

V MADAN, B. Com; ACA; ACS

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To,

Mr. N. G. Subramaniam

Chairman

Tata Elxsi Limited

ITPB Road, Whitefield,

Bengaluru - 560 048

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 32nd Annual General Meeting of Tata Elxsi Limited held on Friday, June 25, 2021 at 02.30 p.m. (IST) through video conferencing ('VC') /other audio-visual means ('OAVM').

I, V Madan, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Tata Elxsi Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 32nd Annual General Meeting

(" AGM") of Tata Elxsi Limited on Friday, June 25, 2021 at 02.30 p.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated April 22, 2021, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company / Depositories, in compliance with the MCA circulars dated May 5, 2020 and January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021. The Company had availed the e-voting facility offered by National Securities Depository Limited ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

In view of the situation arising out of COVID-19 and in terms of the MCA Circulars, the Company had sent the Annual General Meeting notice in electronic form only and the same was completed on June 2, 2021.

The voting period for remote e-voting commenced on Monday, June 21, 2021 (9:00 a.m. IST) and ended on Thursday, June 24, 2021 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date Friday, June 18, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM. After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the

votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

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 resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1350	37657797	99.998

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	676	0.002

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution 2: Ordinary Resolution

To declare a Dividend on Equity Shares for the financial year 2020-21

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1350	37789942	99.998

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	839	0.002

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. N. Ganapathy Subramaniam (DIN: 07006215) who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1289	37127051	98.267

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
63	654790	1.733

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution 4: Ordinary Resolution

Appointment of Prof. Anurag Kumar (DIN: 03403112) as an Independent Director

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1315	37540377	99.359

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	242305	0.641

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution 5: Special Resolution

Re-appointment of Mr. Sudhakar Rao (DIN: 00267211) as an Independent Director

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1300	37427274	99.062

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
53	354397	0.938

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution 6: Ordinary Resolution

Payment of Commission to Non-Executive Directors of the Company

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1149	33197303	87.866

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
207	4584621	12.134

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution 7: Ordinary Resolution

Approval for Related Party Transactions

In terms of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and the provisions of Section 188 of the Companies Act, 2013 read with the relevant rules, the Promoters and Promoter Group Companies voting is not to be considered for the Resolution/business No. 7 of the Notice convening the 32nd AGM of Tata Elxsi Limited which pertains to approval for Related Party transactions. Accordingly the votes cast by the promoters and promoter group companies for Resolution No. 7 is not considered. The results of the e-voting in respect of Resolution No. 7 are as follows:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1291	9978526	99.270

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
60	73365	0.730

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Thanking you,
Yours faithfully,

V
MADAN

Digitally signed
by V MADAN
Date: 2021.06.26
23:29:39 +05'30'

V Madan
Practicing Company Secretary
ACS: 5048 CP No.: 21778
A-501, Nagarjuna Enclave, 76A, 14th Cross,
J P Nagar, I Phase,
Bengaluru - 560078
Place: Bengaluru
Dated: June 26, 2021