



July 18, 2014

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

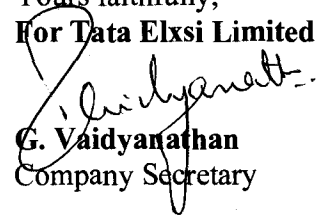
The Executive Director  
Delhi Stock Exchange Association Ltd.  
DSE House  
3/1, Asaf Ali Road  
New Delhi – 110 002

Dear Sir,

**Sub: Disclosure pertaining to 25<sup>th</sup> 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 25<sup>th</sup> Annual General Meeting held on Friday 18<sup>th</sup> July, 2014 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

**TATA ELXSI**

Tata Elxsi Limited

Registered Office ITPB Road Whitefield Bangalore 560 048 India

Tel +91 80 2297 9123 Fax +91 80 2841 1474 www.tataelxsi.com

(CIN-L85110KA1989PLC009968)

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

Date of AGM : **Friday 18<sup>th</sup> July, 2014**

Total number of shareholders on record date : **54100**

No. of shareholders present in the meeting  
Either in person or through proxy

Promoters & Promoter Group : 0

Public : 65 (59 in Person + 6 Proxy)

No. of shareholders attended the meeting  
through video conferencing

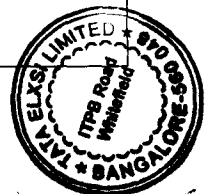
Promoters & Promoter Group : Nil

Public : Nil

(Note: No video conferencing was established for AGM)

Details of Agenda:

Item No.	Type of Resolution	Resolution passed	Mode of Voting (Show of hands/Poll/Postal Ballot E-voting)
1	Ordinary	To receive and adopt the Audited Statement of Profit and Loss and Balance sheet and Cash Flow Statement And reports of the Directors and Auditors for the year ended March 31, 2014. <b>( Passed with Requisite Majority)</b>	Poll & E voting
2	Ordinary	To Declare Dividend for the year ended 2014. <b>( Passed with Requisite Majority)</b>	Poll & E voting
3	Ordinary	To appoint Auditors to hold office from the Conclusion of this AGM till the 28th AGM to be held in 2017 & Fix Remuneration. <b>( Passed Unanimously)</b>	Poll & E voting
4	Ordinary	To appoint Mrs. Shyamala Gopinath as Independent Director. <b>( Passed with Requisite Majority)</b>	Poll & E voting
5	Ordinary	To appoint Dr. Natarajan as Independent Director. <b>( Passed with Requisite Majority)</b>	Poll & E voting
6	Ordinary	To appoint Mr. Piyush Mankad as Independent Director. <b>( Passed with Requisite Majority)</b>	Poll & E voting
7	Ordinary	To appoint Mr. Patrick McGoldrick as Independent Director. <b>( Passed with Requisite Majority)</b>	Poll & E voting
8	Ordinary	To re-appoint Mr. Madhukar Dev as the Managing Director & CEO & approve his remuneration. <b>( Passed with Requisite Majority)</b>	Poll & E voting



**TATA ELXSI LIMITED**

**Adoption of financial statements for the year ended 31st March, 2014 together with Directors' Report and Auditors' Report.**

<b>Details for reporting as per Clause 35A of listing agreement based on result of Poll</b>								
<b>Resolution No 1</b>								
	<b>Promoter/Public</b>	<b>No. of Shares Held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]=[(2)/(1)]*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]=[(4)/(2)]*100</b>	<b>[7]=[(5)/(2)]*100</b>
<b>1</b>	<b>Promoter and Promoter Group</b>	<b>14017288</b>	<b>14017288</b>	<b>100</b>	<b>14017288</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>2</b>	<b>Public - Institutional holders</b>	<b>2642192</b>	<b>2430624</b>	<b>91.99</b>	<b>2416587</b>	<b>14037</b>	<b>99.42</b>	<b>0.58</b>
<b>3</b>	<b>Public-Others</b>	<b>14478740</b>	<b>12030</b>	<b>0.08</b>	<b>12030</b>	<b>0</b>	<b>100</b>	<b>0</b>
	<b>Grand Totals</b>	<b>31138220</b>	<b>16459942</b>	<b>52.86</b>	<b>16445905</b>	<b>14037</b>	<b>99.91</b>	<b>0.09</b>



**TATA ELXSI LIMITED**  
**Declaration of dividend for the financial year 2013 -14**

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 2								
	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
		[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	14017288	14017288	100	14017288	0	100	0
2	Public - Institutional holders	2642192	2430624	91.99	2430624	0	100	0
3	Public-Others	14478740	12034	0.08	12009	25	99.79	0.21
	<b>Grand Totals</b>	<b>31138220</b>	<b>16459946</b>	<b>52.86</b>	<b>16459921</b>	<b>25</b>	<b>100</b>	<b>0</b>



