

## NOTICE

Notice is hereby given that the TWENTY-SEVENTH ANNUAL GENERAL MEETING of TATA ELXSI LIMITED will be held on Tuesday 26th July, 2016 at 12:30 pm., at St John's Auditorium, John Nagar, Koramangala, Bengaluru - 560 034, to transact the following business:

### Ordinary Business

1. To consider and adopt the Audited Financial Statement of Profit and Loss for the year ended March 31, 2016 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 2015-16.
3. To appoint a Director in place of Mr. N.G. Subramaniam who retires by rotation and is eligible for re-appointment.
4. To ratify the re-appointment of Deloitte Haskins & Sells, Statutory Auditors, who have been appointed at the Annual General Meeting 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

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Prof. M.S. Ananth (DIN No.00482391) who have been appointed as an Additional Director (Independent Director) and holds office upto the date of this Annual General Meeting of the Company, and is eligible for re-appointment and in respect of whom the company has received a notice u/s 160 of the Companies Act, 2013 ("the Act") proposing his candidature to the office of Directorship, be and is hereby appointed as a Director."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Prof. M.S. Ananth (DIN No.00482391) be and is hereby appointed as an Independent Director of the Company, to hold office upto 14th November, 2020."

6. To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the Provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198 and other applicable provisions of the Act, be and is hereby approved for payment to and distribution amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors, if any) in such amounts or proportions and in such a manner and in all respects as may be directed by the Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee (NRC) in term of the Remuneration Policy of the Company, and that such payments and distribution shall be made in respect of the profits of the Company for each year of the period of five years commencing from 1st April, 2016."

Bengaluru, 28th April, 2016

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 Nos. 3 and 5 above, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 are 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 19th July, 2016 to 26th July, 2016 (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 26th July, 2016 for the year ended 31st March, 2016.

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 or its Registrar on or before 18th July, 2016 and to the Beneficial Holders as per the Beneficiary List as on 18th July, 2016 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 2015–16 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(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 2015 - 16 are being sent in the permitted mode.
- h) Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report 2015-16 will also be available on the Company's website [www.tataelxsi.com](http://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](mailto: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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, 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 23rd July, 2016 (9:00 am) and ends on 25th July, 2016 (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 19th July, 2016, 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". EVEN - 104068
    - (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](mailto:telscrutinizer@gmail.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 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 :

<b>EVEN (Remote e-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
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    - (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](http://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 e-mail 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 19th July, 2016.
- 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. 19th July, 2016, 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.
- 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](http://www.tataelxsi.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized 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, 2009 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, 2009 and 31st March, 2010 are due for transfer to the Investor Education & Protection Fund on 13th October, 2016 and 26th July, 2017 respectively. The details of unclaimed dividend for the financial years from 2008-09 to 2014-15 are uploaded on the Company's website at <http://www.tataelxsi.com/investors/unclaimed-dividend-amount>.

- m) Shareholder/s holding physical shares are requested to approach any of the Depository Participants for dematerialisation of their shares in the company for ease and convenience.
- n) Sole shareholders, if they so desire, can file the nomination form, given at page No. 77. The duly filled in and executed form may please be sent to the Company or its Share Registrar for further action.
- o) The route map for reaching the venue of the 27th Annual general meeting is given at page no. 80.

Bengaluru, 28th April , 2016

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. 4,5 and 6 of the accompanying Notice:

**Item No. 4 (Not Mandatory):**

At the Annual General Meeting (AGM) held on 18th July, 2014, M/s. Deloitte Haskins & Sells (Firm 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, ratification of the members is being sought for the business as set out at item No.4 of the Notice.

The Board proposes the Resolution at Item No.4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the proposed business at Item No.4 of the Notice.

**Item No. 5:**

The Board of Directors, on the recommendation of the Nomination and Remuneration committee, had appointed Prof. M.S. Ananth as an Additional Director (Independent Director) of the Company with effect from January 04, 2016 in terms of Section 161 (1) of the Companies Act, 2013 (the "Act"). Prof. M.S. Ananth holds office upto the date of this Annual General Meeting.

