



Registered & Corporate Office: Tata Elxsi Limited, ITPB Road, Whitefield, Bengaluru - 560048
Website: www.tataelxsi.com | email: investors@tataelxsi.com | Tel.: +91 80 2297 9123
CIN: L85110KA1989PLC009968

NOTICE OF POSTAL BALLOT
[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, May 2, 2024, at 9:00 a.m. (IST)	Friday, May 31, 2024, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**‘the Act’**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**‘the Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**‘SS-2’**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate affairs (**‘MCA’**) for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the **‘MCA Circulars’**), that the resolutions as set out in this Notice pertaining to the following **Special Business(es)** are proposed to be passed as a Special Resolutions by the Members of Tata Elxsi Limited (**‘the Company’**) by the means of Postal Ballot through remote e-Voting (voting electronically only):

- 1. Appointment of Ms. Ashu Suyash (DIN: 00494515) as Non-Executive, Independent Director of the Company**
- 2. Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as Non-Executive, Independent Director of the Company**

Pursuant to Section 102 and other applicable provisions of the Act read with rules made thereunder, the explanatory statement pertaining to the said Special Resolutions setting out the material facts and reasons/ rationale thereof are annexed to this Postal Ballot Notice (**‘Notice’**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Link Intime India Private Limited, Registrar and Transfer Agent (**‘RTA’**) / Depositories, to enable them to cast their votes electronically. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system.

In accordance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically and in this regard, has engaged the services of National Securities Depository Limited (**‘NSDL’**) to facilitate the remote e-Voting process.

The remote e-Voting commences on **Thursday, May 2, 2024 at 9:00 a.m. (IST)** and concludes on **Friday, May 31, 2024 at 5:00 p.m. (IST)**.

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the **‘Notes’** section of this Notice, **not later than 5:00 p.m. (IST) on Friday, May 31, 2024**. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors have appointed Mr. V Madan, Practicing Company Secretary (CP 21778) or failing him Mrs. Jayashree Parthasarathy, Practicing Company Secretary (CP 1988) as the Scrutinizer for conducting the Postal Ballot only through the remote e-Voting process and for scrutinizing the votes casted therein, in a fair and transparent manner.

SPECIAL BUSINESS:

1. Appointment of Ms. Ashu Suyash (DIN: 00494515) as a Non-Executive, Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT Ms. Ashu Suyash (DIN: 00494515) who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from April 4, 2024, by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161 of the Companies Act, 2013 (‘Act’) read with related rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Article 151 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Ashu Suyash (DIN: 00494515), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as a Non-Executive, Independent Director on the Board of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from April 4, 2024, up to April 3, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

2. Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as a Non-Executive, Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT Mr. Soumitra Bhattacharya (DIN: 02783243) who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from April 4, 2024, by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161 of the Companies Act, 2013 (‘Act’) read with related rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Article 151 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing

Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Soumitra Bhattacharya (DIN: 02783243), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from April 4, 2024, up to April 3, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

Date: April 23, 2024

Place: Bangalore

Registered Office:

Tata Elxsi Limited

ITPB Road, Whitefield, Bangalore - 560048

E-mail: investors@tataelxsi.com

Website: www.tataelxsi.com

CIN: L85110KA1989PLC009968

By Order of the Board of Directors

**Sd/-
Cauveri Sriram
Company Secretary & Compliance Officer**

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In compliance with the MCA Circulars, the Company is sending this Notice only through electronic mode to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and whose e-mail addresses are registered and are available with Tata Elxsi Limited ('the Company') / the Company's Registrar and Transfer Agents viz. Link Intime India Private Limited ('RTA') and Depositories as at **5:00 p.m. (IST) on Friday, April 26, 2024**, ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up Equity Share Capital of the Company as on the Cut-Off date. A person who is not a Member as on the Cut-Off date should treat this Postal Ballot Notice for information purposes only.
3. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice.
4. The Notice is also available on the website of the Company at www.tataelxsi.com, the relevant section of the websites of the stock exchanges viz. BSE: www.bseindia.com and NSE: www.nseindia.com where the equity shares of the Company are listed and on the website of NSDL: www.evoting.nsdl.com.
5. In compliance with the MCA Circulars and the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the Members can cast their votes on the resolution listed out in the Notice through electronic voting i.e. remote e-Voting only. The detailed procedure for remote e-Voting is listed down in the e-Voting section. The Company has engaged the services of NSDL to facilitate remote e-voting to enable the Members to cast their votes electronically.
6. The remote e-Voting shall commence on **Thursday, May 2, 2024 at 9:00 a.m. (IST)** and conclude on **Friday, May 31, 2024 at 5:00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL thereafter and voting shall not be allowed beyond **5:00 p.m. (IST) on Friday, May 31, 2024**. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid. During this period, Members of the Company holding shares either in physical or electronic form, as on the Cut-Off date, i.e. **Friday, April 26, 2024** shall be eligible to cast their vote electronically.
7. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
8. The resolution as stated in the Notice, if approved by the Members with requisite majority shall be deemed to have been passed as on the last date for remote e-Voting i.e. **Friday, May 31, 2024**.
9. The Board of Directors have appointed Mr. V Madan, Practicing Company Secretary (CP 21778) or failing him Mrs. Jayashree Parthasarathy, Practicing Company Secretary (CP 1988), who are not in the employment of the Company, as the Scrutinizer for conducting the Postal Ballot only through the remote e-Voting process and scrutinizing the votes casted therein, in a fair and transparent manner. The Scrutinizer has given his willingness/consent for engagement in the Postal Ballot exercise.
10. The Scrutinizer shall, consequent to the completion of the voting period, scrutinize the votes casted and shall

