



**Registered Office:** ITPB Road, Whitefield, Bangalore - 560 048.  
**Corporate Identification No.** L85110KA1989PLC009968  
**Website:** www.tataelxsi.com; **Email id:** investors@tataelxsi.com  
**Tel:** +91 80 22979123; **Fax:** +91 80 28411474

## POSTAL BALLOT NOTICE

### TO THE MEMBERS OF THE COMPANY

#### Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

NOTICE IS HEREBY GIVEN that the Resolutions as set out hereunder for increase in the Authorised Share Capital of the Company, consequential amendment to the Articles of Association of the Company and issue of Bonus Shares are proposed to be passed by means of Postal Ballot and Electronic Voting (e-voting). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolutions is annexed.

The Company has appointed Mr. P N Parikh (Membership No. F 327, or failing him Mr. Mitesh Dhabliwala, (Membership No. F 8331) of Parikh & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Notice and Form and return the Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer not later than close of working hours i.e 5.00 P.M., on Thursday, September 07, 2017. The Company is also providing e-voting facility for voting on the Resolutions. Shareholders desiring to opt for e-voting facility are requested to read the notes to the Postal Ballot Notice and instructions given thereunder for e-voting purpose.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Ballots (e-voting and Post) and the result of the voting by Ballot will be announced on or before September 10, 2017 through Notice Board of the Company at its Registered Office, intimated to the stock exchanges, hosted on the website of the Company and NSDL.

#### Special Business:

1. To consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION:-**

**RESOLVED THAT** pursuant to the provisions of Sections 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or re-enactment thereof), and Article 65 of the Articles of Association of the Company, the Authorised Share Capital of the Company be increased from ₹ 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 Equity Shares of ₹ 10/- each to ₹ 70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 Equity Share of ₹ 10/- each.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V and substitution thereof the following:

“V. The Authorized Shares Capital of the Company is ₹ 70,00,00,000/- (Rupees Seventy crores only) divided into 7,00,00,000 Equity Shares of ₹ 10/- (Rupees Ten only) each.”

2. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or re-enactment thereof), the Articles of Association of the Company be and is hereby amended by deletion of the existing Article 4 under the heading “**Authorised Capital**” and substitution thereof the following under the heading “**Authorised Capital**”:

“The Authorised Share Capital of Company is ₹ 70,00,00,000/- (Rupees Seventy Crores only) divided into 7,00,00,000 Equity Shares of ₹ 10/- (Rupees Ten only) each.”

3. To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** in accordance with the provisions of Section 63 of the Companies Act, 2013 and Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Article 120 of the Articles of Association of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding ₹ 31,13,82,200/- (Rupees Thirty One Crores Thirteen Lakh Eighty Two Thousand and Two Hundred Only) out of the General Reserves or any other permitted reserves/ surplus of the Company for the purpose of issuance of Bonus Equity Shares of ₹ 10/- (Rupees Ten Only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names appear in the Register of Members on the ‘Record Date’ determined by the Board or a Committee thereof for the purpose, in the proportion of 1 (One) Bonus Equity Share of ₹ 10/- each for every 1 (One) fully paid-up Equity Shares of ₹ 10/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up Capital of the Company held by each such Member;

**RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date;

**RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Equity Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Equity Shares shall be despatched, within such time as prescribed by law and the relevant authorities;

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus Equity Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India or any other regulatory authority, as may be necessary;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable guidelines, rules and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

By order of the Board  
Tata Elxsi Limited

Place: Bengaluru  
Date: July 27, 2017

(G Vaidyanathan)  
COMPANY SECRETARY

## EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

### Item no.1&2

The Authorised Share Capital of the Company presently is ₹ 35,00,00,000 (Rupees Thirty Five crores only) divided into 3,50,00,000 equity shares of ₹ 10/- each. The Board at its meeting held on July 27, 2017 has, subject to the approval of the Shareholders, approved the issuance of Bonus Equity shares of ₹ 10/- each fully paid-up in the ratio of 1:1 to its shareholder as on the Record date to be fixed by the Board/Committee of Board. In order to issue the Bonus Equity shares, the members approval is being sought to increase the Authorised Share Capital of the Company from the present ₹ 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 Equity shares of ₹ 10/ each to ₹ 70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 Equity Shares of ₹ 10/- each.

