

JAYASHREE PARTHASARATHY M. Com, LLB, FCS

Company Secretary #217, 6th Cross, S.B.M. Colony, Bangalore 560 050
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To,

Mr. N.G. Subramaniam,

The Chairman of 29th (twenty ninth) Annual General Meeting of the equity share holders of Tata Elxsi Limited held on Wednesday, 25th day of July 2018, at 12:30 p.m. at St. John's Auditorium, John Nagar, Koramangala, Bengaluru 560034.

Dear Sir,

Sub: Consolidated Scrutinizer Report on remote e-voting/voting at the AGM through ballot forms 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

I, Jayashree Parthasarathy, Company Secretary in practice, have been appointed by the Board of Directors as scrutinizer of Tata Elxsi Limited (The Company) for the purpose of scrutinizing the remote e-voting process, under the provisions of section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 for the purpose of:

- i) Scrutinizing the remote e-voting process, under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015
- ii) Voting through ballot at the 29th Annual General Meeting (AGM) of the members of the Company, held on 25th day of July 2018, at 12:30 p.m. at St. John's Auditorium, John Nagar, Koramangala, Bengaluru 560034.

1. 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 remote e voting and voting at the Annual General Meeting through ballot on the resolutions proposed in the notice of the 29th Annual General Meeting (AGM) of the Members of the company. My responsibility as a scrutinizer for the remote e-voting process and voting at the AGM is restricted to make a scrutinizer's report of the vote cast "in favour" or "against" the resolutions proposed in the notice of the 29th Annual General Meeting of the Company, based on the reports generated from the e-voting system provide by the NSDL, the authorized agency to provide e-voting facilities, engaged by the Company and of the voting through ballots received at the AGM.
2. The Notice dated 26th April 2018, as per section 101 of the Companies Act, along with statement setting out material facts under section 102 of the said Act were sent to the



