



Registered & Corporate office: Tata Elxsi Limited, ITPB Road, Whitefield, Bengaluru 560048

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CIN: L85110KA1989PLC009968

POSTAL BALLOT NOTICE

TO THE MEMBERS,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), the Resolution appended below for approval of Related Party Transactions, proposed as an Ordinary Resolution for approval by the Members of Tata Elxsi Limited (the "Company") through Postal Ballot by remote e-voting process ("e-voting").

In compliance with the MCA Circulars and pursuant to other applicable laws and regulations, this Postal Ballot Notice is being sent in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories, to enable them to cast their votes electronically only. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company at their meeting held on December 17, 2021 have, subject to the approval of the Members of the Company by way of an Ordinary Resolution, approved the revision in the material Related Party Transaction with Jaguar Land Rover (JLR), UK.

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice.

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

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members are requested to read the instructions in the Notes to this Postal Ballot notice to cast their vote electronically through the remote e-voting process which commences from **Thursday, January 27, 2022 at 9.00 a.m. (IST) and ends on Saturday, February 26, 2022 at 5:00 p.m. (IST).**

After completion of scrutiny of the votes, the Scrutinizer will submit the Report to the Chairman of the Company or any person authorised by him. The results of the voting conducted through Postal Ballot (through the remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised, on or before February 28, 2022. The same will be available on the website of the Company: www.tataelxsi.com, the website of NSDL: www.evoting.nsdl.com and also shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Resolution, if approved, will be taken as having been passed effectively on the last date of remote e-voting i.e. **Saturday, February 26, 2022.**

RESOLUTION

Approval for Related Party Transaction with Jaquar Land Rover Limited,UK

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party Transaction(s), approval of the shareholders be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s), including any modifications, alterations or amendments thereto, with Jaquar Land Rover Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for providing Automotive Design & Engineering support, on such terms and conditions as the Board of Directors may deem fit, and that the limit as approved at the 32nd Annual General Meeting held on June 25, 2021, be revised from Rs. 250 crores per annum for each of the FYs 2021-22 and 2022-23, up to a maximum aggregate value of Rs. 325 crores per annum for financial year 2021-22 and Rs. 450 crores per annum for financial year 2022-23, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors and/or Managing Director of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Place: Bengaluru
Date: December 17,2021

By order of the Board

Tata Elxsi Limited
G Vaidyanathan
General Counsel & Company Secretary
ACS 7368

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Act”) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) setting out the material facts and reasons for the proposed Resolution above, is appended herein below for your consideration.
2. In compliance 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 and General Circular Nos. 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), the Postal Ballot Notice is being sent via email only 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 available with Tata Elxsi Limited (“the Company”) and Depositories as on **January 21, 2022 (“cut-off date”)**. The voting rights shall also be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) 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. A copy of this Postal Ballot Notice is also available on the website of the Company www.tataelxsi.com, the relevant section of the websites of 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.
4. This Postal Ballot Notice is being sent by email only to those eligible Members who have already registered their e-mail addresses with the Depositories / the depository participants / the Company’s Registrar and Share Transfer Agents TSR Darashaw Consultants Private Limited (“TSR”) /the Company, as at 5:00 p.m. (IST) on January 21, 2022.
5. If your e-mail address is not registered with the Company/Depositories, you may register on or before 5:00 p.m. (IST) , February 15, 2022 to receive this Postal Ballot Notice by completing the process for registration of e-mail address as under: **Click on the URL: https://tcpl.linkintime.co.in/EmailReg/email_register.html**
 - a. Select the Name of the Company from dropdown: **Tata Elxsi Limited**
 - b. 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 one of the Share Certificate number.
 - c. Enter Mobile number & e-mail ID.
 - d. System generated One Time Password (“OTP”) to be sent on mobile number and e-mail ID.
 - e. Enter OTP received on mobile number and e-mail ID.
 - f. Click on Submit button.
6. 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.
7. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules; (ii) Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and (iii) MCA Circulars, the Company is offering only remote e-Voting facility to all the Members of the Company and the business will be transacted only through the remote e-Voting system. The Company has engaged the services of NSDL for facilitating remote e-Voting to enable the Members to cast their votes electronically. A Member shall only avail this facility as per the instructions provided herein.
8. The remote e-Voting period shall commence on Thursday, **January 27, 2022 at 9.00 a.m. (IST) and end on Saturday, February 26, 2022 at 5:00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL thereafter. During this period, Members of the Company holding shares either in physical or electronic form, as on the cut-off date, i.e. **January 21, 2022**, shall cast their vote electronically.
9. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
10. The procedure to login to e-Voting website consists of two steps as detailed hereunder.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs 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
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 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. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or 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 or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, 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.jsp3. 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 or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for 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 URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. 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 or joining virtual meeting & voting during the meeting.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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 on 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:
a) 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*****.
b) 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*****
c) 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 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 use 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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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.
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 toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in
4. The SEBI vide its Circulars dated November 3, 2021 and December 14, 2021, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities.

