



June 27, 2021

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 32<sup>nd</sup> 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 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on Friday June 25, 2021 at 2:30 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 June 26, 2021.

We would like to inform that all the Resolutions as set out in the Notice dated April 22, 2021 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](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)



## **Summary of the proceedings of the 32<sup>nd</sup> Annual General Meeting**

The 32<sup>nd</sup> Annual General Meeting (AGM) of the members of Tata Elxsi Limited was convened at 2:30 P.M on Friday, June 25, 2021 through Video Conference (VC) / Other Audio-Visual Means (OAVM).

The Meeting was chaired by Mr. N.G. Subramaniam, Chairman. The Directors of the Company and the representatives of the Statutory Auditors, Secretarial Auditor and Scrutinizer were also present through VC from their respective locations.

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 117 members who joined the Meeting and the quorum was present throughout the meeting.

The Chairman made his opening remarks covering the performance of the Company in the financial year 2020-21 and the way forward. 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 32<sup>nd</sup> 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 made 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 had provided the remote e-voting facility to the Members in respect of businesses to be transacted at the AGM. Further, the facility of casting votes by remote e-voting was provided to Members from June 21, 2021 (9:00 a.m) to June 24, 2021 (5:00 p.m) and e-voting was provided during the AGM to those members who did not cast their votes earlier through remote e-voting.

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 year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year 2020-21. (480% i.e. Rs.48 per share).
3. To appoint a Director in place of Mr. N Ganapathy Subramaniam who retires by rotation and being eligible, offers himself for re-appointment.

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**Special Business:**

4. Appointment of Prof. Anurag Kumar as an Independent Director for a term of five years commencing from November 15, 2020 upto November 14, 2025
5. Re-appointment of Mr. Sudhakar Rao as an Independent Director for the second term commencing from August 01, 2021 upto September 02, 2024
6. Payment of Commission to Non-Executive Directors of the Company in respect of the profits of the Company for each of the financial years, commencing April 1, 2021
7. Approval for Related Party Transactions with Jaquar Land Rover Limited up to a maximum aggregate value of Rs. 250 Crores per year, for each of the financial years 2021-22 and 2022-23

All the resolutions as set out in the Notice of the 32<sup>nd</sup> 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 : Friday – June 25, 2021

|  |          |
|--|----------|
| Total number of shareholders on record date  | 231,076  |
| No. of shareholders present in the meeting, in person <ul style="list-style-type: none"><li>• Promoters &amp; Promoter Group</li><li>• Public</li></ul>                  | -<br>4   |
| No. of shareholders present in the meeting, through video conferencing <ul style="list-style-type: none"><li>• Promoters &amp; Promoter Group</li><li>• Public</li></ul> | 3<br>110 |

