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

SCRUTINIZER'S REPORT

[Pursuant to rule section 108, of Companies Act, 2013 and rule 20 (3)(xi) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman, of 25th Annual General Meeting of the Members of Tata Elxsi Limited (The Company) to be held on Friday the 18th July, 2014 at 12.30 p.m. at Devraj Urs Bhavan (behind Dr. Ambedkar Bhavan) 16D, MillersTank Bed Area, Vasanthanagar, Bangalore 560052

Dear Sir,

1. I, Jayashree Parthasarathy, a 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 e- voting process in a fair and transparent manner and ascertain the requisite majority on e- voting carried out as per the Provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules), 2014 on the resolution(s), contained in the notice to the 25th Annual General Meeting (AGM) of the members of the Company , to be held on 18th day of July 2014, at 12:30 p.m. at Devraj Urs Bhavan (behind Dr. Ambedkar Bhavan) 16D, MillersTank Bed Area, Vasanthanagar, Bangalore 560052

2. 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 electronic means on the resolution contained in the notice to the 25th Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the vote cast "in favour" or "against" the resolution stated above, 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.

3. Further to the above I submit my report as under:

1) The e- voting period remained open from 10th day of July 2014 (9:00 a.m.) to 12th day of July 2014 (6:00 p.m.).

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2) The Shareholders holding shares on the "cut off" date, i.e. 13th June 2014, were entitled to vote on the proposed resolutions (item no: 1 to 8 as set out in the Notice of the 25th AGM of the Company.
3) The votes cast were unblocked on 14th July 2014, around 10.00a.m. in the presence of two witnesses, Ms. Ramapriya Muthuswamy and Mr. Praveen Katti who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Ramapriya Muthuswamy

Name: Praveen Katti

4) Thereafter the details containing, inter alia, list of equity shareholders, who voted "FOR" and "AGAINST", in respect of each of the resolutions that were put to vote, were downloaded from e voting website of National Securities Depositories Limited (https://www.evoting.nsdl.com/) – and based on such report generated, the result of the e-voting is as under.

Item No.1 – Ordinary resolution- To receive and adopt the Audited Statement of proft and loss for the year ended 31st March 2014 and the Balance sheet as at that date together with the Cash flow statement and the reports of the Directors and Auditors thereon

(i) Voted in favor of resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast(for and against)
58	15982477	99.92

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of votes valid cast (for and against)
1	14037	0.08%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

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Item No. 2 – Ordinary Resolution- To declare Dividend for the year ended 2014

(i) Voted in favor of the Resolution

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes (for and against)
60	15996518	100

(ii) Voted against the Resolution

Number of members voted through electronic voting system	Number of cast by them	% of total number of valid votes (for and against)
-	-	-

(iii) Invalid votes

Total number of members whose vote were declared invalid	Total number of votes cast by them
-	-

Item No. 3 Ordinary Resolution: - To appoint Auditors to hold office for a period of 3 years from the conclusion of this Annual general meeting upto the conclusion of 28th Annual general meeting to be held in the year 2017, (subject to ratification of their appointment at every AGM) and fix their remuneration,

(i) Voted in favor of the Resolution

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes (for and against)
58	15995414	100

(ii) Voted against the Resolution

Number of members voted through electronic voting system	Number of cast by them	% of total number of valid votes (for and against)
-	-	-

(iii) Invalid votes

Total number of members whose vote were declared invalid	Total number of votes cast by them
-	-

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Item No. 4 Ordinary Resolution To appoint Shymala Gopinath DIN 02362921 as Independent Director of the company

(i) Voted in favor of the Resolution

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes (for and against)
57	15996264	99.9985

(ii) Voted against the Resolution

Number of members voted through electronic voting system	Number of cast by them	% of total number of valid votes (for and against)
2	250	0.0015

(iii) Invalid votes

Total number of members whose vote were declared invalid	Total number of votes cast by them
-	-

Item No. 5 Ordinary Resolution To appoint Dr. R.Natarajan DIN 00001638 as Independent Director of the company

(i) Voted in favor of the Resolution

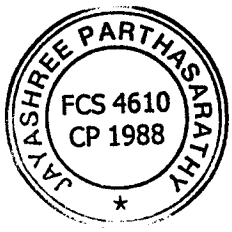
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes (for and against)
55	15928322	99.58

(ii) Voted against the Resolution

Number of members voted through electronic voting system	Number of cast by them	% of total number of valid votes (for and against)
4	68192	0.42

(iii) Invalid votes

Total number of members whose vote were declared invalid	Total number of votes cast by them
-	-



Item No. 6 Ordinary Resolution To appoint Mr. Piyush G Mankad DIN 00005001 as Independent Director of the company

(i) Voted in favor of the Resolution

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes (for and against)
54	15907096	99.45

(ii) Voted against the Resolution

Number of members voted through electronic voting system	Number of cast by them	% of total number of valid votes (for and against)
4	89413	0.55

(iii) Invalid votes

Total number of members whose vote were declared invalid	Total number of votes cast by them
-	-

Item No. 7 Ordinary Resolution To appoint Mr. Patrick McGoldrick DIN 00407203 as Independent Director of the company

(i) Voted in favor of the Resolution

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes (for and against)
57	15996264	99.9985

(ii) Voted against the Resolution

Number of members voted through electronic voting system	Number of cast by them	% of total number of valid votes (for and against)
2	250	0.0015

(iii) Invalid votes

Total number of members whose vote were declared invalid	Total number of votes cast by them
-	-

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Item No. 8 Ordinary Resolution To re-appoint Mr. Madhukar Dev DIN 00082103 as Managingt Director and CEO of the company and approve his remuneration

(i) Voted in favor of the Resolution

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes (for and against)
55	15996237	99.9985

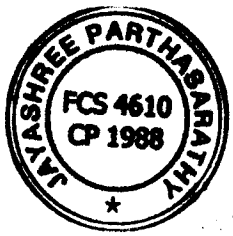
(ii) Voted against the Resolution

Number of members voted through electronic voting system	Number of cast by them	% of total number of valid votes (for and against)
3	227	0.0015

(iii) Invalid votes

Total number of members whose vote were declared invalid	Total number of votes cast by them
-	-

Thanking you
Yours faithfully



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

Place: Bangalore
Dated: 14/07/2014