

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
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Andheri (W), Mumbai : 400 053
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To
The Chairman,
TATA ELXSI LIMITED
ITPB Road, Whitefield,
Bangalore - 560 048.

Report of Scrutinizer

I, Mitesh Dhhabliwala, of M/s. Parikh & Associates, Practicing Company Secretaries, having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the Following Resolutions.

1. Ordinary resolution for increase in the Authorised Share Capital of the Company from Rs. 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 equity shares of Rs. 10 each to Rs. 70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 equity shares of Rs. 10 each and alteration of the Capital Clause V of the Memorandum of Association of the Company.
2. Special resolution for Amendment of Article 4 of the Articles of Association of the Company (Authorised Capital).
3. Ordinary resolution for approval for issue of Bonus Equity Share of one fully paid equity share of Rs. 10 each for every one fully paid equity share of Rs. 10 each, held by the shareholders as on the record date.

The shareholders of the company holding shares as on the "cut-off" date i.e. Friday, July 28, 2017 were entitled to vote on the resolutions as contained in the Notice.

The voting period for remote e-voting commenced on Wednesday, August 09, 2017 at 9.00 a.m. (IST) and ended on Thursday, September 07, 2017 at 05.00 p.m. (IST) and the National Securities Depository Limited ('NSDL') e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through physical ballot forms received up to Thursday, September 07, 2017 at 05:00 p.m. (IST) were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited ('NSDL') e-voting system and the physical ballot forms received respectively and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.



The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to physical postal ballots and remote e-voting on the resolutions contained in the notice of postal ballot.

My responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolutions.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.

1. Ordinary resolution for increase in the Authorised Share Capital of the Company from Rs. 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 equity shares of Rs. 10 each to Rs. 70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 equity shares of Rs. 10 each and alteration of the Capital Clause V of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
1,401	1,73,45,625	100.00 (Rounded-off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
10	666	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
105	18,667



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2. Special resolution for Amendment of Article 4 of the Articles of Association of the Company (Authorised Capital).

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
1,359	1,73,40,432	99.99

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
15	937	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
130	21,352



3. Ordinary resolution for approval for issue of Bonus Equity Share of one fully paid equity share of Rs. 10 each for every one fully paid equity share of Rs. 10 each, held by the shareholders as on the record date.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
1,402	1,73,45,007	100.00 (Rounded-off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
5	231	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
120	20,352



Signature: *Mitesh Dhabliwala*
 Name: Mitesh Dhabliwala
 Scrutinizer
 FCS: 8331 CP: 9511

Place: Mumbai
 Dated: September 08, 2017