**TATA ELXSI LIMITED**  
**Appointment of Auditors and fixing their remuneration.**

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 3								
	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[(4)/(2)]*100	% of Votes against on votes polled [7]=[(5)/(2)]*100
		[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	14017288	14017288	100	14017288	0	100	0
2	Public - Institutional holders	2642192	2430624	91.99	2430624	0	100	0
3	Public-Others	14478740	10930	0.08	10930	0	100	0
	<b>Grand Totals</b>	<b>31138220</b>	<b>16458842</b>	<b>52.86</b>	<b>16458842</b>	<b>0</b>	<b>100</b>	<b>0</b>



**TATA ELXSI LIMITED**  
**Appointment of Mrs. Shyamala Gopinath as an Independent Director of the Company.**

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 4								
	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
		[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	14017288	14017288	100	14017288	0	100	0
2	Public - Institutional holders	2642192	2430624	91.99	2430624	0	100	0
3	Public-Others	14478740	12030	0.08	11780	250	97.92	2.08
	<b>Grand Totals</b>	<b>31138220</b>	<b>16459942</b>	<b>52.86</b>	<b>16459692</b>	<b>250</b>	<b>100</b>	<b>0</b>



**TATA ELXSI LIMITED**  
**Appointment of Dr. R. Natarajan as an Independent Director of the Company.**

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 5								
	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
		[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	14017288	14017288	100	14017288	0	100	0
2	Public - Institutional holders	2642192	2430624	91.99	2362683	67941	97.2	2.8
3	Public-Others	14478740	12030	0.08	11779	251	97.91	2.09
	<b>Grand Totals</b>	<b>31138220</b>	<b>16459942</b>	<b>52.86</b>	<b>16391750</b>	<b>68192</b>	<b>99.59</b>	<b>0.41</b>



**TATA ELXSI LIMITED**  
**Appointment of Mr. P.G. Mankad as an Independent Director of the Company.**

Details for reporting as per Clause 35A of listing agreement based on result of Poll									
Resolution No 6									
	Promoter/Public	No of A/Cs	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[(4)/(2)]*100	% of Votes against on votes polled [7]=[(5)/(2)]*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	4	14017288	14017288	100	14017288	0	100	0
2	Public - Institutional holders	37	2642192	2430624	91.99	2341462	89162	96.33	3.67
3	Public-Others	57898	14478740	12025	0.08	11774	251	97.91	2.09
	<b>Grand Totals</b>	<b>57939</b>	<b>31138220</b>	<b>16459937</b>	<b>52.86</b>	<b>16370524</b>	<b>89413</b>	<b>99.46</b>	<b>0.54</b>





**TATA ELXSI LIMITED**

**Appointment of Mr. P. McGoldrick as an Independent Director of the Company.**

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 7								
	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
		[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	14017288	14017288	100	14017288	0	100	0
2	Public - Institutional holders	2642192	2430624	91.99	2430624	0	100	0
3	Public-Others	14478740	12030	0.08	11780	250	97.92	2.08
	<b>Grand Totals</b>	<b>31138220</b>	<b>16459942</b>	<b>52.86</b>	<b>16459692</b>	<b>250</b>	<b>100</b>	<b>0</b>



**TATA ELXSI LIMITED**  
**Re-appointment of Mr. Madhukar Dev as Managing Director and CEO of the Company.**

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 8								
	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
		[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	14017288	14017288	100	14017288	0	100	0
2	Public - Institutional holders	2642192	2430624	91.99	2430624	0	100	0
3	Public-Others	14478740	11980	0.08	11753	227	98.11	1.89
	<b>Grand Totals</b>	<b>31138220</b>	<b>16459892</b>	<b>52.86</b>	<b>16459665</b>	<b>227</b>	<b>100</b>	<b>0</b>

JAYASHREE PARTHASARATHY M.Com, LLB,FCS

**Company Secretary**

**#217, 6<sup>th</sup> Cross, S.B.M. Colony,**

**Bangalore 560 050**

**Phone 26798429; 99866 49498**

**Email: parthajaya@gmail.com**

### **SCRUTINIZER'S REPORT**

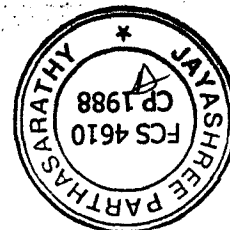
[Pursuant to rule section 108, of Companies Act, 2013 and rule 20 (3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,


The Chairman, of 25<sup>th</sup> Annual General Meeting of the Members of Tata Elxsi Limited (The Company) to be held on Friday the 18<sup>th</sup> 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 25<sup>th</sup> Annual General Meeting (AGM) of the members of the Company , to be held on 18<sup>th</sup> 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 25<sup>th</sup> 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 10<sup>th</sup> day of July 2014 (9:00 a.m.) to 12<sup>th</sup> day of July 2014 (6:00 p.m.).



