

JAYASHREE PARTHASARATHY M. Com, LLB, FCS

Company Secretary #217, 6th Cross, S.B.M. Colony, Bangalore 560 050

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To,

Mr. N.G. Subramaniam,

The Chairman of 28th (twenty eighth) Annual General Meeting of the equity shareholders of Tata Elxsi Limited held on Thursday, 27th day of July 2017, at 12:30 p.m. at St. John's Auditorium, John Nagar, Koramangala, Bengaluru 560034.

Dear Sir,

Sub: Consolidated Scrutinizer Report on remote e-voting/voting at the AGM through ballot forms pursuant to the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules 2015

I, Jayashree Parthasarathy, Company Secretary in Practice, have been appointed by the Board of Directors as scrutinizer of Tata Elxsi Limited (The Company) for the purpose of scrutinizing the remote e-voting process, under the Provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules), 2014 and the Provisions of 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 for the purpose of:

- i) Scrutinizing the remote e- voting process, under the Provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules), 2014 and the Provisions of 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015
- ii) Voting through ballot at the 28th Annual General Meeting (AGM) of the Members of the Company, held on 27th day of July 2017, at 12:30 p.m. at St. John's Auditorium, John Nagar, Koramangala, Bengaluru 560034

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013, and the Rules relating to the voting through remote e voting and voting at the Annual General Meeting through ballot on the resolutions proposed in the notice of the 28th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the remote e-voting process and voting at the AGM is restricted to make a scrutinizer's report of the vote cast "in favour" or "against" the resolutions proposed in the notice of the 28th Annual General Meeting of the Company, based on the reports generated from the e-voting system provided by NSDL, the authorized agency to provide e-voting facilities, engaged by the Company and of the voting through ballots received at the AGM

2. The Notice dated 27th April 2017, as per section 101 of the Companies Act, along with statement setting out material facts under section 102 of the said Act were sent to the



shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the company.

3. The Company had availed the e-voting facility offered by the National Securities Depository limited (NSDL) for conducting remote e-voting by the shareholders of the Company.
4. The Company also provided Voting facility through ballot to the shareholder present at the Annual General Meeting for those members who had not cast their vote earlier through remote e voting facility
5. The Shareholders holding shares on the "cut off" date, i.e. 20th July 2017, were entitled to vote on the resolutions as contained in the Notice of the 28th AGM of the Company.
6. The Voting period for remote e- voting was opened from 24st day of July 2017 (9:00 a.m.) to 26rd day of July 2017 (5:00 p.m.) The NSDL e-voting process was blocked thereafter.
7. After transacting the business at the Meeting, the Chairman ordered for the poll by ballots for the members present at the venue of the AGM who have not exercise their e voting.
8. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked and sealed in my presence with due identification marks placed by me.
9. The sealed ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
10. The Poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
11. The Vote cast under remote e-voting facility was thereafter unblocked in the presence of two witnesses, Ms. Bhagyalakshmi and Mr. Jayamohan who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
12. I have scrutinized and reviewed the remote e-voting and votes tendered there-in based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting System and voting by ballot voting system at the AGM.
13. Result of voting by the Members at remote e-voting and voting by ballots at the Annual General Meeting in respect of the below mentioned resolutions may accordingly declared by the







Company Secretary of the Company (who has been so authorized by the chairman in writing) and who has also countersigned this report.

14. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e voting and the voting conducted through ballot voting at the venue of the meeting on the resolutions contained in the notice of the AGM.
15. My responsibility as scrutinizer for the remote e voting and the voting conducted through ballot voting system at the venue of the meeting is restricted to making a scrutinizer's Report of the votes cast in favor or against the resolutions.
16. I, submit my consolidated report as under on the result of the remote e-voting and through ballot at the Annual General meeting in respect of the said Resolutions.

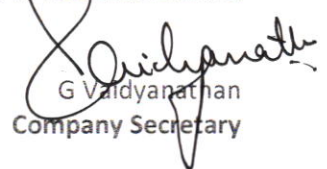
Thanking You,
Yours Faithfully



Jayashree Parthasarathy,
Company Secretary
Membership No:
FCS 4610 CP 1988



Counter Signed by
For Tata Elxsi Limited



G Vaidyanathan
Company Secretary

Annexure:

Item No.1 – Ordinary Business

Ordinary Resolution-To consider and adopt the Audited Financial Statement of Profit and Loss for the year ended 31st March 2017 and the audited Balance sheet as at that date together with the Cash flow Statement and the reports of the Directors and Auditors thereon.

