



July 22, 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: Proceedings / Outcome of the 31st Annual General Meeting of the Company.

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 31st Annual General Meeting (AGM) of the company held on Tuesday July 21, 2020 at 12:30 P.M., held through Video Conference (VC) / Other Audio Visual Means (OAVM).
2. Voting results, in the prescribed format in respect of the business transacted at the AGM
3. Scrutinizer's Report of e-voting and poll along with Consolidated Report, dated July 22, 2020.

We would like to inform that all the Resolutions as set out in the Notice dated June 05, 2020 are passed by the shareholders with 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 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



Summary of the proceedings of the 31st Annual General Meeting

The 31st Annual General Meeting (AGM) of the members of Tata Elxsi Limited was convened at 12:30 P.M on Tuesday, July 21, 2020 through Video Conference (VC) / Other Audio Visual Means (OAVM).

Mr. N.G. Subramaniam, Chairman, chaired the meeting.

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 115 members who joined the Meeting in virtual mode and the quorum was present throughout the meeting. The Chairman delivered his speech to the shareholders and put forth the items to be transacted before the meeting as set out in the Notice of 31st AGM. 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.

It was informed that the facility of casting votes by remote e-voting was provided to Members from July 17, 2020 (9:00 a.m) and ended on July 20, 2020 (5:00 p.m) and e-voting through the NSDL portal was provided during the AGM to those members who did not cast their votes through remote e-voting.

The following items of business were transacted at the 31st AGM:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year 2019-20. (165% i.e. Rs.16.50 per share)
3. To appoint a Director in place of Mr. Ankur Verma who retires by rotation and being eligible, offers himself for re-appointment.

All the resolutions as set out in the Notice of the 31st AGM were passed by the members with the requisite majority.



TATA ELXSI

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(CIN-L85110KA1989PLC009968)



Details of the proceedings of the Meeting

Name of the Company : Tata Elxsi Limited
Date of AGM : Tuesday- July 21, 2020

Total number of shareholders on record date	146,912
No. of shareholders present in the meeting: Either in person or through proxy	
• Promoters & Promoter Group	-
• Public	4
No. of shareholders present in the meeting: video conferencing	
• Promoters & Promoter Group	3
• Public	108

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 Statement of Profit and Loss Account for the year ended March 31, 2020 and the Audited Balance Sheet as at that date together with the Cash Flow Statement and the reports of the Directors and Auditors thereon. (Passed with Requisite Majority)	Remote e-voting prior and during the AGM
2	Ordinary	To declare dividend on equity shares for the year 2019- 20. (165% i.e. Rs.16.50 per share) (Passed with Requisite Majority)	Remote e-voting prior and during the AGM
3	Ordinary	To appoint a Director in place of Mr. Ankur Verma, who retires by rotation and, being eligible, offers himself for re-appointment. (Passed with Requisite Majority)	Remote e-voting prior and during the AGM

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TATA ELXSI LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)							ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?										
To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.										
	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	27730264	26295264	94.825	26295264	0	100.000	0.000	0
		Poll		0	0.000	0	0	0.000	0.000	0
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000	0
		Total		26295264	94.825	26295264	0	100.000	0.000	0.000
2	Public - Institutional holders	E-Voting	9086080	7134549	78.522	7134549	0	100.000	0.000	0
		Poll		0	0.000	0	0	0.000	0.000	0
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000	0
		Total		7134549	78.522	7134549	0	100.000	0.000	0.000
3	Public-Others	E-Voting	25460096	101957	0.400	101363	594	99.417	0.583	0
		Poll		0	0.000	0	0	0.000	0.000	0
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000	0
		Total		101957	0.400	101363	594	99.417	0.583	0.000
Total	Total	E-Voting	62276440	33531770	53.843	33531176	594	99.998	0.000	0
		Poll		0	0.000	0	0	0.000	0.000	0
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000	0
		Total		33531770	53.843	33531176	594	99.998	0.002	0



