



September 8, 2017

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

Scrip Code: 500408

Trading Symbol: "TATA ELXSI EQ"

Dear Sir,

Sub: Voting results of Postal Ballot (including e-voting) as per Regulation 44 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

We are attaching herewith in the prescribed format the voting results of the Postal Ballot (including e-voting) in respect of Resolutions contained in the Postal Ballot Notice dated July 27, 2017.

We would like to inform that all the Resolutions as set out in the Notice dated July 27, 2017 are passed by the shareholders with requisite majority effective from September 8, 2017. The details of voting results are given in the Annexure.

The scrutinizers report on the Postal Ballot and e-voting is also attached..

You are requested to please take the same on record and confirm.

Yours faithfully,
For Tata Elxsi Limited

G. Vaidyanathan
Company Secretary

Encl: a/a

Cc: NSDL
CDSL

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: LB5110KA1989PLC009968)



Name of the Company : **Tata Elxsi Limited**
Date of AGM/EGM : **NA**
(The resolutions were passed vide Postal Ballot & evoting on Friday 8th September, 2017)
Total number of shareholders on record date : **79246**
(ie., July 28, 2017 cut-off date) :
No. of shareholders present in the meeting
Either in person or through proxy
Promoters & Promoter Group : **NA**
Public : **Resolutions passed by Postal Ballot & e-voting**
No. of shareholders attended the meeting
through video conferencing
Promoters & Promoter Group : **NA**
Public : **NA**

The Mode of voting for all the resolutions was Postal Ballot and e-voting.

Details of Agenda:

Item No.	Type of Resolution	Resolutions passed	Mode of Voting (Poll/Postal Ballot/E-voting)
1	Ordinary	Increase in the Authorised Share Capital of the Company from Rs 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 equity shares of Rs 10 each to 70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 equity shares of Rs 10 each. Alteration of the Capital Clause V of the Memorandum of Association. (Passed with Requisite Majority)	Postal Ballot and e-voting
2	Special	Amendment of Article 4 of Articles of Association (Authorised capital) (Passed with Requisite Majority)	Postal Ballot and e-voting
3	Ordinary	Issue of Bonus Equity Share of One fully paid equity share of Rs 10 each for every One fully paid equity share of Rs 10 each held by the shareholders as on the Record date. (Passed with Requisite Majority)	Postal Ballot and e-voting

TATA ELXSI

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TATA ELXSI LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)					ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?					NO					
Ordinary resolution for increase in the Authorised Share Capital of the Company from Rs 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 equity shares of Rs 10 each to 70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 equity shares of Rs 10 each. Alteration of the Capital Clause V of the Memorandum of Association.										
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	No. of Invalid Votes	% of Votes Invalid on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
PROMOTER AND PROMOTER GROUP	E-Voting	13877632	13877632	100.00	13877632	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		13877632	13877632	100.00	13877632	0	100.00	0.00	0
PUBLIC - INSTITUTIONS	E-Voting	5247258	3113343	59.33	3113343	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		163200	3.11	163200	0	100.00	0.00	0	0.00
	Total		3276543	62.44	3276543	0	100.00	0.00	0	0.00
PUBLIC-NON INSTITUTIONS	E-Voting	12013280	72932	0.61	72821	111	99.85	0.15	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		137851	1.15	118629	555	86.06	0.40	18667	13.54
	Total		210783	1.75	191450	666	90.83	0.32	18667	8.86
Total	E-Voting	31138170	17063907	54.80	17063796	111	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		301051	0.97	281829	555	93.62	0.18	18667	6.20
	Total		17364958	55.77	17345625	666	99.89	0.00	18667	0.11

TATA ELXSI LIMITED										
Resolution (2)										
Resolution required: (Ordinary / Special)				SPECIAL						
Whether promoter/ promoter group are interested in the agenda/resolution?				NO						
Special Resolution for Amendment of Article 4 of Articles of Association (Authorised capital)										
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	No. of Invalid Votes	% of Votes Invalid on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
PROMOTER AND PROMOTER GROUP	E-Voting	13877632	13877632	100.00	13877632	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		13877632	13877632	100.00	13877632	0	100.00	0.00	0
PUBLIC - INSTITUTIONS	E-Voting	5247258	3113343	59.33	3113343	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		163200	3.11	163200	0	100.00	0.00	0	0.00
	Total		5247258	3276543	62.44	3276543	0	100.00	0.00	0
PUBLIC-NON INSTITUTIONS	E-Voting	12013280	70700	0.59	70338	362	99.49	0.51	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		137846	1.15	115919	575	84.09	0.42	21352	15.49
	Total		12013280	208546	1.74	186257	937	89.31	0.45	21352
Total	E-Voting	31138170	17061675	54.79	17061313	362	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		301046	0.97	279119	575	92.72	0.19	21352	7.09
	Total		31138170	17362721	55.76	17340432	937	99.87	0.01	21352