Effective January 1, 2022, Grievance Redressal / Service Requests can be availed with the RTA only after the required Documents / Complete data as mandated are furnished for physical folios.

Further, if any ONE of the cited documents / details as enunciated in the said circular are NOT registered with Company / RTA, within March 31, 2023, such the folios shall be frozen by the Company / Registrar and Share Transfer Agent of the Company (RTA).

It is also mandatory to link PAN with Aadhar number, as per the Central Board of Direct Taxes (CBDT) by March 31, 2022. Security holders who are yet to link the PAN with Aadhar number are requested to get the same done before March 31, 2022. The securities held in folios which have no PAN registered against the same/ have invalid PAN registered on our records, as on the notified cut-off date of March, 31, 2022 or any other date as may be specified by the CBDT, shall also be frozen.

The formats for Nomination and Updation of KYC details in accordance with the SEBI circular are available on the Company’s website at www.tataelxsi.com or <https://www.tcplindia.co.in> > Investor Services > Downloads > KYC.

EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, provide that transactions with Related Parties where the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company shall be considered material and will require prior approval of shareholders through ordinary resolution.

At the 32nd Annual General Meeting of the Company held on June 25, 2021 the shareholders of the Company had approved transactions with Jaquar Land Rover Limited (JLR) upto a maximum aggregate value of Rs. 250 Crores per year, for each of the financial years 2021-22 and 2022-23 pursuant to the provisions of section 188 of the Companies Act, 2013 (“the Act”) and in terms of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“Listing Regulations”).

Subsequent to the increased engagement with JLR, the transactions with JLR are likely to exceed the limits approved at the 32nd Annual General Meeting. The Board of Directors of the Company at their Meeting held on December 17, 2021, subject to the approval of the Members of the Company by way of an Ordinary Resolution, approved the revision in the limit of Related Party Transactions with Jaquar Land Rover Limited to a maximum aggregate value of Rs. 325 crores for financial year 2021-22 and Rs. 450 crores for financial year 2022-23.

The Board is of the opinion that the Resolution stated in the accompanying Notice is in the best interest of the Company and its Members and, hence, recommends the Resolution for approval by the Members of the Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Jaquar Land Rover Limited are as follows:

Name of the related party	Jaquar Land Rover Limited
Name of the director or key managerial personnel who is related, if any	None
Nature of relationship	By virtue of Jaquar Land Rover Limited being a subsidiary of Tata Motors Limited, which is an associate of the promoter - Tata Sons Private Limited, Tata Elxsi Limited and JLR are Related Party.
Nature, material terms, monetary value and particulars of the contract or arrangements	Contract / agreement to provide design, technology and engineering services, including advanced R&D. Proposed transaction value: Rs. 325 Crores for FY 2021-22 Rs. 450 Crores for FY 2022-23
Any other information relevant or important for the members to take a decision on the proposed resolution	At the 32 nd Annual General Meeting of the Company held on June 25, 2021 the shareholders of the Company had approved transactions with Jaquar Land Rover Limited (JLR), being a related party of the Company, upto a maximum aggregate value of Rs. 250 Crores per year, for each of the financial years 2021-22 and 2022-23. Tata Elxsi (“TE”) has been engaged with JLR prior to the acquisition of the company by Tata group. JLR is one of the oldest customer of Tata Elxsi’s Automotive Division.

TE act as R & D Centre for their various new vehicle programs and provides niche product design expertise and engineering services in the areas of mechanical, electronics and software development and complete vehicle program management. Subsequent to increased engagement with JLR , the value of transactions are likely to exceed the limits approved at the 32nd Annual General Meeting and accordingly, prior approval of the Members is being sought, in terms of the resolution as set out in the Notice to the Postal Ballot dated December 17, 2021.

The transactions under consideration, to be entered into by the Company with JLR for the above periods is in the ordinary course of business and at arms length basis.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

Place: Bengaluru
Date: December 17,2021

By order of the Board

Tata Elxsi Limited
G Vaidyanathan
General Counsel & Company Secretary
ACS 7368