



March 17, 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 February 14, 2024, regarding Postal Ballot Notice dated February 13, 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. | Approval of modification of the Material Related Party Transaction with Jaguar Land Rover Limited, UK for FY 2023-24 | Ordinary |
| 2. | Approval of Material Related Party Transaction with Jaguar Land Rover Limited, UK for FY 2024-25 | Ordinary |

The remote e-Voting commenced on **Friday, February 16, 2024, at 09.00 a.m. (IST)** and concluded on **Saturday, March 16, 2024, at 05.00 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 March 17, 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 ordinary resolutions set out in the Postal Ballot Notice dated February 13, 2024, as tabulated above, have been passed by the Members with requisite 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.

Best Regards,

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

(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 | February 13, 2024 |
| Record Date | February 09, 2024 |
| Total Number of shareholders as on Record Date | 5,48,427 |
| 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. | Ordinary | Approval of modification of the Material Related Party Transactions with Jaguar Land Rover Limited, UK for FY 2023-24 | Remote e-Voting |
| 2. | Ordinary | Approval of Material Related Party Transaction with Jaguar Land Rover Limited, UK for FY 2024-25 | Remote e-Voting |

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Details of votes casted through remote e-voting

| Tata Elxsi Limited - Voting Results of Postal Ballot | | | | | | | | |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required | | | Ordinary | | | | | |
| Particulars of Resolution | | | 1 - Approval of modification of the Material Related Party Transactions with Jaguar Land Rover Limited, UK for FY 2023-24 | | | | | |
| 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 | [7]={[5]/[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 | 12718852 | 10154448 | 79.8378 | 10154448 | 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 | | 10154448 | 79.8378 | 10154448 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 22208669 | 177186 | 0.7977 | 175588 | 1598 | 99.0981 | 0.9019 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 177186 | 0.7977 | 175588 | 1598 | 99.0981 | 0.9019 |
| Total | | 62276440 | 10331634 | 16.5893 | 10330036 | 1598 | 99.9845 | 0.0155 |

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| Tata Elxsi Limited - Voting Results of Postal Ballot | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required | | | Ordinary | | | | | |
| Particulars of Resolution | | | 2 - Approval of Material Related Party Transaction with Jaguar Land Rover Limited, UK for FY 2024-25 | | | | | |
| 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 | [7]={[5]/[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 | 12718852 | 10154448 | 79.8378 | 10154448 | 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 | | 10154448 | 79.8378 | 10154448 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 22208669 | 156971 | 0.7067 | 155432 | 1539 | 99.0196 | 0.9804 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 156971 | 0.7067 | 155432 | 1539 | 99.0196 | 0.9804 |
| Total | | 62276440 | 10311419 | 16.5569 | 10309880 | 1539 | 99.9851 | 0.0149 |

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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 Ordinary Resolutions:

1. Approval of modification of the Material Related Party Transactions with Jaguar Land Rover Limited, UK for FY 2023-24
2. Approval of Material Related Party Transaction with Jaguar Land Rover Limited, UK for FY 2024-25

pursuant to the Notice dated February 13, 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, ('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 February 13, 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, February 9, 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 February 9, 2024 were entitled to vote on the Ordinary Resolutions as contained in the Notice.

The remote e-voting period commenced from 9.00 a.m. (IST) on Friday, February 16, 2024 and ended at 5.00 p.m. (IST) on Saturday, March 16, 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 Ordinary 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., February 9, 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 Ordinary Resolutions as under:

Resolution No. 1: Ordinary Resolution

1. Approval of modification of the Material Related Party Transactions with Jaguar Land Rover Limited, UK for FY 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 3,094 | 1,03,30,036 | 99.9845 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 48 | 1,598 | 0.0155 |

(iii) Invalid votes:

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



Resolution No. 2: Ordinary Resolution

2. Approval of Material Related Party Transaction with Jaguar Land Rover Limited, UK for FY 2024-25

(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 |
|-------------------------|------------------------------------|---------------------------------------|
| 3,083 | 1,03,09,880 | 99.9851 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 45 | 1,539 | 0.0149 |

(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,
o=V. MADAN, ou=V. MADAN, email=V.MADAN@V.MADAN.COM,
c=IN, o=V. MADAN, ou=V. MADAN, email=V.MADAN@V.MADAN.COM,
cn=V. MADAN, ou=V. MADAN, email=V.MADAN@V.MADAN.COM,
c=IN, o=V. MADAN, ou=V. MADAN, email=V.MADAN@V.MADAN.COM,
Reason: I am the author of this document
Date: 2024.03.17 14:56
PDF.X/Version: 1.3.03



Place: Bengaluru
 Name: V Madan
 Scrutinizer
 Dated: March 17, 2024
 ACS: 5048 CP: 21778
 UDIN: A005048E003594909
 PR: 2684/2022