIN: 00494515) as Non-Executive, Independent Director of the Company	Remote e-Voting
2.	Special	Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as Non-Executive, Independent Director of the Company	Remote e-Voting

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Details of votes casted through remote e-voting

Tata Elxsi Ltd - Voting Results of Postal Ballot								
Resolution Required			Special					
Description of Resolution considered			1 - Appointment of Ms. Ashu Suyash (DIN: 00494515) as a Non-Executive, Independent Director of the Company					
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	12634311	10177275	80.5527	10069958	107317	98.9455	1.0545
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10177275	80.5527	10069958	107317	98.9455	1.0545
Public Non Institutions	E-Voting	22293210	627502	2.8148	622220	5282	99.1582	0.8418
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		627502	2.8148	622220	5282	99.1582	0.8418
Total		62276440	38153696	61.2651	38041097	112599	99.7049	0.2951



Tata Elxsi Ltd - Voting Results of Postal Ballot								
Resolution Required			Special					
Description of Resolution considered			2 - Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as a Non-Executive, Independent Director of the Company					
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	12634311	10177275	80.5527	10063775	113500	98.8848	1.1152
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10177275	80.5527	10063775	113500	98.8848	1.1152
Public Non Institutions	E-Voting	22293210	626631	2.8109	621442	5189	99.1719	0.8281
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		626631	2.8109	621442	5189	99.1719	0.8281
Total		62276440	38152825	61.2637	38034136	118689	99.6889	0.3111

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

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

Report of Scrutinizer

I, V Madan, Practicing Company Secretary (Membership No. ACS 5048), having my office at A – 501, Nagarjuna Enclave, 76 A, 14th Cross, J P Nagar, I Phase, Bengaluru – 560 078, have been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following Special Resolutions:

1. Approval for Appointment of Ms. Ashu Suyash (DIN: 00494515) as Non-Executive, Independent Director of the Company
2. Approval for Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as Non-Executive, Independent Director of the Company

pursuant to the Notice dated April 23, 2024, issued under Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020,



10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the 'MCA Circulars').

The Postal Ballot Notice dated April 23, 2024 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/ Registrar and Share Transfer Agent and whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, April 26, 2024 (Cut- off date).

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 April 26, 2024 were entitled to vote on the Special Resolutions as contained in the Notice.

The remote e-voting period commenced from 9.00 a.m. (IST) on Thursday, May 2, 2024 and ended at 5.00 p.m. (IST) on Friday, May 31, 2024 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 Resolutions.

I would like to mention that the voting Rights of members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., April 26, 2024 and as per the Register of Members of the Company / List of Beneficial Owners of the Company as received from the depositories / Registrar and Share Transfer Agent of the Company.

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 Resolutions as under:

Resolution No. 1: Special Resolution

1. Approval for Appointment of Ms. Ashu Suyash (DIN: 00494515) as Non-Executive, Independent Director of the Company

(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
2,801	3,80,41,097	99.7049

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
137	1,12,599	0.2951

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of invalid votes cast
Nil	Nil



Resolution No. 2: Special Resolution

2. Approval for Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as Non-Executive, Independent Director of the Company

(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
2,792	3,80,34,136	99.6889

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
139	1,18,689	0.3111

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of invalid votes cast
Nil	Nil

Signature:

V MADAN
Digitally signed by V. MADAN
 DN: cn=V. MADAN,
 SERIALNUMBER=dd5f604116c342503c62c5
 1b469726505e420c2f9894e1b8e4d0a39000a
 9544, o=Ganmatika, PostalCode=560078,
 Phone=+918332424e926260034027b0413c
 4b12b3f0ce829c331d03370e173d1ae90,
 O=D.2.5.4.65-448ee77578294220a25214876b
 ee50b, T=0384, O=PERSONAL, C=IN
 Reason: I am the author of this document
 Date: 01-06-2024 11:49
 PDF.X Version: 1.3.69

Place: Bengaluru
 Name: V Madan
 Scrutinizer
 Dated: June 1, 2024
 ACS: 5048 CP: 21778
 UDIN: A005048F000514007
 PR: 2684/2022