submit his report to the Chairman of the Company and results in connection with the voting shall be declared by the Chairman or any other person authorised by the Board of Directors within two working days from the conclusion of the Postal Ballot e-Voting. The Scrutinizer’s decision on the validity of votes cast will be final.

11. The results shall be also made available on the website of the Company at www.tataelxsi.com. The results shall also be communicated to the stock exchanges viz. BSE Ltd. (‘BSE’) and National Stock Exchange Ltd. (‘NSE’), NSDL and the RTA and the same shall be available on their respective websites.

12. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days until the last working day specified for casting votes through remote e-Voting. Members desirous of inspecting the documents, may send an e-mail to investors@tataelxsi.com along with their details of Folio Number / DP ID and Client ID.

13. Procedure for registration of e-mail address:

Members who have not registered their e-mail addresses are requested to follow the procedure listed down herein below for registering their e-mail address:

Category of holding	Process to be followed for registration of e-mail address and mobile number
Physical	<p>Members may submit the following documents with relevant supporting documents in hard copy to the RTA of the Company:</p> <ul style="list-style-type: none"> - Request letter duly signed. - Form ISR-1 for updation of KYC details including e-mail address. - Forms ISR-2, ISR-3 /SH-13, SH-14 in case specimen signature, bank account and nomination details are not registered / updated. - Self-attested copy of PAN and any address proof viz. Aadhar, passport, driving license etc. - Copy of share certificate duly self-attested.
Demat	<p>Members may contact their Depository Participants (DP) and register or update their respective e-mail addresses in the demat account, as per the process recommended by the DP.</p>

Alternatively, Members may follow the below steps to register an e-mail address for receiving the Postal Ballot Notice:

- a. Click on the URL: https://linkintime.co.in/EmailReg/Email_Register.html
- b. Select the Name of the Company from dropdown: **Tata Elxsi Limited**
- c. Enter DP and Client ID (if shares held in electronic form)/Folio number (if shares held in physical form) and Permanent Account Number (“PAN”). In the event PAN details are not registered for physical folio, Member to enter the Share Certificate number.
- d. Enter Mobile number & e-mail ID.
- e. System generated One Time Password (“OTP”) to be sent on mobile number and e-mail ID.
- f. Enter OTP received on mobile number and e-mail ID.
- g. Click on the Submit button.

14. Members are requested to register / update their e-mail address latest by **Thursday, May 9, 2024**, in order to receive this Postal Ballot Notice. Members who update their e-mail address after the Cut-Off date are requested to communicate the same to the RTA / the Company by sending an e-mail to csg-unit@tcplindia.co.in and investors@tataelxsi.com.

15. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants / Company to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.

16. Mandatory updation of KYC:

Members are encouraged to furnish / update their PAN, KYC details including contact details & bank account details, Nomination and specimen signature with the RTA / the Company in specified forms.

Please note that unless the above details are updated with the RTA / the Company, Members would not be able to avail any service request, receive any correspondence(s) / information / intimation from the RTA / the Company.

Please note that it is also mandatory to link PAN with Aadhar number. Investors who are yet to link the PAN with Aadhar number are requested to complete the same. Securities held in physical folios which have no PAN registered / have invalid PAN registered / no PAN linked with their Aadhar numbers in the records of the RTA/Company shall be considered inoperative / inactive / incomplete.

The formats for nomination and updation of KYC details in accordance with the SEBI circular are available on the Company's website at <https://tataelxsi.com/faqs-and-forms> or <https://linkintime.co.in/home-KYC.html>.

