

JAYASHREE PARTHASARATHY M. Com, LLB, FCS

Company Secretary #217, 6th Cross, S.B.M. Colony, Bangalore 560 050
Phone 26798429; 99866 49498 Email: parthajaya@gmail.com

To,

Mr. N.G. Subramaniam,

The Chairman of 29th (twenty ninth) Annual General Meeting of the equity share holders of Tata Elxsi Limited held on Wednesday, 25th day of July 2018, 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:

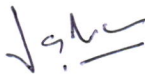
- i) Scrutinizing the remote e-voting process, under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015
- ii) Voting through ballot at the 29th Annual General Meeting (AGM) of the members of the Company, held on 25th day of July 2018, 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 29th 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 29th Annual General Meeting of the Company, based on the reports generated from the e-voting system provide by the 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 26th April 2018, 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 postal ballot to the shareholders 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. 18th July 2018, were entitled to vote on the Resolutions as contained in the Notice of the 29th AGM of the Company.
6. The voting period for remote e-voting was opened from 22nd day of July 2018 (9:00 a.m.) to 24th 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 period for closing of the poll by the Chairman, ballot exists 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, 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 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 favour 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.

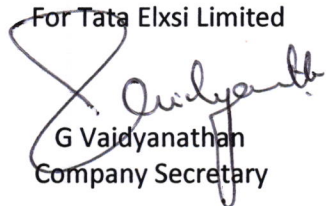
Thanking You,
Yours Faithfully



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 Account for the year ended March 31, 2018 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	352	33903926	99.99
Ballot	5	4650	0.01
Total	357	33908576	100

Voted against the Resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	3	160	0.00
Ballot	0	0	0.00
Total	3	160	0.00

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

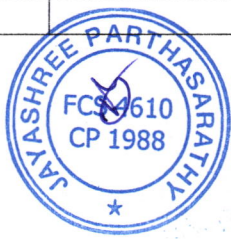
Ordinary Resolution- To declare dividend on equity shares for the financial year 2017-18.

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	351	34095581	99.99
Ballot	5	4650	0.01
Total	356	34100231	100

Voted against the Resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	5	421	0.00
Ballot	0	0	0.00
Total	5	421	0.00



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. 3- Ordinary Business

Ordinary Resolution- To appoint a Director in place of Mr. N. Ganapathy Subramaniam who retires by rotation and being eligible, offers himself 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	328	33649735	98.69
Ballot	5	4650	0.00
Total	333	33654385	98.69

Voted against the Resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	24	445843	1.31
Ballot	0	0	0.00
Total	24	445843	1.31

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. 4- Ordinary Business

Ordinary Resolution- To ratify the re-appointment of M/s. BSR & Co. LLP, Chartered Accountants (Regn No. 101248W/W-100022) as Statutory Auditors of the Company, who have been appointed at the 28th Annual General Meeting held on July 27, 2017 for a period of five years 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	341	34093810	100
Ballot	5	4650	0.00
Total	346	34098460	100

Voted against the Resolution

	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
e-voting	8	1156	0.00
Ballot	0	0	0.00
Total	8	1156	0.00

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

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'.

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: 25/07/2018