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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 Statement of Profit and Loss Account for the year ended March 31, 2021 and the Audited Balance Sheet as at that date together with the Cash Flow Statement and the reports of the Directors and Auditors thereon.<br><b>(Passed with Requisite Majority)</b> | Remote e-voting prior and during the AGM     |
| 2        | Ordinary           | To declare dividend on equity shares for the year 2020-21 (480% i.e. Rs.48.0 per share)<br><b>(Passed with Requisite Majority)</b>   | Remote e-voting prior and during the AGM     |
| 3        | Ordinary           | To appoint a Director in place of Mr. N Ganapathy Subramaniam who retires by rotation and, being eligible, offers himself for reappointment.<br><b>(Passed with Requisite Majority)</b>  | Remote e-voting prior and during the AGM     |
| 4        | Ordinary           | Appointment of Prof. Anurag Kumar as an Independent Director for a term of five years commencing from November 15, 2020 upto November 14, 2025<br><b>(Passed with Requisite Majority)</b>  | Remote e-voting prior and during the AGM     |
| 5        | Special            | Re-appointment of Mr. Sudhakar Rao as an Independent Director for the second term commencing from August 01, 2021 upto September 02, 2024<br><b>(Passed with Requisite Majority)</b>   | Remote e-voting prior and during the AGM     |
| 6        | Ordinary           | Payment of Commission to Non-Executive Directors of the Company in respect of the profits of the Company for each of the financial years, commencing April 1, 2021<br><b>(Passed with Requisite Majority)</b>  | Remote e-voting prior and during the AGM     |
| 7        | Ordinary           | Approval for Related Party Transactions with Jaquar Land Rover Limited up to a maximum aggregate value of Rs. 250 Crores per year, for each of the financial years 2021-22 and 2022-23<br><b>(Passed with Requisite Majority)</b>  | 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 year ended March 31, 2021, 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       | 27730264           | 27730264  | 100.000                                 | 27730264                 | 0                     | 100.000                              | 0.000                              |
|   | Poll           |                    | 0   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |                    | 0   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |                    | <b>27730264</b>   | <b>100.000</b>                          | <b>27730264</b>          | <b>0</b>              | <b>100.000</b>                       | <b>0.000</b>                       |
| Public Institutions   | E-Voting       | 10893531           | 9672032   | 88.787                                  | 9672032                  | 0                     | 100.000                              | 0.000                              |
|   | Poll           |                    | 0   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |                    | 0   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |                    | <b>9672032</b>  | <b>88.787</b>                           | <b>9672032</b>           | <b>0</b>              | <b>100.000</b>                       | <b>0.000</b>                       |
| Public Non Institutions   | E-Voting       | 23652645           | 256177  | 1.083                                   | 255501                   | 676                   | 99.736                               | 0.264                              |
|   | Poll           |                    | 0   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |                    | 0   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |                    | <b>256177</b>   | <b>1.083</b>                            | <b>255501</b>            | <b>676</b>            | <b>99.736</b>                        | <b>0.264</b>                       |
| <b>Total</b>  |                | <b>62276440</b>    | <b>37658473</b>   | <b>60.470</b>                           | <b>37657797</b>          | <b>676</b>            | <b>99.998</b>                        | <b>0.002</b>                       |

  
 G Vaidyanathan  
 Company Secretary

## Tata Elxsi Ltd

| Resolution Required : (Ordinary)  |                | 2 - To declare dividend on equity shares for the financial year 2020-21 |                     |   |                          |                       |                                      |                                    |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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       | 27730264  | 27730264            | 100.000                                 | 27730264                 | 0                     | 100.000                              | 0.000                              |
|   | Poll           |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |   | <b>27730264</b>     | <b>100.000</b>                          | <b>27730264</b>          | <b>0</b>              | <b>100.000</b>                       | <b>0.000</b>                       |
| Public Institutions   | E-Voting       | 10893531  | 9804442             | 90.002                                  | 9804442                  | 0                     | 100.000                              | 0.000                              |
|   | Poll           |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |   | <b>9804442</b>      | <b>90.002</b>                           | <b>9804442</b>           | <b>0</b>              | <b>100.000</b>                       | <b>0.000</b>                       |
| Public Non Institutions   | E-Voting       | 23652645  | 256075              | 1.083                                   | 255236                   | 839                   | 99.672                               | 0.328                              |
|   | Poll           |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |   | <b>256075</b>       | <b>1.083</b>                            | <b>255236</b>            | <b>839</b>            | <b>99.672</b>                        | <b>0.328</b>                       |
| <b>Total</b>  |                | <b>62276440</b>   | <b>37790781</b>     | <b>60.682</b>                           | <b>37789942</b>          | <b>839</b>            | <b>99.998</b>                        | <b>0.002</b>                       |

