

NOTICE

Notice is hereby given that the TWENTY-SIXTH ANNUAL GENERAL MEETING of TATA ELXSI LIMITED will be held on Friday, 24th July, 2015 at 12:30 p.m., at Devraj Urs Bhavan (behind Dr. Ambedkar Bhavan) 16D, Millers Tank Bed Area, Vasanthanagar, Bengaluru 560 052 to transact the following business:

Ordinary Business

1. 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.
2. To declare dividend on equity shares for the financial year 2014-15.
3. To ratify the re-appointment 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.

Special Business

4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. N.G. Subramaniam (DIN: 07006215), who was appointed as an Additional Director of the Company with effect from 1st November, 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".
5. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Dr. G. Katragadda (DIN: 02475721), who was appointed as an Additional Director of the Company with effect from 20th November, 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".

Bengaluru, 28th April, 2015

By Order of the Board

Registered Office:

ITPB Road, Whitefield,
Bengaluru - 560 048.
CIN: L85110KA1989PLC009968

G Vaidyanathan
Company Secretary

NOTES:

- a) The relevant details of the persons seeking re-appointment/appointment as Director under Item No. 4 and 5 above, pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing proxy, in order to be effective, must be deposited at the Company's Registered Office duly completed and signed not less than FORTY-EIGHT hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
- c) Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at the Registered Office so as to reach at least 7 days before the date of the Meeting so that the required information can be made available at the Meeting.

- d) Members / Proxies attending the Meeting are requested to bring their copy of the Annual Report for reference at the Meeting as also the Attendance Slip duly filled in for attending the Meeting.
- e) Register of Members and Transfer Books of the Company will remain closed from 17th July, 2015 to 24th July, 2015 (both dates inclusive) for the purpose of determining the shareholders entitled to the payment of Dividend declared, if any, at the Annual General Meeting on 24th July, 2015 for the year ended 31st March, 2015.
- Dividend on shares, when declared, will be paid only to those members whose names are registered as such in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 16th July, 2015 and to the Beneficial Holders as per the Beneficiary List as on 16th July, 2015 provided by the NSDL and CDSL.
- f) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- g) Electronic copy of the Annual Report 2014-15 is being sent to all the members whose email-IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2014-15 are being sent in the permitted mode.
- h) Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report 2014-15 will also be available on the Company's website www.tataelxsi.com for their download. The physical copies of the aforesaid documents are also available in the Company's Registered Office in Bangalore for inspection during normal business hours on any working day. Members, who have registered their email-IDs for receiving all communication by electronic means, are also entitled to receive such communication in physical form, upon making a request for the same by post, free of cost. For any communication, the shareholders may also send requests to the Company's dedicated investor email-id: investors@tataelxsi.com.
- i) Voting through electronic means:
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 21st July, 2015 (9:00 am) and ends on 23rd July, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th July, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email-IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz.; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Tata Elxsi Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to telscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM or members, whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:
- (i) Initial password is provided as below at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number), USER ID; PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and email-id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 17th July, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th July, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or csg-unit@tsrdarashaw.com.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XIII. Mrs. Jayashree Parthasarathy, Practicing Company Secretary (Membership No. 4610) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.tataelxsi.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE and NSE.
- j) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
- k) Members holding shares in electronic form may please note that as per the regulations of National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these Depositories to the Company and the Company cannot entertain any request for deletion / change of bank details already printed on dividend warrants as per information received from the concerned Depositories. In this regard, Members should contact their Depository Participant (DP) and furnish particulars of any changes desired by them.
- l) Members who have not received their dividend paid by the Company in respect of earlier years, are requested to check with the Company's Registrars & Transfer Agents i.e. M/s. TSR Darashaw Limited, 6-10 Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011. Members are requested to note that in terms of Section 125 of the Companies Act, 2013 any dividend unpaid / unclaimed for a period of 7 years from the date these first became due for payment, is to be transferred to the Central Government to the credit of the Investor Education & Protection Fund. Thereafter, no claim shall be entertained by the company in respect of the dividend transferred to the Fund.