17. Process to cast votes through remote e-Voting:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on ‘e-Voting facility provided by Listed Companies’, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>NSDL IDeAS facility:</p> <p>If the user is already registered with NSDL IDeAS facility, follow the below steps:</p> <ol style="list-style-type: none"> 1. visit the eServices website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against Company name or

	<p>e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for NSDL IDeAS facility follow the below steps:</p> <ol style="list-style-type: none"> Option to register is available at https://eservices.nsdl.com Select 'Register Online for IDeAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. <p><u>e-Voting directly through the NSDL portal:</u></p> <ol style="list-style-type: none"> Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>NSDL Mobile App:</p> <p>The users can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p><u>If the user is registered for CDSL's Easi / Easiest facility:</u></p> <ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The users are requested to use the link www.cdslindia.com and click on New System Myeasi with existing user id and password.

	<p>3. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>
	<p><u>If the user is not registered for CDSL's Easi / Easiest facility:</u></p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>
	<p><u>Voting directly through the CDSL portal:</u></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once login, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either in a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then your user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-voting, then you can user your existing password to login and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
 - e. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - f. Now, you will have to click on “Login” button.
 - g. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of Company, which is 128453 for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer.tel@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.com.

4. Members are requested to take note of the contact details for reaching out to the RTA are as below:

Contact Number	+91 8108118484
E-mail	csg-unit@tcplindia.co.in
Correspondence address	Link Intime India Private Limited C 101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Resolutions mentioned under Item No. 1 and 2 of the accompanying Notice.

Context for Item No. 1 & 2:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Ashu Suyash and Mr. Soumitra Bhattacharya as Additional Directors (Non-Executive, Independent) of the Company with effect from April 4, 2024.

Given their experience and expertise in strategy, portfolio management, people, finance, stakeholder management, risk and regulatory affairs, Sales & marketing, international business, general management & leadership, technical and professional skills, the Board considers it desirable and in the interest of the Company to onboard Ms. Ashu Suyash and Mr. Soumitra Bhattacharya as Independent Directors on the Board of the Company and accordingly based on the recommendation of the Nomination and Remuneration Committee, the Board recommend the appointments of Ms. Ashu Suyash and Mr. Soumitra Bhattacharya as Independent Directors as proposed in the Resolution no. 1 & 2 for approval by the Members as a Special Resolution.

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, Ms. Ashu Suyash and Mr. Soumitra Bhattacharya have given necessary declarations to the Board that they meet the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and are not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. Ms. Ashu Suyash and Mr. Soumitra Bhattacharya have also given their consent to act as Directors. The Board is of the opinion that Ms. Ashu Suyash and Mr. Soumitra Bhattacharya fulfil the conditions specified in the Act and the Rules framed thereunder, for appointment as Independent Directors and that they are independent of the management. The appointments of Ms. Ashu Suyash and Mr. Soumitra Bhattacharya are now being placed before the Members for their approval. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing their candidature to the office of the directorship of the Company.

None of the other Directors, KMPs or their respective relatives, are in any way, concerned or interested, financially or otherwise, except as shareholders in general in the Special Resolutions mentioned in this Notice.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

ANNEXURE TO THE NOTICE

Details of Director(s) seeking appointment

Particulars	Disclosure	
Name of the appointee	Ms. Ashu Suyash	Mr. Soumitra Bhattacharya
Designation	Independent Director	Independent Director
DIN	00494515	02783243
Date of Birth (Age)	February 2, 1967	June 24, 1960
Date of first appointment on Board	April 4, 2024	April 4, 2024
Qualification	Chartered Accountant, Bachelor's degree in Commerce	Chartered Accountant, Bachelor's degree in Commerce
Brief Profile / Resume, Experience, and Expertise in specific functional areas	<p>Ms. Ashu Suyash is a successful leader with over 33 years of experience in Indian financial services and the global information services sector. As CEO, she led Indian and multi-national businesses, set up several new businesses, managed and grown complex regulated businesses, and driven transformation and change. She has recently set up Colossa Ventures and prior to that, she was the Managing Director & CEO of CRISIL Limited.</p> <p>Ms. Suyash played a pivotal role in enabling CRISIL regain its Ratings Leadership position and transform to become a Global analytics company through widescale adoption of technology. She led CRISIL's growth through acquisitions in a very challenging environment. Prior to her role as CEO and MD at CRISIL, Ms Suyash worked with reputed financial organisations - L&T Financial Services Group, Fidelity International and Citibank.</p> <p>She has strong business acumen and experience spanning banking, capital markets, investment management, wealth management, ratings, research and analytics. Having managed P&Ls, large global teams and led M&A, she brings sharp insight</p>	<p>Mr. Soumitra Bhattacharya's career spans 39 years of professional experience in the Corporate World. He has been associated with the Bosch Group for more than 28 years. He served as the Managing Director of Bosch Ltd., and Regional President for the Bosch Group in India and retired on 30th June 2023. Prior to Bosch Ltd., from 1984 to 1995 he served in various key management positions at TATA Steel (IPITATA), INDAL (Indian Aluminium Company Ltd.,) and one of the founding members for Tanishq of Titan Company Limited.</p> <p>He has led as chair of the CII (Confederation of Indian Industry) National Committee on MNCs since 2020 till 2023 and had stints as Chairman (2013-2014) for the Karnataka State Council for CII in India and as Co-Chair (2017-2019) for Skills Committee-CII at the National Level and as a CII National Council Member, has been able to further share his passion for business excellence, building agile corporate environments, economics, and finance.</p> <p>Since July 2023 Mr. Bhattacharya has taken up the role of CEO and Director for IFQM an industry led initiative focused on Quality, Excellence and Innovation.</p> <p>He has vast experience in Sales marketing, international business,</p>