Voted in favor of the Resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	315	17008440	100
Ballot	35	6623	100
Total	350	17015063	100

Voted against the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	1	2	.00
Ballot	0	0	0
Total	1	2	.00

Invalid votes

	Number of members whose votes were declared invalid	Number of votes cast by them
e-voting	0	0
Ballot	0	0
Total	0	0

Item No. 2 – Ordinary Business

Ordinary Resolution- To declare Dividend on equity shares for the financial year 2016-17.

Voted in favor of the Resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	313	17008410	100
Ballot	34	5821	100
Total	347	17014231	100

Voted against the resolution



	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	1	5	.00
Ballot	0	0	0
Total	1	5	.00

Invalid votes

	Number of members whose votes were declared invalid	Number of votes cast by them
e-voting	0	0
Ballot	1	802
Total	1	802

Item No. 3 – Ordinary Business

Ordinary Resolution- To appoint a Director in place of Dr. Gopichand Katragadda who retires by rotation and is eligible for re-appointment.

Voted in favor of the Resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	303	17008233	100
Ballot	31	3441	96.09
Total	334	17011674	100

Voted against the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	9	119	.00
Ballot	2	140	3.91
Total	11	259	.000

Invalid votes

	Number of members whose votes were declared invalid	Number of votes cast by them
e-voting	0	0
Ballot	2	3042



Total	2	3042
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Item No. 4-Ordinary Business

Ordinary Resolution- To appoint M/s. BSR & Co. LLP, Chartered Accountants (Regn No. 101248W/W-100022) as Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting up to the conclusion of 33rd Annual General Meeting to be held in the year 2022.

Voted in favor of the Resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	299	17007969	100
Ballot	34	5821	100
Total	333	17013790	100

Voted against the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	12	336	.00
Ballot	0	0	.000
Total	12	336	.00

Invalid votes

	Number of members whose votes were declared invalid	Number of votes cast by them
e-voting	0	0
Ballot	1	802
Total	1	802

Item No. 5-Special Business

Ordinary Resolution- To appoint Mr. Sudhakar Rao (DIN: 00267211) as a Director of the Company with effect from 1st August 2016, who holds office up to this Annual General Meeting pursuant to the provisions of section 161 of the Companies Act, 2013 ("the Act") and is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member U/S 160 of the Act, and is hereby appointed as an Independent Director of the Company, to hold office from 1st August, 2016 upto 31st July, 2021.



Voted in favor of the Resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	297	17007900	100
Ballot	33	5756	98.88
Total	330	17013656	100

Voted against the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	14	215	.00
Ballot	1	65	1.12
Total	15	280	00

Invalid votes

	Number of members whose votes were declared invalid	Number of votes cast by them
e-voting	0	0
Ballot	1	802
Total	1	802

Item No.6- Special Business

Ordinary Resolution-To re-appoint Mr. Madhukar Dev (DIN:00082103) as Managing Director & CEO of the Company for a period of 2 years, 8 months and 16 days commencing from January 16, 2017 up to October 01, 2019 pursuant to the provisions of Section 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

Voted in favor of the Resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	299	17008137	100
Ballot	33	5746	98.71
Total	332	17013883	100

Voted against the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	13	198	0
Ballot	1	75	1.29
Total	14	273	.00

Invalid votes

	Number of members whose votes were declared invalid	Number of votes cast by them
e-voting	0	0
Ballot	1	802
Total	1	802

Shareholders who have split their votes into 'Assent' as well as 'Dissent' while their votes are taken as cast they have been counted only once for the purpose of their presence, which has been mentioned under the head 'Assent'.

A list of equity shareholders who voted "FOR" and/ or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking You,
Yours Faithfully

Jayashree Parthasarathy,
Company Secretary
Membership No: FCS 4610 CP 1988



Place: Bengaluru
Date: 27/07/2017