Members who have not yet encashed their dividends for the financial year ended 31st March, 2008 onwards are being individually intimated and are requested to make their claims to the Company's Registrars & Transfer Agents accordingly, without delay. It may be noted that the unclaimed dividend for the financial year ended 31st March, 2008 and 31st March, 2009 are due for transfer to the Investor Education & Protection Fund on 27th August, 2015 and 13th October, 2016 respectively. The details of unclaimed dividend for the financial years from 2007-08 to 2013-14 are uploaded in the Company's website at <http://www.tataelxsi.com/investors/unclaimed-divided-amount>.

Bengaluru, 28th April, 2015

By Order of the Board

Registered Office:
ITPB Road, Whitefield,
Bengaluru - 560 048.
CIN: L85110KA1989PLC009968

G Vaidyanathan
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') sets out all material facts relating to the business mentioned at Item Nos. 4 and 5 of the accompanying Notice:

Item No. 3 (Not Mandatory):

At the Annual General Meeting held on 18th July, 2014, M/s. Deloitte Haskins & Sells (Registration No. 008072S), Chartered Accountants, were appointed as the Statutory Auditors of the Company for a period of Three (3) years upto the conclusion of 28th AGM of the Company to be held in the year 2017.

In terms of the provisions of Section 139 (1) of the Act, the appointment of Statutory Auditors is subject to ratification by members at every AGM. M/s. Deloitte Haskins & Sells, Statutory Auditors have given the certificate indicating that they satisfy the criteria as required under Section 141 of the Act.

Accordingly, members approval are being sought for the ratification of the re-appointment of Deloitte Haskins & Sells, as the Statutory Auditors of the Company upto the conclusion of the next Annual general Meeting.

The Board commends the business at Item No. 3 for approval of the Members.

None of the Director or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the proposed business at Item No. 3 of the Notice.

Item No. 4:

The Board of Directors, on the recommendation of the Nomination and Remuneration committee, had appointed Mr. N.G. Subramaniam as an Additional Director of the Company with effect from November 1, 2014, pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 151 of the Articles of Association of the Company. Accordingly, in terms of the said Article and Section Mr. N.G. Subramaniam, holds office up to the date of this Annual General Meeting and being eligible, is proposed to be appointed at this Annual General Meeting as a Director liable to retire by rotation.

Mr. Subramaniam, aged 55 years, M.Sc in Mathematics, is the Executive Vice President at Tata Consultancy Services Limited and Head of TCS Financial Solutions (TCS FS), a strategic business unit of Tata Consultancy Services Limited. He has been part of TCS and the Indian IT Industry for the past 30 years and has had opportunities to perform a variety of roles in delivering solutions to customers globally, especially in the Banking and Financial Services sector.

In his current role, he is responsible for steering the non-linear growth strategies and Products/Platform businesses of TCS globally. As Head of TCS Financial Solutions, he is responsible for the Financial Products business of TCS globally. The Division has a suite of products under the TCS BaNCS brand, covering the Capital Markets, Banking and Insurance domain. As a professional interest, he actively participates in technology and business forums in Straight Through Processing, User Experience, Risk Management and Digitization of processes.

He has attended various Management Development programs, on Strategy, Marketing, Risk Management, Business Pre-engineering conducted by various institutions of international repute.

Your Board considers that in view of the experience and expertise possessed by Mr. N.G. Subramaniam, it would be in the interest of your Company to appoint Mr. N.G. Subramaniam as a Director of your Company.

Notice and deposit as required under Section 160 of the Companies Act, 2013 have been received from a member proposing the candidature of Mr. N.G. Subramaniam as a Director of your Company.

None of the Directors, Key Managerial Personnel and/or their relatives except Mr. N.G. Subramaniam and his relatives, is concerned or interested in Item No. 4 of the Notice.

