



July 24, 2015

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

Dear Sir,

**Sub: Disclosure pertaining to 26<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 26<sup>th</sup> Annual General Meeting held on Friday 24<sup>th</sup> July, 2015 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**

Registered Office **Tata Elxsi Limited** ITPB Road Whitefield Bangalore 560 048 India  
Tel +91 80 2297 9123 Fax +91 80 2841 1474  
[www.tataelxsi.com](http://www.tataelxsi.com)

REGD. L65110KA10N9PLC099666



Name of the Company : Tata Elxsi Limited

Date of AGM : Friday 24<sup>th</sup> July, 2015

Total number of shareholders on record date : 59,400

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

Promoters & Promoter Group : 0

Public : 81 (79 in Person + 02 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	Resolutions passed	Mode of Voting (Poll/Postal Ballot/E-voting)
1	Ordinary	To consider and adopt the Consolidated and Standalone Audited Financial Statements of Profit and Loss and Balance sheet and Cash Flow Statement And reports of the Directors and Auditors for the year ended March 31, 2015. <b>( Passed with Requisite Majority)</b>	e-voting, Ballot by post and Poll at AGM
2	Ordinary	To Declare Dividend on equity shares for the year ended 2015. (110% i.e. Rs.11/- per share) <b>( Passed Unanimously)</b>	e-voting, Ballot by post and Poll at AGM
3	Ordinary	To ratify the re-appointment of Statutory Auditors to hold office from the Conclusion of this AGM till the 28th AGM to be held in 2017. <b>( Passed Requisite Majority)</b>	e-voting, Ballot by post and Poll at AGM
4	Ordinary	To appoint Mr. N.G. Subramaniam as a Director. <b>( Passed with Requisite Majority)</b>	e-voting, Ballot by post and Poll at AGM
5	Ordinary	To appoint Dr. G. Katragadda as a Director. <b>( Passed with Requisite Majority)</b>	e-voting, Ballot by post and Poll at AGM

engineering creativity

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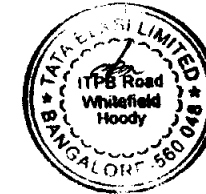
www.tataelxsi.com

(CIN-85110KA1989PLC909968)

**TATA ELXSI LIMITED**

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

Details for reporting as per Clause 35A of listing agreement based on result of E Voting & Poll								
Resolution No 1								
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	13997288	13997288	100.00	13997288	0	100.00	0.00
2	Public - Institutional holders	3843955	2380430	61.93	2366393	14037	99.41	0.59
3	Public-Others	13296977	22758	0.17	22758	0	100.00	0.00
	<b>Grand Totals</b>	<b>31138220</b>	<b>16400476</b>	<b>52.67</b>	<b>16386439</b>	<b>14037</b>	<b>99.91</b>	<b>0.09</b>



**TATA ELXSI LIMITED**

**To declare dividend on equity shares for the financial year 2014-15.**

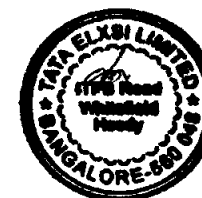
<b>Details for reporting as per Clause 35A of listing agreement based on result of E Voting &amp; Poll</b>								
<b>Resolution No 2</b>								
	<b>Promoter/Public</b>	<b>Total No. of Shares Held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</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>13997288</b>	<b>13997288</b>	<b>100.00</b>	<b>13997288</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>2</b>	<b>Public - Institutional holders</b>	<b>3843955</b>	<b>2380430</b>	<b>61.93</b>	<b>2380430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>3</b>	<b>Public-Others</b>	<b>13296977</b>	<b>23066</b>	<b>0.17</b>	<b>23066</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	<b>Grand Totals</b>	<b>31138220</b>	<b>16400784</b>	<b>52.67</b>	<b>16400784</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**TATA ELXSI LIMITED**

To ratify the reappointment 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.

Details for reporting as per Clause 35A of listing agreement based on result of E Voting & Poll								
Resolution No 3								
	Promoter/Public	Total 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	13997288	13997288	100.00	13997288	0	100.00	0.00
2	Public - Institutional holders	3843955	2380430	61.93	2380430	0	100.00	0.00
3	Public-Others	13296977	22617	0.17	22292	325	98.56	1.44
	<b>Grand Totals</b>	<b>31138220</b>	<b>16400335</b>	<b>52.67</b>	<b>16400010</b>	<b>325</b>	<b>100.00</b>	<b>0.00</b>



**TATA ELXSI LIMITED**

**RESOLVED THAT Mr. N.G. Subramaniam (DIN: 07006215), who was appointed as an Additional Director of the Company with effect from November 1, 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.**

Details for reporting as per Clause 35A of listing agreement based on result of E Voting & Poll								
Resolution No 4								
	Promoter/Public	Total 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	13997288	13997288	100.00	13997288	0	100	0
2	Public - Institutional holders	3843955	2380430	61.93	1782688	597742	74.89	25.11
3	Public-Others	13296977	18908	0.14	18804	104	99.45	0.55
	<b>Grand Totals</b>	<b>31138220</b>	<b>16396626</b>	<b>52.66</b>	<b>15798780</b>	<b>597846</b>	<b>96.35</b>	<b>3.65</b>



**TATA ELXSI LIMITED**

RESOLVED THAT Dr. G. Katragadda (DIN: 02475721), who was appointed as an Additional Director of the Company with effect from November 20, 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.

Details for reporting as per Clause 35A of listing agreement based on result of E Voting & Poll								
Resolution No 5								
	Promoter/Public	Total 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	13997288	13997288	100.00	13997288	0	100.00	0.00
2	Public - Institutional holders	3843955	2380430	61.93	1920611	459819	80.68	19.32
3	Public-Others	13296977	18908	0.14	18629	279	98.52	1.48
	<b>Grand Totals</b>	<b>31138220</b>	<b>16396626</b>	<b>52.66</b>	<b>15936528</b>	<b>460098</b>	<b>97.19</b>	<b>2.81</b>