- 2) The Shareholders holding shares on the “cut off” date, i.e. 13<sup>th</sup> June 2014, were entitled to vote on the proposed resolutions (item no: 1 to 8 as set out in the Notice of the 25<sup>th</sup> AGM of the Company.
- 3) The votes cast were unblocked on 14<sup>th</sup> 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 profit and loss for the year ended 31<sup>st</sup> 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 :

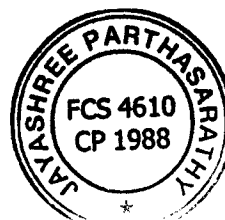
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast(for and against)
58	15982477	99.92

(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
-	-



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 28<sup>th</sup> 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

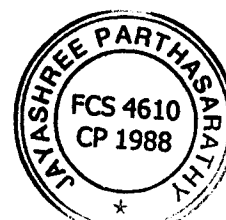
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes (for and against)
58	15995414	100

(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
-	-



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

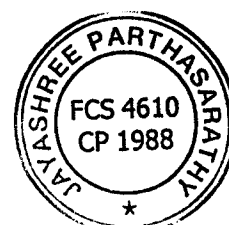
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes (for and against)
55	15928322	99.58

(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

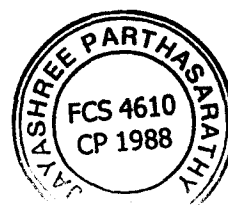
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes (for and against)
57	15996264	99.9985

(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
-	-



Item No. 8 Ordinary Resolution To re-appoint Mr. Madhukar Dev DIN 00082103 as Managing 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



JAYASHREE PARTHASARATHY M.Com, LLB,FCS

**Company Secretary**

**#217, 6<sup>th</sup> Cross, S.B.M. Colony,**

**Bangalore 560 050**

**Phone 26798429; 99866 49498**

**Email: parthajaya@gmail.com**

### **SCRUTINIZER'S REPORT ON POLL AT THE AGM**

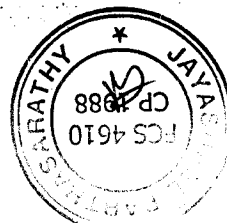
[Pursuant to Listing agreement read with section 109, of Companies Act, 2013 and rule 21 of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman, of 25<sup>th</sup> Annual General Meeting of the Members of Tata Elxsi Limited (The Company) held on Friday the 18<sup>th</sup> 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 25<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on 18<sup>th</sup> day of July 2014, at 12:30 p.m. at Devraj Urs Bhavan (behind Dr. Ambedkar Bhavan) 16D, Millers Tank 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 25<sup>th</sup> 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 14<sup>th</sup> July on the e- voting on the resolutions contained in the notice to the 25<sup>th</sup> AGM
  - 2) At the 25<sup>th</sup> Annual General Meeting held on 18<sup>th</sup> 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.

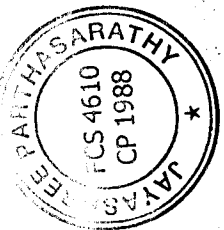


Place: Bangalore  
Dated: 18/07/2014

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	463428	100.00	0	0.00	463428	100.00	1673	465101
	No. of Securities	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

JAYASHREE PARTHASARATHY M.Com, LLB, FCS  
**Company Secretary**  
**#217, 6<sup>th</sup> 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 25<sup>th</sup> Annual General Meeting of the Members of Tata Elxsi Limited (The  
Company) held on Friday the 18<sup>th</sup> 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 25<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on 18<sup>th</sup> 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 25<sup>th</sup> 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



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

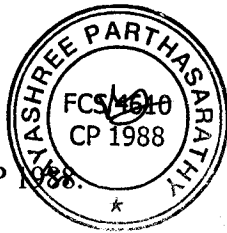
My further responsibility as a scrutinizer for the polling process at the AGM is restricted to make a scrutinizer's report of the vote cast "in favour" or "against" the resolution stated above, based on the records maintained by M/s TSR Darashaw Limited the R and T agents of the Company, the authorized 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 14<sup>th</sup> July on the e- voting 1 on the resolutions contained in the notice to the AGM
  - b. I have further issued separate scrutinizer's report dated July 18<sup>th</sup> 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.



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



All Ballot Results (Ballot No Wise)