TATA ELXSI LIMITED										
Resolution (3)										
Resolution required: (Ordinary / Special)					ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?					NO					
Ordinary resolution for approval for issue of Bonus Equity Share of One fully paid equity share of Rs 10 each for every One fully paid equity share of Rs 10 each held by the shareholders as on the Record date.										
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	No. of Invalid Votes	% of Votes Invalid on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
PROMOTER AND PROMOTER GROUP	E-Voting	13877632	13877632	100.00	13877632	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		13877632	13877632	100.00	13877632	0	100.00	0.00	0
PUBLIC - INSTITUTIONS	E-Voting	5247258	3113343	59.33	3113343	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		163200	3.11	163200	0	100.00	0.00	0	0.00
	Total		3276543	62.44	3276543	0	100.00	0.00	0	0.00
PUBLIC-NON INSTITUTIONS	E-Voting	12013280	73559	0.61	73478	81	99.89	0.11	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		137856	1.15	117354	150	85.13	0.11	20352	14.76
	Total		211415	1.76	190832	231	90.26	0.11	20352	9.63
Total	E-Voting	31138170	17064534	54.80	17064453	81	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		301056	0.97	280554	150	93.19	0.05	20352	6.76
	Total		17365590	55.77	17345007	231	99.88	0.00	20352	0.12



PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To
The Chairman,
TATA ELXSI LIMITED
ITPB Road, Whitefield,
Bangalore - 560 048.

Report of Scrutinizer

I, Mitesh Dhabliwala, of M/s. Parikh & Associates, Practicing Company Secretaries, having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the Following Resolutions.

1. Ordinary resolution for increase in the Authorised Share Capital of the Company from Rs. 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 equity shares of Rs. 10 each to Rs. 70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 equity shares of Rs. 10 each and alteration of the Capital Clause V of the Memorandum of Association of the Company.
2. Special resolution for Amendment of Article 4 of the Articles of Association of the Company (Authorised Capital).
3. Ordinary resolution for approval for issue of Bonus Equity Share of one fully paid equity share of Rs. 10 each for every one fully paid equity share of Rs. 10 each, held by the shareholders as on the record date.

The shareholders of the company holding shares as on the "cut-off" date i.e. Friday, July 28, 2017 were entitled to vote on the resolutions as contained in the Notice.

The voting period for remote e-voting commenced on Wednesday, August 09, 2017 at 9.00 a.m. (IST) and ended on Thursday, September 07, 2017 at 05.00 p.m. (IST) and the National Securities Depository Limited ('NSDL') e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through physical ballot forms received up to Thursday, September 07, 2017 at 05:00 p.m. (IST) were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited ('NSDL') e-voting system and the physical ballot forms received respectively and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.



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The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to physical postal ballots and remote e-voting on the resolutions contained in the notice of postal ballot.

My responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolutions.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.

1. Ordinary resolution for increase in the Authorised Share Capital of the Company from Rs. 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 equity shares of Rs. 10 each to Rs. 70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 equity shares of Rs. 10 each and alteration of the Capital Clause V of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
1,401	1,73,45,625	100.00 (Rounded-off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
10	666	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
105	18,667



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2. Special resolution for Amendment of Article 4 of the Articles of Association of the Company (Authorised Capital).

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
1,359	1,73,40,432	99.99

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
15	937	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
130	21,352



3. Ordinary resolution for approval for issue of Bonus Equity Share of one fully paid equity share of Rs. 10 each for every one fully paid equity share of Rs. 10 each, held by the shareholders as on the record date.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
1,402	1,73,45,007	100.00 (Rounded-off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
5	231	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
120	20,352



Signature: *Mitesh Dhabliwala*
 Name: Mitesh Dhabliwala
 Scrutinizer
 FCS: 8331 CP: 9511

Place: Mumbai
 Dated: September 08, 2017