July 24, 2015

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

Dear Sir,

Sub: Disclosure pertaining to 26th 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 26th Annual General Meeting held on Friday 24th July, 2015 at 12:30 pm at Bangalore.

The scrutinizers report of e-voting and poll along with Consolidated Report is also attached.

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

Yours faithfully,
For Tata Elxsi Limited

G. Vaidyanathan
Company Secretary

Cc: NSDL
CDSL

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Name of the Company : **Tata Elxsi Limited**

Date of AGM : **Friday 24th July, 2015**

Total number of shareholders on record date : 59,400

No. of shareholders present in the meeting
Either in person or through proxy
Promoters & Promoter Group : 0
Public : 81 (79 in Person + 02 Proxy)

No. of shareholders attended the meeting through video conferencing
Promoters & Promoter Group : Nil
Public : Nil

(Note: No video conferencing was established for AGM)

Details of Agenda:

Item No.	Type of Resolution	Resolutions passed	Mode of Voting (Poll/Postal Ballot/E-voting)
1	Ordinary	To consider and adopt the Consolidated and Standalone Audited Financial Statements of Profit and Loss and Balance sheet and Cash Flow Statement And reports of the Directors and Auditors for the year ended March 31, 2015. **(Passed with Requisite Majority)**	e-voting, Ballot by post and Poll at AGM
2	Ordinary	To Declare Dividend on equity shares for the year ended 2015. (110% i.e. Rs.11/- per share) **(Passed Unanimously)**	e-voting, Ballot by post and Poll at AGM
3	Ordinary	To ratify the re-appointment of Statutory Auditors to hold office from the Conclusion of this AGM till the 28th AGM to be held in 2017. **(Passed Requisite Majority)**	e-voting, Ballot by post and Poll at AGM
4	Ordinary	To appoint Mr. N.G. Subramaniam as a Director. **(Passed with Requisite Majority)**	e-voting, Ballot by post and Poll at AGM
5	Ordinary	To appoint Dr. G. Katragadda as a Director. **(Passed with Requisite Majority)**	e-voting, Ballot by post and Poll at AGM

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TATA ELXSI LIMITED

To consider and adopt the Standalone and Consolidated Audited Financial Statement of Profit and Loss for the year ended 31st March, 2015 and the Audited Balance Sheet as at that date together with the Cash Flow Statement and the reports of the Directors and Auditors thereon

Details for reporting as per Clause 35A of listing agreement based on result of E Voting & Poll								
Resolution No 1								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	13997288	13997288	100.00	13997288	0	100.00	0.00
2	Public - Institutional holders	3843955	2380430	61.93	2366393	14037	99.41	0.59
3	Public-Others	13296977	22758	0.17	22758	0	100.00	0.00
	Grand Totals	31138220	16400476	52.67	16386439	14037	99.91	0.09



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To declare dividend on equity shares for the financial year 2014-15.

Details for reporting as per Clause 35A of listing agreement based on result of E Voting & Poll								
Resolution No 2								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	13997288	13997288	100.00	13997288	0	100.00	0.00
2	Public - Institutional holders	3843955	2380430	61.93	2380430	0	100.00	0.00
3	Public-Others	13296977	23066	0.17	23066	0	100.00	0.00
	Grand Totals	31138220	16400784	52.67	16400784	0	100.00	0.00



TATA ELXSI LIMITED

To ratify the reappointment of Deloitte Haskins & Sells, Statutory Auditors, who have been appointed at the AGM held on 18th July, 2014 for a period of three years upto the conclusion of 28th AGM to be held in the year 2017.

Details for reporting as per Clause 35A of listing agreement based on result of E Voting & Poll								
Resolution No 3								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	13997288	13997288	100.00	13997288	0	100.00	0.00
2	Public - Institutional holders	3843955	2380430	61.93	2380430	0	100.00	0.00
3	Public-Others	13296977	22617	0.17	22292	325	98.56	1.44
	Grand Totals	31138220	16400335	52.67	16400010	325	100.00	0.00



TATA ELXSI LIMITED

RESOLVED THAT Mr. N.G. Subramaniam (DIN: 07006215), who was appointed as an Additional Director of the Company with effect from November 1, 2014, who holds office up to this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 (The Act and is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member u/s 160 of the Act, proposing his candidature to the office of Directorship of the Company, be and is hereby appointed as a Director of the Company whose office will be determined by retirement by rotation.

Details for reporting as per Clause 35A of listing agreement based on result of E Voting & Poll								
Resolution No 4								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	13997288	13997288	100.00	13997288	0	100	0
2	Public - Institutional holders	3843955	2380430	61.93	1782688	597742	74.89	25.11
3	Public-Others	13296977	18908	0.14	18804	104	99.45	0.55
	Grand Totals	31138220	16396626	52.66	15798780	597846	96.35	3.65



TATA ELXSI LIMITED

RESOLVED THAT Dr. G. Katragadda (DIN: 02475721), who was appointed as an Additional Director of the Company with effect from November 20, 2014, who holds office up to this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 (The Act and is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member u/s 160 of the Act, proposing his candidature to the office of Directorship of the Company, be and is hereby appointed as a Director of the Company whose office office will be determined by retirement by rotation.

Details for reporting as per Clause 35A of listing agreement based on result of E Voting & Poll								
Resolution No 5								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	13997288	13997288	100.00	13997288	0	100.00	0.00
2	Public - Institutional holders	3843955	2380430	61.93	1920611	459819	80.68	19.32
3	Public-Others	13296977	18908	0.14	18629	279	98.52	1.48
	Grand Totals	31138220	16396626	52.66	15936528	460098	97.19	2.81