TATA ELXSI LIMITED										
Resolution (2)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?										
To declare dividend on equity shares for the financial year 2019-20.										
	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	27730264	26295264	94.825	26295264	0	100.000	0.000	0
		Poll		0	0.000	0	0	0.000	0.000	0
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000	0
		Total		26295264	94.825	26295264	0	100.000	0.000	0
2	Public - Institutional holders	E-Voting	9086080	7134549	78.522	7134549	0	100.000	0.000	0
		Poll		0	0.000	0	0	0.000	0.000	0
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000	0
		Total		7134549	78.522	7134549	0	100.000	0.000	0
3	Public-Others	E-Voting	25460096	101957	0.400	101020	937	99.081	0.919	0
		Poll		0	0.000	0	0	0.000	0.000	0
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000	0
		Total		101957	0.400	101020	937	99.081	0.919	0
Total	Total	E-Voting	62276440	33531770	53.843	33530833	937	99.997	0.000	0
		Poll		0	0.000	0	0	0.000	0.000	0
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000	0
		Total		33531770	#DIV/0!	33530833	937	99.997	0.003	0



TATA ELXSI LIMITED										
Resolution (3)										
Resolution required: (Ordinary / Special)							ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?										
To appoint a Director in place of Mr. Ankur Verma who retires by rotation and, being eligible, offers himself for re-appointment.										
	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
1	Promoter and Promoter Group	E-Voting	27730264	26295264	94.825	26295264	0	100.000	0.00	0
		Poll		0	0.000	0	0	0.000	0.00	0
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.00	0
		Total		26295264	94.825	26295264	0	100.000	0.00	0
2	Public - Institutional holders	E-Voting	9086080	7134549	78.522	6083416	1051133	85.267	14.7330	0
		Poll		0	0.000	0	0	0.000	0.0000	0
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.0000	0
		Total		7134549	78.522	6083416	1051133	85.267	14.7330	0
3	Public-Others	E-Voting	25460096	101839	0.400	99635	2204	97.836	2.1642	0
		Poll		0	0.000	0	0	0.000	0.0000	0
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.0000	0
		Total		101839	0.400	99635	2204	97.836	2.1642	0
Total	Total	E-Voting	62276440	33531652	53.843	32478315	1053337	96.859	3.1413	0
		Poll		0	0.000	0	0	0.000	0.0000	0
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.0000	0
		Total		33531652	53.843	32478315	1053337	96.859	3.1413	0



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 31st Annual General Meeting of Tata Elxsi Limited held on Tuesday, July 21, 2020 at 12:30 p.m. 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 31st Annual General Meeting ("AGM") of Tata Elxsi Limited on Tuesday, July 21, 2020 at 12:30p.m. through VC / OAVM.

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

The Notice dated June 5, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and



April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

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.

In view of the situation arising out of COVID-19 and in terms of the MCA Circulars, the Company had sent the Annual General Meeting notice in electronic form only and the same was completed on June 27, 2020.

The voting period for remote e-voting commenced on Friday, July 17, 2020 (9:00 a.m. IST) and ended on Monday, July 20, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was blocked 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 of Tuesday, July 14, 2020 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 voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked in the presence of two witnesses who are not in the employment of the Company and were counted.

I have scrutinized and reviewed the remote e-voting prior 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 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 in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon

(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
402	33531176	99.998

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	594	0.002

(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 on Equity Shares for the financial year 2019-20**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
400	33530833	99.997

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	937	0.003

(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.**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
370	32478315	96.859



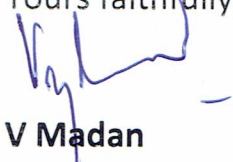
(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
34	1053337	3.141

(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 22, 2020



Witnesses:



SWATI MADAN

A-501 Nagarjuna Enclave

14th cross, J.P. Nagar1st Phase, Bengaluru -560078


CHITRA MADAN

A - 501 Nagarjuna Enclave

14th cross, J.P. Nagarjuna Enclave1st phase, Bengaluru -560078