  
 G. Vaidyanathan  
 Company Secretary

## Tata Elxsi Ltd

| Resolution Required : (Ordinary)  |                | 3 - To appoint a Director in place of Mr. N. Ganapathy Subramaniam 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       | 27730264  | 27730264            | 100.000                                 | 27730264                 | 0                     | 100.000                              | 0.000                              |
|   | Poll           |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |   | <b>27730264</b>     | <b>100.000</b>                          | <b>27730264</b>          | <b>0</b>              | <b>100.000</b>                       | <b>0.000</b>                       |
| Public Institutions   | E-Voting       | 10893531  | 9795833             | 89.923                                  | 9143837                  | 651996                | 93.344                               | 6.656                              |
|   | Poll           |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |   | <b>9795833</b>      | <b>89.923</b>                           | <b>9143837</b>           | <b>651996</b>         | <b>93.344</b>                        | <b>6.656</b>                       |
| Public Non Institutions   | E-Voting       | 23652645  | 255744              | 1.081                                   | 252950                   | 2794                  | 98.908                               | 1.092                              |
|   | Poll           |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |   | <b>255744</b>       | <b>1.081</b>                            | <b>252950</b>            | <b>2794</b>           | <b>98.908</b>                        | <b>1.092</b>                       |
| <b>Total</b>  |                | <b>62276440</b>   | <b>37781841</b>     | <b>60.668</b>                           | <b>37127051</b>          | <b>654790</b>         | <b>98.267</b>                        | <b>1.733</b>                       |

  
 G Vaidyanathan  
 Company Secretary

## Tata Elxsi Ltd

| Resolution Required : (Ordinary)  |                | 4 - Appointment of Prof. Anurag Kumar as an Independent Director for a term of five years commencing from November 15, 2020 upto November 14, 2025 |                     |   |                          |                       |                                      |                                    |
|---|----------------|--|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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       | 27730264   | 27730264            | 100.000                                 | 27730264                 | 0                     | 100.000                              | 0.000                              |
|   | Poll           |  | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |  | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |  | <b>27730264</b>     | <b>100.000</b>                          | <b>27730264</b>          | <b>0</b>              | <b>100.000</b>                       | <b>0.000</b>                       |
| Public Institutions   | E-Voting       | 10893531   | 9796672             | 89.931                                  | 9556360                  | 240312                | 97.547                               | 2.453                              |
|   | Poll           |  | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |  | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |  | <b>9796672</b>      | <b>89.931</b>                           | <b>9556360</b>           | <b>240312</b>         | <b>97.547</b>                        | <b>2.453</b>                       |
| Public Non Institutions   | E-Voting       | 23652645   | 255746              | 1.081                                   | 253753                   | 1993                  | 99.221                               | 0.779                              |
|   | Poll           |  | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |  | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |  | <b>255746</b>       | <b>1.081</b>                            | <b>253753</b>            | <b>1993</b>           | <b>99.221</b>                        | <b>0.779</b>                       |
| <b>Total</b>  |                | <b>62276440</b>  | <b>37782682</b>     | <b>60.669</b>                           | <b>37540377</b>          | <b>242305</b>         | <b>99.359</b>                        | <b>0.641</b>                       |

  
 G. Vaidyanathan  
 Company Secretary



## Tata Elxsi Ltd

| Resolution Required : (Special)   |                | 5 - Re-appointment of Mr. Sudhakar Rao as an Independent Director for the second term commencing from August 01, 2021 upto September 02, 2024 |                     |   |                          |                       |                                      |                                    |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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       | 27730264  | 27730264            | 100.000                                 | 27730264                 | 0                     | 100.000                              | 0.000                              |
|   | Poll           |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |   | <b>27730264</b>     | <b>100.000</b>                          | <b>27730264</b>          | <b>0</b>              | <b>100.000</b>                       | <b>0.000</b>                       |
| Public Institutions   | E-Voting       | 10893531  | 9795833             | 89.923                                  | 9443499                  | 352334                | 96.403                               | 3.597                              |
|   | Poll           |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |   | <b>9795833</b>      | <b>89.923</b>                           | <b>9443499</b>           | <b>352334</b>         | <b>96.403</b>                        | <b>3.597</b>                       |
| Public Non Institutions   | E-Voting       | 23652645  | 255574              | 1.081                                   | 253511                   | 2063                  | 99.193                               | 0.807                              |
|   | Poll           |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |   | <b>255574</b>       | <b>1.081</b>                            | <b>253511</b>            | <b>2063</b>           | <b>99.193</b>                        | <b>0.807</b>                       |
| <b>Total</b>  |                | <b>62276440</b>   | <b>37781671</b>     | <b>60.668</b>                           | <b>37427274</b>          | <b>354397</b>         | <b>99.062</b>                        | <b>0.938</b>                       |