Consequently Memorandum and Articles of Association of the Company shall be amended to give effect of the same.

The Board recommends the resolutions under item nos. 1 and 2.

None of the Directors or Key Managerial Personnel (KMP) and their relative are concerned or interested in the business at item nos. 1 and 2 of the Notice.

### Item no.3

The Board of Directors of the Company taking into consideration the General Reserves available with the Company, at its meeting held on July 27, 2017, has recommended for the approval of the members, the issuance of bonus equity shares to the equity Shareholders of the Company in the ratio of 1:1 (1 bonus equity share of ₹ 10/- each for every 1 fully paid up equity shares of ₹ 10/- each held) by capitalisation of the General reserve available as per the Audited Accounts as on 31st March, 2017 whereby increasing the Issued, Subscribed and Paid-up Share Capital of the Company by a sum not exceeding ₹ 31,13,82,200/-. After capitalisation the Issued capital will be ₹ 62,30,38,400 and the Paid-up and Subscribed Capital will be ₹ 62,27,64,400 (Rupees Sixty Two Crores Twenty Seven Lakhs Sixty Four Thousand and Four Hundred Only)

The fully paid-up Bonus Equity Shares shall be distributed to the Shareholders of the Company, whose names shall appear in the Register of Members as on the Record Date as determined by the Board of Directors (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Equity Shares, in the proportion of 1 (One) Bonus Equity Share of ₹ 10/- for every 1 (one) Equity Shares of ₹ 10/- each held by them on the Record Date. The Bonus Equity Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date.

The Board recommends the resolution under item 3.

The Directors or Key Managerial Personnel (KMP) and/or their relatives may be concerned or interested in the proposed resolution at item no.3 to extent of their shareholding in the Company.

By order of the Board  
Tata Elxsi Limited

Place: Bengaluru  
Date: July 27, 2017

(G Vaidyanathan)  
COMPANY SECRETARY

The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on July 28, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail IDs registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Transfer Agents (RTA) (in case of physical shareholding). In case of Members whose e-mail ID is not registered, physical copy of Postal Ballot Notice and Form is being sent by permitted mode along with a postage pre-paid self-addressed Envelope.

## **INSTRUCTIONS FOR VOTING**

### **Voting through Physical Postal Ballot Form**

- 1) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, not later than close of working hours i.e. 5.00 P.M., on Thursday, September 07, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- 2) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- 3) Member who has not received Postal Ballot Form may write to the Company or the Registrar and Transfer agent of the Company for obtaining a duplicate/additional form.
- 4) Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

### **E-Voting Facility**

The business as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the facility of voting through electronic means will be offered by National Securities Depository Limited (NSDL) to its Members to cast their votes electronically.

A person whose name appears in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e Friday, July 28, 2017 shall be entitled to avail the facility of e-voting. Persons who are not members after the cut-off date should treat this notice for information purposes only.

### **Process and Manner for members opting for e-voting is 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" (E-Voting Event Number) of "Tata Elxsi Limited" EVEN: **106673**.

