JAYASHREE PARTHASARATHY M.Com, LLB,FCS
Company Secretary
#217, 6th Cross, S.B.M. Colony,
Bangalore 560 050
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SCRUTINIZER'S REPORT ON POLL AT THE AGM

[Pursuant to Listing agreement read with section 109, of Companies Act, 2013 and rule 21 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) held on Friday the 18th July 2014 at 12.30 p.m. at Devraj Urs Bhavan (behind Dr. Ambedkar Bhavan) 16D, Millers Tank Bed Area, Vasanthanagar, Bangalore 560052

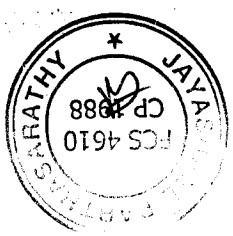
Dear Sir,

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 voting process and ascertain the result on voting carried out as per the terms of the listing agreement and Provisions of section 109 of the Companies Act, 2013 read with Rule 21 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 , 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 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 voting process. .

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

1) I have issued separate scrutinizer report dated 14th July on the e- voting on the resolutions contained in the notice to the 25th AGM
2) At the 25th Annual General Meeting held on 18th July 2014 two ballot boxes were kept and the same were locked in front of me.



3) The Chairman announced that the members can make use of the poll sheet and drop the same in any of the Ballot boxes and after the completion of the poll, The boxes were sealed and handed to me for further process
4) The locked Ballot boxes were subsequently opened and all the poll papers were scrutinized, the poll papers were reconciled with the records maintained by R&T Agents M/s TSR Darashaw Limited
5) The ballot signatures were validated by the R&T Agents M/s TSR Darashaw Limited.
6) All valid poll papers were verified with the signatures of the members or proxies and the result of the poll taken at the AGM venue is attached as Annexure A hereto.
7) A list of equity share holders who voted for and who voted against the resolutions placed for consideration at the meeting is attached as annexure B hereto.

Thanking you
Yours faithfully

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

Place: Bangalore
Dated: 18/07/2014

Annexure : A

SUMMARY OF EVOTING / BALLOT

TATA ELXSI LIMITED

Statement of Ballots received in respect of the resolutions

Resolution No	Resolution	Assent	%	Dissent	%	Total	%	Invalid	Total Votes Cast
1	Adoption of financial statements for the year ended 31st March, 2014 together with Directors' Report and Auditors' Report.								
	No. of Securities	**463428**	**100.00**	**0**	**0.00**	**463428**	**100.00**	**1673**	**465101**
	No. of Ballots	**33**	**100.00**	**0**	**0.00**	**33**	**100.00**	**7**	**40**
2	Declaration of dividend for the financial year 2013 -14								
	No. of Securities	**463403**	**99.99**	**25**	**0.01**	**463428**	**100.00**	**1673**	**465101**
	No. of Ballots	**32**	**96.97**	**1**	**3.03**	**33**	**100.00**	**7**	**40**
3	Appointment of Auditors and fixing their remuneration.								
	No. of Securities	**463428**	**100.00**	**0**	**0.00**	**463428**	**100.00**	**1673**	**465101**
	No. of Ballots	**33**	**100.00**	**0**	**0.00**	**33**	**100.00**	**7**	**40**
4	Appointment of Mrs. Shyamala Gopinath as an Independent Director of the Company.								
	No. of Securities	**463428**	**100.00**	**0**	**0.00**	**463428**	**100.00**	**1673**	**465101**
	No. of Ballots	**33**	**100.00**	**0**	**0.00**	**33**	**100.00**	**7**	**40**
5	Appointment of Dr. R. Natarajan as an Independent Director of the Company.								
	No. of Securities	**463428**	**100.00**	**0**	**0.00**	**463428**	**100.00**	**1673**	**465101**
	No. of Ballots	**33**	**100.00**	**0**	**0.00**	**33**	**100.00**	**7**	**40**
6	Appointment of Mr. P.G. Mankad as an Independent Director of the Company.								
	No. of Securities	**463428**	**100.00**	**0**	**0.00**	**463428**	**100.00**	**1673**	**465101**
	No. of Ballots	**33**	**100.00**	**0**	**0.00**	**33**	**100.00**	**7**	**40**
7	Appointment of Mr. P. McGoldrick as an Independent Director of the Company.								
	No. of Securities	**463428**	**100.00**	**0**	**0.00**	**463428**	**100.00**	**1673**	**465101**
	No. of Ballots	**33**	**100.00**	**0**	**0.00**	**33**	**100.00**	**7**	**40**
8	Re-appointment of Mr. Madhukar Dev as Managing Director and CEO of the Company.								
	No. of Securities	**463428**	**100.00**	**0**	**0.00**	**463428**	**100.00**	**1673**	**465101**
	No. of Ballots	**33**	**100.00**	**0**	**0.00**	**33**	**100.00**	**7**	**40**



Ballot.No Range = 1 to 40