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 COMBINED REPORT

[Pursuant section 108, of Companies Act, 2013 and rules 20, 21 of the Companies (Management and Administration) Rules, 2014) and read with Listing agreement

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, MillersTank Bed Area, Vasanthanagar, Bangalore 560052

Dear Sir,

1. I, Jayashree Parthasarathy, a Company Secretary in Practice, have been appointed by:

a. The Board of Directors of Tata Elxsi Limited (The Company) for the purpose of scrutinizing the 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 (Rules) and

b. The Chairman of the Annual General Meeting (AGM) on the poll under the Provisions of section 109 of the 2013 Act read with Rule 21 of Company (Management and Administration) Rules 2014, Rules on the resolutions contained in the notice of 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 e- voting and poll on the resolution contained in the notice to the 25th Annual General Meeting (AGM) of the members of the company.

3. 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

JAYASHREE PARTHASARATHY FCS 1610 CP 1988

NSDL , the authorized agency to provide e-voting facilities, engaged by the Company

My further responsibility as a scrutinizer for the polling process at the AGM is restricted to make a scrutinizer's report of the vote cast "in favour" or "against" the resolution stated above, based on the records maintained by M/s TSR Darashaw Limited the R and T agents of the Company, the authorized agency to provide the details of the members and their holdings as per the register of members of the company as maintained by them.

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

a. I have issued separate scrutinizer report dated 14th July on the e- voting l on the resolutions contained in the notice to the AGM
b. I have further issued separate scrutinizer's report dated July 18th 2014 on the poll conducted at the AGM venue on the resolution contained in the notice to the AGM.
c. As requested by the management submit herewith my combined report on the results of e voting together with the poll as Annexure A:

Thanking you
Yours faithfully

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

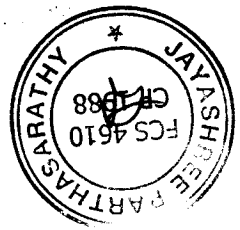
JAYASHREE PARTHASARATHY
FCS 4610
CP 1988

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** | **16445905** | **99.91** | **14037** | **0.09** | **16459942** | **100.00** | **1673** | **16461615** |
| | **No. of Ballots** | **91** | **98.91** | **1** | **1.09** | **92** | **100.00** | **7** | **99** |
| 2 | Declaration of dividend for the financial year 2013 -14 | | | | | | | | |
| | **No. of Securities** | **16459921** | **100.00** | **25** | **0.00** | **16459946** | **100.00** | **1673** | **16461619** |
| | **No. of Ballots** | **92** | **98.92** | **1** | **1.08** | **93** | **100.00** | **7** | **100** |
| 3 | Appointment of Auditors and fixing their remuneration. | | | | | | | | |
| | **No. of Securities** | **16458842** | **100.00** | **0** | **0.00** | **16458842** | **100.00** | **1673** | **16460515** |
| | **No. of Ballots** | **91** | **100.00** | **0** | **0.00** | **91** | **100.00** | **7** | **98** |
| 4 | Appointment of Mrs. Shyamala Gopinath as an Independent Director of the Company. | | | | | | | | |
| | **No. of Securities** | **16459692** | **100.00** | **250** | **0.00** | **16459942** | **100.00** | **1673** | **16461615** |
| | **No. of Ballots** | **90** | **97.83** | **2** | **2.17** | **92** | **100.00** | **7** | **99** |
| 5 | Appointment of Dr. R. Natarajan as an Independent Director of the Company. | | | | | | | | |
| | **No. of Securities** | **16391750** | **99.59** | **68192** | **0.41** | **16459942** | **100.00** | **1673** | **16461615** |
| | **No. of Ballots** | **88** | **95.65** | **4** | **4.35** | **92** | **100.00** | **7** | **99** |
| 6 | Appointment of Mr. P.G. Mankad as an Independent Director of the Company. | | | | | | | | |
| | **No. of Securities** | **16370524** | **99.46** | **89413** | **0.54** | **16459937** | **100.00** | **1673** | **16461610** |
| | **No. of Ballots** | **87** | **95.60** | **4** | **4.40** | **91** | **100.00** | **7** | **98** |
| 7 | Appointment of Mr. P. McGoldrick as an Independent Director of the Company. | | | | | | | | |
| | **No. of Securities** | **16459692** | **100.00** | **250** | **0.00** | **16459942** | **100.00** | **1673** | **16461615** |
| | **No. of Ballots** | **90** | **97.83** | **2** | **2.17** | **92** | **100.00** | **7** | **99** |
| 8 | Re-appointment of Mr. Madhukar Dev as Managing Director and CEO of the Company. | | | | | | | | |
| | **No. of Securities** | **16459665** | **100.00** | **227** | **0.00** | **16459892** | **100.00** | **1673** | **16461565** |
| | **No. of Ballots** | **88** | **96.70** | **3** | **3.30** | **91** | **100.00** | **7** | **98** |




**All Ballot Results (Ballot No Wise)**