- (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 [cs@parikhassociates.com](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B. In case a Member receives physical copy of the Notice/for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy :

- (i) Initial password is provided at Sl. No. 5, 6 & 7 of the Ballot paper :

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.
  - I. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - II. 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.
  - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - IV. 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 28th July, 2017.
  - V. 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. 28th July, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [csg-unit@tsrdarashaw.com](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

#### General

- 1) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case members cast their votes by postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be consider invalid.
- 2) The Scrutinizer will submit the report to the Chairman after completion of the scrutiny of the Ballots and the results of the Ballot will be announced on or before September 10, 2017, at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company's website at [www.tataelxsi.com](http://www.tataelxsi.com) and on the website of NSDL and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the result by the Chairman or any person authorized by him in writing for information of the Members, besides being communicated to the stock exchanges on which the shares of the Company are listed. The date of declaration of the Postal Ballot results will be taken as the date of passing the Resolution.
- 3) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

# TATA ELXSI LIMITED



Registered Office : ITPB Road, Whitefield Bangalore - 560 048  
Corporate Identification No. (CIN) : L85110KA1989PLC009968  
Phone : +91 80 2297 9123 Fax : +91 80 2841 1474 Email : investors@tataelxsi.com

## POSTAL BALLOT FORM

1. Name and Registered Address :  
of the Sole / First named  
Member

2. Name(s) of the Joint-Holder(s) :  
(if any)

3. Registered Folio No./ DP ID No. :  
and Client ID No.\*  
\*(Applicable to Investors  
holding Shares in  
dematerialized Form)

4. Number of Equity Share(s) :  
held

5. EVEN (E-Voting Event Number) :

6. User ID :

7. Password :

8. I / We hereby exercise my / our vote in respect of the following resolution(s) to be passed through Postal Ballot and e-voting by conveying my / our assent or dissent to the said resolution(s) by placing the tick (✓) mark in the appropriate column :

Item No.	Description of Resolution	No. of Ordinary Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	<b>Special Business</b>			
1.	Ordinary resolution for increase in the Authorised Share Capital of the Company from ₹ 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 equity shares of ₹ 10 each to ₹ 70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 equity shares of ₹ 10 each. Alteration of the Capital Clause V of the Memorandum of Association.			
2.	Special resolution for Amendment of Article 4 of Article of Association (Authorised Capital).			
3.	Ordinary resolution for Approval for issue of Bonus Equity Share of One fully paid equity share of ₹ 10 each for every One fully paid equity share of ₹ 10 each, held by the shareholders as on the Record date.			

Place :

Date :

\_\_\_\_\_  
(Signature of the Shareholder)

NOTE: PLEASE READ THE INSTRUCTIONS CAREFULLY BEFORE EXERCISING YOUR VOTE.

P.T.O.

**General Information :**

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post. The members who wish to opt for e-voting are requested to refer the e-voting instructions as mentioned in the notes to the Postal Ballot Notice.
2. Members can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot . In case you are opting for vote by e-voting, then please do not vote by Postal Ballot and vice versa. In case Members cast their votes both by e-voting and Postal Ballot, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot form shall be considered invalid.
3. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post in physical ballot form to declare the final result for each of the Resolutions forming part of the Postal Ballot Notice.
4. Members desiring to cast their vote by Ballot should complete and sign this Ballot Form and send it to the Scrutinizer, M/s. Parikh & Associates, Practicing Company Secretaries duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
5. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/ her absence, by the next named joint holder. There will be one Form for every Folio/ Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA.
6. For shares held by companies, bodies corporate, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attested specimen signature(s) of the duly authorised signatory(ies).
7. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot Form for assent/ dissent.
8. The voting rights of the shareholders shall be in proportion to their shares of the paid-up share capital of the Company as on 28th July, 2017 ("Cut Off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
9. Duly completed Ballot Forms should reach the Scrutinizer not later than the close of working hours (5.00 p.m) on Thursday, 7th September, 2017. Postal Ballot Forms received after this date will be considered invalid.
10. A Member seeking duplicate Ballot Form can write to the Company's Registrars- TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr E. Moses Road, Mahalaxmi, Mumbai 400 011 or to the e-mail ID [telvoting2017@tsrdarashaw.com](mailto:telvoting2017@tsrdarashaw.com). However, the duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date specified at Sr. No. 9 above.
11. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against.
12. The Scrutinizer's decision on the validity of a Ballot Form and other related matters will be final.
13. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by the scrutinizer.