

JAYASHREE PARTHASARATHY M.Com, LLB, FCS

Company Secretary
#217, 6th Cross, S.B.M. Colony,
Bangalore 560 050
Phone 26798429; 99866 49498
Email: parthajaya@gmail.com

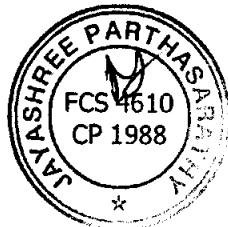
July 24, 2015

To,
Mr. N.G. Subramaniam,
The Chairman
Tata Elxsi Limited.
ITPB Road, Whitefield,
Bengaluru-560048

Dear Sir,

Sub: Consolidated Scrutinizer Report on remote e-voting/Physical ballot forms conducted pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and voting at the Annual General Meeting of Tata Elxsi Limited held on Friday, 24th July 2015 at 12:30 P.M.

1. I, Jayashree Parthasarathy, Company Secretary in Practice, have been appointed by the Board of Directors as Scrutinizer of Tata Elxsi Limited (The Company) as per the Provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing, in a fair and transparent manner the remote e- voting process, the physical ballot forms (including ballots through post) received from the shareholders in respect of the resolutions passed at the 26th Annual General Meeting (AGM) of the members of the Company, held on 24th day of July 2015, at 12:30 p.m.
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 and physical ballot voting (including ballots through post) on the resolution contained in the notice to the 26th Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process and physical ballot including ballots received through post is restricted to make a scrutinizer's report of the vote cast "in favour" or "against" the resolution as per Annexure, 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 and of the voting through ballots received through post and at the AGM.



3. The Notice dated 28th April 2015, as per section 101 of the Companies Act, (Act) along with statement setting out material facts under section 102 of the Act was sent to the shareholders in respect of the resolutions passed at the Annual General Meeting of the company.
4. The Company provided remote e voting facility to cast vote on the resolutions as per Annexure by the members of the company, the company has also sent Ballot forms with the notice of the AGM to all the shareholders pursuant to provisions of clause 35B of the listing agreement, to enable them to vote through post and also made available the physical ballot at the AGM held on Friday, 24th July 2015 at Devraj Urs Bhavan (behind Dr. Ambedkar Bhavan) 16D, Millers Tank Bed Area, Vasanthanagar, Bengaluru 560052
5. The Company had availed the e-voting facility offered by the National Securities Depository limited (NSDL) for conducting remote e-voting by the shareholders of the company, and provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.
6. The Company also provided voting facility to the shareholders present at the Annual General Meeting for those members who had not cast their vote earlier either through remote e voting facility or by physical ballot
7. The Shareholders holding shares on the "cut off" date, i.e. 17th July 2015, were entitled to vote on the proposed resolutions (item no: 1 to 5 as set out in the Notice of the 26th AGM of the Company.
8. The voting period for remote e- voting was opened from 21st day of July 2015 (9:00 a.m.) to 23rd day of July 2015 (5:00 p.m.). And the NSDL e-voting platform was blocked thereafter.
9. The vote cast under remote e-voting facility was there after unblocked on 24th July 2015, around 3.30 p.m. In the presence of two witnesses Jayamohan.K and Roopa M Hegde, who are not in the employment of the Company
10. After the conclusion of the voting at the Annual General Meeting the vote cast there under were counted in my presence and the voting was diligently scrutinized. Vote cast through physical ballot form received up to Thursday, 23rd July 2015 were also considered.
11. The votes tendered therein by remote e-voting is based on the data downloaded from the National Securities Depository Limited(NSDL) e-voting System and I have scrutinized and reviewed the ballot forms received by post and cast at the AGM.



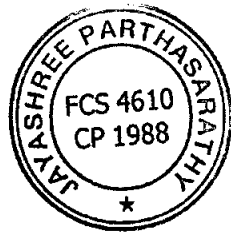
12. My consolidated report of the votes cast by shareholders through remote e-voting and physical ballot including ballot received through post and at the Annual General Meeting with their pattern of voting is, as per Annexure annexed to this report.
13. Result of voting by the members through remote e-voting and physical ballot (including ballot received through post) at the Annual General Meeting in respect of the below mentioned resolution may accordingly be declared by the Company Secretary of the company (who has been so authorized by the chairman in writing) and who has also countersigned this report.