	on strategy, portfolio management, people, finance, stakeholder management, risk and regulatory affairs.	general management & leadership, financial and risk management, technical and professional skills and has knowledge including legal, governance and regulatory aspects.
Shareholding in the Company including shareholding as a beneficial owner	Nil	
Terms and conditions of appointment	Appointed as Non-Executive Independent Directors of the Company for a period of 5 (five) years with effect from April 4, 2024, up to April 3, 2029 (both days inclusive) and not liable to retire by rotation	
The justification for the appointment	Please refer to the explanatory statement for details.	
Details of remuneration sought to be paid	Eligible for sitting fees and commission, as approved by the Board	
Number of Meetings of the Board attended during FY 2023-24	NA	
Relationship with other Directors, Managers and other Key Managerial Personnel	Nil	
Directorships held in other companies including listed companies and excluding Private Limited Companies, Section-8 Companies and Foreign Companies	<ul style="list-style-type: none"> • Hindustan Unilever Limited, <i>(Independent Director)</i> • Kotak Mahindra Bank Limited <i>(Independent Director)</i> • National Institute of Securities and Capital Markets <i>(Independent Director)</i> 	<ul style="list-style-type: none"> • Bosch Limited <i>(Chairman, Non-Executive Non-Independent Director)</i> • Asian Paints Limited <i>(Independent Director)</i>
Memberships / Chairmanships of committees of other companies including listed companies and excluding Private Limited Companies, Section-8 Companies and Foreign Companies	<p><u>Hindustan Unilever Limited:</u> Member: -</p> <ul style="list-style-type: none"> - Audit Committee, - Nomination and Remuneration Committee - Risk Management Committee <p>Chairperson: -</p> <ul style="list-style-type: none"> - ESG Committee, <p><u>Kotak Mahindra Bank Limited:</u> Member: -</p> <ul style="list-style-type: none"> - Audit Committee - Risk Management Committee <p>Chairperson: -</p> <ul style="list-style-type: none"> - Stakeholder Relationship Committee - Credit and Investment Committee - Group Risk Management 	<p><u>Bosch Limited:</u> Member: -</p> <ul style="list-style-type: none"> - Audit Committee - Stakeholders' Relationship Committee - Nomination and Remuneration Committee - Corporate Social Responsibility Committee <p><u>Asian Paints Limited:</u> Member: -</p> <ul style="list-style-type: none"> - Audit Committee - Investment Committee <p>Chairman: -</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee

	<p>Committee</p> <ul style="list-style-type: none"> - Subsidiary Oversight and Governance Committee <p><u>National Institute of Securities and Capital Markets:</u></p> <p>Member: –</p> <ul style="list-style-type: none"> - Audit Committee 	
Name of listed entities from which the person has resigned in the past three years	Retired as Managing Director & CEO from CRISIL Limited	Retired as Managing Director from Bosch Limited
In the case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Ms. Ashu Suyash has strong business acumen and experience spanning banking, capital markets, investment management, wealth management, ratings, research and analytics and has sharp insight on strategy, portfolio management, people, finance, stakeholder management, risk and regulatory affairs.	Mr. Soumitra Bhattacharya has vast experience in Sales marketing, international business, general management & leadership, financial and risk management, technical and professional skills and has knowledge including legal, governance and regulatory aspects.

Date: April 23, 2024

Place: Bangalore

Registered Office:

Tata Elxsi Limited,
ITPB Road, Whitefield, Bangalore - 560048

E-mail: investors@tataelxsi.com

Website: www.tataelxsi.com

CIN: L85110KA1989PLC009968

By Order of the Board of Directors

Sd/-
Cauveri Sriram
Company Secretary & Compliance Officer