

V. MADAN, B.Com., ACA, ACS

To
The Chairman,
Tata Elxsi Limited
ITPB Road, Whitefield,
Bengaluru - 560 048

Report of Scrutinizer

I, V Madan, Practising Company Secretary (Membership No. ACS 5048), having my office at A – 501, Nagarjuna Enclave, 76 A, 14th Cross, J P Nagar, I Phase, Bengaluru – 560 078 , have been appointed as the Scrutinizer to conduct the postal ballot process in respect of Special Resolution for approval for Alteration of the Articles of Association of Tata Elxsi Limited (the Company) pursuant to the Notice dated October 14, 2020, issued under Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars").

The Notice dated October 14, 2020 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories.

The Company had engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members.

The shareholders of the Company holding shares as on the "cut-off" date of October 23, 2020 were entitled to vote on the resolution as contained in the Notice.



Contd.....2

The remote e-voting period commenced from 9.00 a.m. (IST) on Sunday, October 1, 2020 and ended at 5.00 p.m. (IST) on Monday, November 30, 2020 and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked and were counted.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a 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, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot. My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the special resolution.

I now submit my Scrutinizer's Report on the results of the voting by postal ballot only through remote e-voting mode in respect of the said Special Resolution for approval for Alteration of Articles of Association of the Company, as under:

Approval for Alteration of Articles of Association of the Company

(i) Voted in favour of the resolution:

Number of members.voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
667	357,81,974	98.15

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
48	6,72,616	1.85

Contd.....3



(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of invalid votes cast (Shares)
Nil	Nil

Place: Bengaluru
Dated: December 1, 2020

Signature:
Name:

V
MADAN

Digitally signed
by V MADAN
Date: 2020.12.01
10:08:26 +05'30'

V Madan
Scrutinizer
ACS: 5048 CP: 21778



TATA ELXSI LIMITED									
Resolution (1)									
Resolution required: (Ordinary / Special)					SPECIAL				
Whether promoter/ promoter group are interested in the agenda/resolution?					YES				
Alteration of the Articles of Association of the Company									
Category	Mode of Voting	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 $(7) = [(5)/(2)] * 100$	No. of Invalid Votes
		(1)	(2)		(4)	(5)			(8)
Promoter and Promoter Group	E-Voting	27730264	27730264	100.00	27730264	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		27730264	27730264	100.00	27730264	0	100.00	0.00
Public - Institutional holders	E-Voting	10458681	8537120	81.63	7868871	668249	92.17	7.83	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		10458681	8537120	81.63	7868871	668249	92.17	7.83
Public-Others	E-Voting	24087495	187206	0.78	182839	4367	97.67	2.33	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		24087495	187206	0.78	182839	4367	97.67	2.33
Total	E-Voting	62276440	36454590	58.54	35781974	672616	98.15	1.85	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		62276440	36454590	58.54	35781974	672616	98.15	1.85