The Company has received a Notice in writing and the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature to the office of Directorship of the Company as an Independent Director. Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, Prof. M.S. Ananth has given necessary declaration to the Board that he meets the criteria for independence as provided u/s. 149(6) of the Act. In the opinion of the Board, Prof. M.S. Ananth fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management. The appointment of Prof. M.S. Ananth is now being placed before the Members for their approval.

**Brief profile of Prof. M.S. Ananth is given below:**

Prof. M. S. Ananth, is a Ph. D in Molecular Thermodynamics from the University of Florida, USA in 1972 and joined IIT Madras as a faculty member in the same year. Prof. Ananth has been consistently rated as a good teacher during the past 45 years and has won several research awards including IChE's Herdillia Prize for "Excellence in Basic Research" and the University of Florida's R.W. Fahien Alumni Award for "Distinguished Professional Contributions". Prof. Ananth was Director, IIT Madras for ten years (2001-2011) and during this time made several landmark contributions.

Prof. Ananth is the only Vice Chancellor from India to have been invited to participate in the World Economic Forum as a member of the Global University Leaders Forum from 2007 to 2011. He was a Member of both the Scientific Advisory Committee to Cabinet and the National Manufacturing Competitiveness Council from 2007-2011. He was a Visiting Professor in IIT Kanpur and IISc Bangalore, Princeton University and University of Colorado (USA) and RWTH, Aachen (Germany) and a Visiting Scientist in Aspen Tech and in the National Institute of Standards and Technology (USA). He is currently a Distinguished Visiting Professor in IIT Bombay. He is also on the Board of UCAL Fuel Systems Limited and UCAL Polymer Industries Limited as an Independent Director.

Your Board considers that in view of the experience and expertise possessed by Prof. M.S. Ananth, it would be in the interest of your Company to appoint Prof. M.S. Ananth as an Independent Director of your Company to hold office upto November 14, 2020. The details of his directorship in other companies are given in the Annexure to notice.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs except Prof. Ananth and his relatives is concerned or interested in the proposed business at Item No.5 of the Notice.

**Item No. 6**

In view of the valuable services being rendered by the Directors to the Company and the increased responsibilities they are required to shoulder, the members had at the Twenty-third Annual General Meeting held on 24th July, 2012, approved payment of commission not exceeding 1% per annum of the net profits of the Company to the Non-Executive Directors of the Company for a period of five years commencing from 1st April 2011, to be distributed amongst some or all of the Directors in accordance with the directions given by the Board.

Consequent to the expiry of the said period of five years on 31st March 2016, it is proposed to extend payment of such commission by another five years commencing from 1st April, 2016.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs except Non-Executive Directors and their relatives is concerned or interested in the proposed business at Item No.6 of the notice.