  
 G. Vaidyanathan  
 Company Secretary

## Tata Elxsi Ltd

| Resolution Required : (Ordinary)  |                | 6 - Payment of Commission to Non-Executive Directors of the Company not exceeding 1% of the net profits calculated u/s 198 of the Companies Act, 2013 , for each of the FY commencing from April 01, 2021 |                     |   |                          |                       |                                      |                                    |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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                  |
| Promoter and Promoter Group   | E-Voting       | 27730264  | 27730264            | 100.000                                 | 27730264                 | 0                     | 100.000                              | 0.000                              |
|   | Poll           |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |   | <b>27730264</b>     | <b>100.000</b>                          | <b>27730264</b>          | <b>0</b>              | <b>100.000</b>                       | <b>0.000</b>                       |
| Public Institutions   | E-Voting       | 10893531  | 9795833             | 89.923                                  | 5217448                  | 4578385               | 53.262                               | 46.738                             |
|   | Poll           |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |   | <b>9795833</b>      | <b>89.923</b>                           | <b>5217448</b>           | <b>4578385</b>        | <b>53.262</b>                        | <b>46.738</b>                      |
| Public Non Institutions   | E-Voting       | 23652645  | 255827              | 1.082                                   | 249591                   | 6236                  | 97.562                               | 2.438                              |
|   | Poll           |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |   | <b>255827</b>       | <b>1.082</b>                            | <b>249591</b>            | <b>6236</b>           | <b>97.562</b>                        | <b>2.438</b>                       |
| <b>Total</b>  |                | <b>62276440</b>   | <b>37781924</b>     | <b>60.668</b>                           | <b>33197303</b>          | <b>4584621</b>        | <b>87.866</b>                        | <b>12.134</b>                      |

  
 G Vaidyanathan  
 Company Secretary

## Tata Elxsi Ltd

| Resolution Required : (Ordinary)  |                | 7 - Approval for Related Party Transactions with Jaquar Land Rover Limited up to a maximum aggregate value of Rs. 250 Crores per year, for each of the financial years 2021-22 and 2022-23 |                     |   |                          |                       |                                      |                                    |
|---|----------------|--|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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       | 27730264   | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Poll           |  | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |  | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |  | <b>0</b>            | <b>0.000</b>                            | <b>0</b>                 | <b>0</b>              | <b>0</b>                             | <b>0.000</b>                       |
| Public Institutions   | E-Voting       | 10893531   | 9795833             | 89.923                                  | 9727840                  | 67993                 | 99.306                               | 0.694                              |
|   | Poll           |  | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |  | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |  | <b>9795833</b>      | <b>89.923</b>                           | <b>9727840</b>           | <b>67993</b>          | <b>99.306</b>                        | <b>0.694</b>                       |
| Public Non Institutions   | E-Voting       | 23652645   | 256058              | 1.083                                   | 250686                   | 5372                  | 97.902                               | 2.098                              |
|   | Poll           |  | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | Postal Ballot  |  | 0                   | 0.000                                   | 0                        | 0                     | 0.000                                | 0.000                              |
|   | <b>Total</b>   |  | <b>256058</b>       | <b>1.083</b>                            | <b>250686</b>            | <b>5372</b>           | <b>97.902</b>                        | <b>2.098</b>                       |
| <b>Total</b>  |                | <b>62276440</b>  | <b>10051891</b>     | <b>16.141</b>                           | <b>9978526</b>           | <b>73365</b>          | <b>99.270</b>                        | <b>0.730</b>                       |