Thanking You,
Yours Faithfully



Jayashree Parthasarathy,
Company Secretary

Membership No: FCS 4610 CP 1988



Counter Signed by
For Tata Elxsi Limited



G. Vaidyanathan
Company Secretary

Annexure:

Item No.1 – Ordinary Business:

Ordinary Resolution 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 report of the directors and auditors thereon.

Voted in favor of the Resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast
208	16386439	99.91%

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid vote cast
1	14037	0.09%

Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
02	402

Item No. 2 – Ordinary Business

Ordinary Resolution- To declare Dividend on equity shares for the financial year 2014-15.

Voted in favor of the Resolution

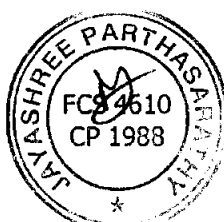
Number of members voted	Number of votes cast by them	% of total number of valid vote cast
211	16400784	100%

Voted against the Resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes

Number of members whose vote were declared invalid	Number of votes cast by them
02	402



Item No. 3-Ordinary Business

Ordinary Resolution: To ratify the re-appointment of Deloitte Haskins & sells, statutory auditors, who have been appointed at the AGM, held on 18th July, 2014 for the period of three years up to the conclusion of 28th AGM to be held in the year 2017.

Voted in favor of the Resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast
201	16400010	100%

Voted against the Resolution

Number of members voted	Number of cast by them	% of total number of valid vote cast
5	325	0.0%

Invalid votes

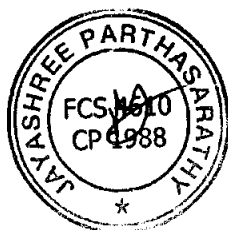
Number of members whose vote were declared invalid	Number of votes cast by them
02	402

Item No. 4 –Special Business

Ordinary Resolution “Mr. N.G. Subramaniam (DIN:07006215), who was appointed as an Additional Director of the company with effect from 1st November, 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 the Directorship of the company, be and is hereby appointed as a Director of the company whose office will be determined by retirement by rotation”

Voted in favor of the Resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast
192	15798780	96.35%



Voted against the Resolution

Number of members voted	Number of cast by them	% of total number of valid votes cast
16	597846	3.65%

Invalid votes

Number of members whose vote were declared invalid	Number of votes cast by them
02	402

Item No. 5 - Special Business

Ordinary Resolution: "Dr. G. Katragadda (DIN:02475721) who was appointed as an Additional Director of the company with effect from 20th November, 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 the directorship of the company, be and is hereby appointed as Director of the company whose office will be determined by retirement by rotation".

Voted in favor of the Resolution

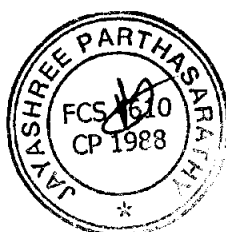
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
193	15936528	97.19%

Voted against the Resolution

Number of members voted	Number of cast by them	% of total number of valid votes cast
15	460098	2.81%

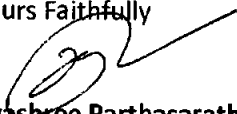
Invalid votes

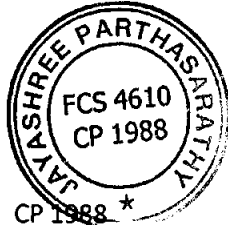
Number of members whose vote were declared invalid	Number of votes cast by them
02	402



Shareholders who have split their votes into 'Assent' as well as 'Dissent' while their votes are taken as cast they have been counted only once for the purpose of their presence, which has been mentioned under the head ' Assent'.

Thanking You,
Yours Faithfully


Jayashree Parthasarathy,
Company Secretary
Membership No: FCS 4610 CP 1988 *



Place: Bengaluru
Date: 24/07/2015