Item No. 5:

The Board of Directors, on the recommendation of the Nomination and Remuneration committee, had appointed Mr. Dr. G. Katragadda as an Additional Director of the Company with effect from 20th November, 2014, pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 151 of the Articles of Association of the Company. Accordingly, in terms of the said Article and Section, Dr. G. Katragadda, holds office up to the date of this Annual General Meeting and being eligible, is proposed to be appointed at this Annual General Meeting as a Director liable to retire by rotation.

Dr. Katragadda, aged 46 years, holds MS and PhD degrees in Electrical Engineering from Iowa State University, Ames, Iowa. His graduate studies at Iowa State University were funded by grants from NASA and the Gas Research Institute. He was selected as a Fellow of the Institute of Engineering and Technology in 2014. He is also a certified Six Sigma Master Black Belt.

Dr. Katragadda joined Tata Sons as Group Chief Technology Officer from 3rd August, 2014, reporting to the Chairman, Mr. Cyrus P. Mistry. In this new role, Dr. Katragadda will be responsible for technology at the group level and share his expertise in managing R & D operations, leveraging cross-company synergies, creating technology strategies for white spaces, and acting as an evangelist for innovation across group companies.

Prior to joining Tata Sons, Dr. Katragadda has served as Managing Director of the GE India Technology Centre, leading GE's India technology team of over 5,000 engineers and scientists. In his 12 years with GE, based at the John F. Welch Technology Center in Bangalore, Dr. Katragadda built new technology teams, facilitated funding of cross-business innovation, championed the commissioning of new research labs, and helped create what is today GE's largest integrated multidisciplinary R & D centre.

Before joining GE, Dr. Katragadda worked with Karta Technologies, San Antonio, Texas, as Vice President – R & D. He also was an Adjunct Professor at the University of Texas and served on the Board of Directors of Texas Public Radio.

Dr. Katragadda has over 30 publications and 5 patents. He has authored a book on innovation, titled 'SMASH', published by Wiley. A champion of innovation across India, he serves as a member of various important forums, like the Government of Karnataka's Vision Group on Information Technology, and is an advisor to various industry bodies.

Dr. Katragadda had also served as the Chairman of the Board of Directors of GE-BEL, and is on the Industry Advisory Board of the King Abdullah University of Science and Technology.

An active volunteer in community programs, Dr. Katragadda has also founded an NGO, the India Literacy and Leadership Trust. Dr. Katragadda is also in the Board of Tata Communications Ltd.

Your Board considers that in view of the experience and expertise possessed by Dr. Katragadda, it would be in the interest of your Company to appoint Dr. Katragadda as a Director of your Company.

Notice and deposit as required under Section 160 of the Companies Act, 2013 have been received from a member proposing the candidature of Dr. Katragadda as a Director of your Company.

None of the Directors, Key Managerial Personnel, and/or their relatives except Dr. Katragadda and his relatives, is concerned or interested in Item No. 5 of the Notice.

Bengaluru, 28th April, 2015

By Order of the Board

Registered Office:

ITPB Road, Whitefield,
Bengaluru - 560 048.
CIN: L85110KA1989PLC009968

G Vaidyanathan
Company Secretary

ANNEXURE

Information pursuant to Clause 49 of the Listing Agreement regarding appointment of a new Director or reappointment of a Director.

Name of the Director	Mr. N.G. Subramaniam	Dr. G. Katragadda
Date of Birth	20th May, 1959	8th May, 1968
Date of appointment	1st November, 2014	20th November, 2014
Specialised Expertise	IT Industry and General Management	IT Industry and General Management
Qualifications	M.Sc in Mathematics	MS and PhD degrees in Electrical Engineering from Iowa State University, Ames, Iowa.
Directorships of other companies* as at 31st March, 2015	Nil	1. Tata Communications Limited, Director
Chairmanship/Membership of other Committees** as at 31st March, 2015	Nil	Nil
No. of shares held in the Company as on 31st March, 2015	Nil	Nil

* Excludes private/foreign companies.

** Only Audit and Stakeholders Relationship Committees are considered.