July 26, 2012

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

The Executive Director
Delhi Stock Exchange Association Ltd.
DSE House
3/1, Asaf Ali Road
New Delhi – 110 002

Dear Sir,

Sub: Disclosure pertaining to 23rd Annual General Meeting of the Company
Ref: Clause 35A of the Listing Agreement

We are attaching herewith the compliance under Clause 35A of the Listing Agreement in the prescribed format pertaining to the proceedings of the Company's 23rd Annual General Meeting held on Tuesday, 24th July 2012 at 12:30 pm at Bangalore.

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

Yours faithfully
For Tata Elxsi Limited

G. Vaidyanathan
Company Secretary

engineering creativity

TATA ELXSI
Tata Elxsi Limited
Registered Office ITPB Road Whitefield Bangalore 560 048 India
Tel +91 80 2297 9123 Fax +91 80 2841 1474
www.tataelxsi.com

Date of AGM : **Tuesday, 24th July 2012**

Total number of shareholders on record date : 56144

No. of shareholders present in the meeting
Either in person or through proxy
Promoterrs & Promoter Group : 1 (Proxy)
Public : 83 (in person- 80 + proxies – 3)

No. of shareholders attended the meeting
Through Video Conferencing
Promoterrs & Promoter Group : Nil
Public : Nil
(Note: No video conferencing was established for AGM)

Details of Agenda:

Item No.	**Type of Resolution**	**Resolution passed**	**Mode of voting (show of hands/Poll/Postal Ballot/E-voting)**
1	Ordinary	Adopting of Audited Statement of Profit and Loss for the year ended 31st March, 2012 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors' Report thereon	The resolution was passed unanimously by show of hands
2	Ordinary	Declaration of dividend of Rs.7/- (i.e., 70%) per equity share on 3,11,38,220 fully paid equity shares of Rs.10 each in respect of the year ended 31st March, 2012.	The resolution was passed unanimously by show of hands.
3	Ordinary	Re-appointment of Mr. S. Ramadorai as a Director of the company who is liable to retire by rotation and being eligible, had offered himself for re-appointment.	The resolution was passed unanimously by show of hands.
4	Ordinary	Re-appointment of Dr. R. Natarajan as a Director of the company who is liable to retire by rotation and being eligible, had offered himself for re-appointment.	The resolution was passed unanimously by show of hands.



Item No.	Type of Resolution	Resolution passed	Mode of voting (show of hands/Poll/Postal Ballot/E-voting)
5.	Ordinary	Re-appointment of retiring Auditors, M/s. Deloitte Haskins & Sells, Chartered Accountants, as Auditors of the company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration.	The resolution was passed unanimously by show of hands.
6.	Ordinary	Appointment of Mrs. S. Gopinath who has been appointed as a Director of the Company.	The resolution was passed unanimously by show of hands.
7.	Special	Authorisation for payment of Commission to Directors other than the Managing & Whole-time Directors, pursuant to the provisions of Section 309 and other application provisions, if any, of the Companies Act, 1956, a sum not exceeding one percent of the net profits of the company in each year for a period of five years commencing from 1st April, 2011, calculated in accordance with the provisions of Sections 198, 349 and 350 of the Act.	The resolution was passed unanimously by show of hands.

In case of Poll/Postal Ballet/E-voting : **Not Applicable**