  
 G Vaidyanathan  
 Company Secretary

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

A 501, Nagarjuna Enclave,

76A, 14<sup>th</sup> Cross

J P Nagar I Phase

Bangalore - 560078

E Mail: [vmadan18@gmail.com](mailto:vmadan18@gmail.com)

Mobile: 900 82 33447

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 32<sup>nd</sup> Annual General Meeting of Tata Elxsi Limited held on Friday, June 25, 2021 at 02.30 p.m. (IST) through video conferencing ('VC') /other audio-visual means ('OAVM').**

I, V Madan, Practicing 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 32<sup>nd</sup> Annual General Meeting

(" AGM") of Tata Elxsi Limited on Friday, June 25, 2021 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 April 22, 2021, convening the AGM, 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 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 Circular dated May 12, 2020 and January 15, 2021. 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 2, 2021.

The voting period for remote e-voting commenced on Monday, June 21, 2021 (9:00 a.m. IST) and ended on Thursday, June 24, 2021 (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 Friday, June 18, 2021 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 for the year ended March 31, 2021, 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 1350                    | 37657797                           | 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 8                       | 676                                | 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 2020-21

(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 |
|-------------------------|------------------------------------|---------------------------------------|
| 1350                    | 37789942                           | 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 14                      | 839                                | 0.002                                 |

(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 |
|-------------------------|------------------------------------|---------------------------------------|
| 1289                    | 37127051                           | 98.267                                |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 63                      | 654790                             | 1.733                                 |

(iii) **Invalid** votes:

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



## Resolution 4: Ordinary Resolution

### Appointment of Prof. Anurag Kumar (DIN: 03403112) as an Independent Director

(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 |
|-------------------------|------------------------------------|---------------------------------------|
| 1315                    | 37540377                           | 99.359                                |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 39                      | 242305                             | 0.641                                 |

(iii) **Invalid** votes:

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

## Resolution 5: Special Resolution

### Re-appointment of Mr. Sudhakar Rao (DIN: 00267211) as an Independent Director

(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 |
|-------------------------|------------------------------------|---------------------------------------|
| 1300                    | 37427274                           | 99.062                                |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 53                      | 354397                             | 0.938                                 |

(iii) **Invalid** votes:

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

## **Resolution 6: Ordinary Resolution**

### **Payment of Commission to Non-Executive Directors 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 1149                    | 33197303                           | 87.866                                |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 207                     | 4584621                            | 12.134                                |

(iii) **Invalid** votes:

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

## **Resolution 7: Ordinary Resolution**

### **Approval for Related Party Transactions**

In terms of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and the provisions of Section 188 of the Companies Act, 2013 read with the relevant rules, the Promoters and Promoter Group Companies voting is not to be considered for the Resolution/business No. 7 of the Notice convening the 32nd AGM of Tata Elxsi Limited which pertains to approval for Related Party transactions. Accordingly the votes cast by the promoters and promoter group companies for Resolution No. 7 is not considered. The results of the e-voting in respect of Resolution No. 7 are as follows:

(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 |
|-------------------------|------------------------------------|---------------------------------------|
| 1291                    | 9978526                            | 99.270                                |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 60                      | 73365                              | 0.730                                 |

(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

Digitally signed  
by V MADAN  
Date: 2021.06.26  
23:29:39 +05'30'

**V Madan**  
**Practicing Company Secretary**  
ACS: 5048 CP No.: 21778  
A-501, Nagarjuna Enclave, 76A, 14<sup>th</sup> Cross,  
J P Nagar, I Phase,  
Bengaluru - 560078  
Place: Bengaluru  
Dated: June 26, 2021