Bengaluru, 28th April, 2016

By Order of the Board

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

**G. Vaidyanathan**  
 Company Secretary

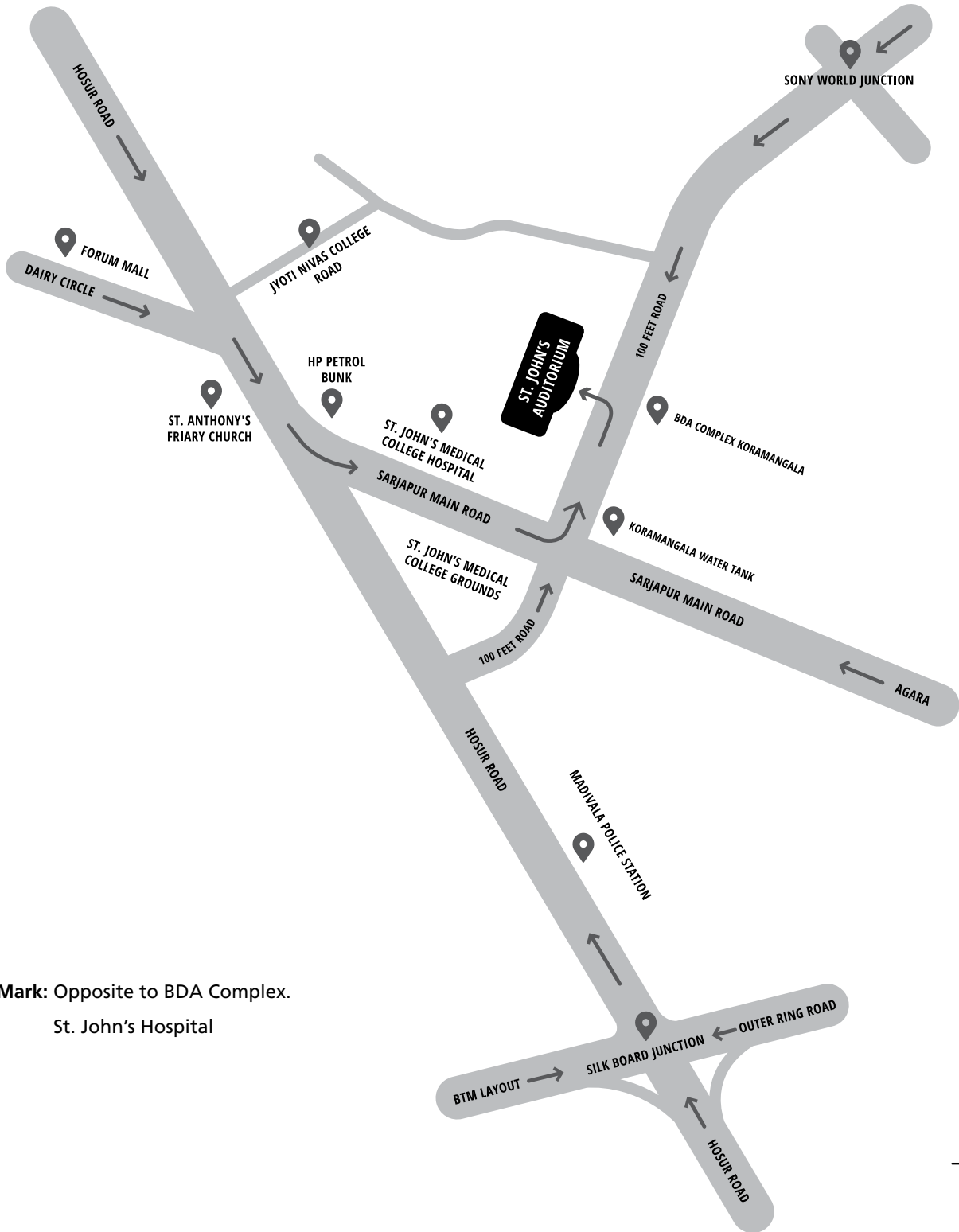
**ANNEXURE**

Information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding appointment of a new Director/s or re-appointment of a Director/s.

<b>Name of the Director</b>	<b>Prof. M. S. Ananth</b>	<b>Mr.N.G.Subramaniam</b>
<b>Date of Birth</b>	November 15,1945	May 20, 1959
<b>Date of appointment</b>	January 04, 2016	November 01, 2014
<b>Specialised Expertise</b>	General Management	IT Industry and General Management
<b>Qualifications</b>	B.E., M.Tech., Ph.D. in Molecular Thermodynamics	M.Sc in Mathematics
<b>Directorships of other companies* as at 31st March, 2016</b>	1. UCAL Fuel Systems Ltd., (Independent Director) 2. UCAL Polymer Industries Ltd., (Independent Director)	Nil
<b>Chairmanship/Membership of other Committees** as at 31st March, 2016</b>	Member- Audit Committee (UCAL Fuel Systems Ltd) Member- Audit Committee (UCAL Polymer Industries Ltd)	Nil
<b>No. of shares held in the Company as on 31st March, 2016</b>	Nil	Nil

\* Excludes private/foreign companies

\*\* Only Audit and Stakeholders Relationship Committees are considered



Land Mark: Opposite to BDA Complex.  
St. John's Hospital

