



June 24, 2022

DGM – Corporate Relations
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

The Listing Department
National Stock Exchange
Exchange Plaza
Plot No. C-1, Block G
Bandra – Kurla Complex
Bandra (East)
Mumbai – 400 051

Dear Sir,

Sub: Proceedings / Outcome of the 33rd Annual General Meeting of the Company.

In compliance with Regulations 30 and 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed:

1. The summary of the proceedings of the 33rd Annual General Meeting (AGM) of the company held on Thursday June 23, 2022 at 2:30 P.M., held through Video Conference (VC) / Other Audio Visual Means (OAVM).
2. Voting results, in the prescribed format in respect of the business transacted at the AGM.
3. Scrutinizer's Report of e-voting and poll along with Consolidated Report, dated June 24, 2022.

We would like to inform that all the Resolutions as set out in the Notice dated April 20, 2022 are passed by the shareholders with requisite majority.

The voting results along with Scrutinizer's Report are also being uploaded on the Company's website www.tataelxsi.com and on the website of National Securities Depository Limited, www.evoting.nsdl.com.

You are requested to please take the same on record and confirm.

Yours faithfully,

For Tata Elxsi Limited


Cauveri Sriram

Company Secretary and Compliance Officer

Encl: a/a

TATA ELXSI

Registered Office **Tata Elxsi Limited** ITPB Road Whitefield Bangalore 560 048 India

Tel +91 80 2297 9123 Fax +91 80 2841 1474

www.tataelxsi.com



Summary of the proceedings of the 33rd Annual General Meeting

The 33rd Annual General Meeting (AGM) of the members of Tata Elxsi Limited was convened at 2:30 P.M on Thursday, June 23, 2022 through Video Conference (VC) / Other Audio-Visual Means (OAVM).

The meeting was chaired by Mr. N.G. Subramaniam, Chairman. The Directors of the Company and the representatives of Statutory Auditors, Secretarial Auditor and Scrutinizer were also present through VC from their respective locations.

The quorum being present, the Chairman called the meeting to order. With the consent of the Shareholders, the Notice convening the Meeting was taken as read. There were 119 members who joined the Meeting in virtual mode and the quorum was present throughout the meeting.

The Chairman made his opening remarks covering the performance of the Company in the financial year 2021-22 and the way forward. The Chairman delivered his speech to the shareholders and put forth the items to be transacted before the meeting as set out in the Notice of 33rd AGM.

The shareholders who had registered in advance with the Company were then invited to ask questions or give their views. The chat box facility was also available to shareholders to concurrently communicate with the Management. Thereafter the Chairman responded to all queries/clarifications raised by members.

The Members were also informed that the Board of Directors had appointed Mr. Madan V, Practicing Company Secretary, as Scrutinizer for scrutinizing the remote e-voting process before the AGM and e-voting during the AGM of the Company, in a fair and transparent manner. The Company Secretary informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided the remote e-voting facility to the Members in respect of businesses to be transacted at the AGM. Further, the facility of casting votes by remote e-voting was provided to Members from June 19, 2022 (9:00 a.m) to June 22, 2022 (5:00 p.m) and e-voting was provided during the AGM to those members who did not cast their votes earlier through remote e-voting.

The following resolutions as set out in the Notice convening the AGM were put to vote by Remote e-voting and e-voting during the meeting:

TATA ELXSI

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(CIN-L85110KA1989PLC009968)

Cauveri Subramaniam



Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend of Rs. 42.50 per equity share of Rs. 10 each for the financial year 2021-22.
3. To appoint a Director in place of Mr. Ankur Verma who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s BSR & Co. LLP, Chartered Accountants (Regn No. 101248W/W-100022) as Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting up to the conclusion of the 38th Annual General Meeting to be held in the year 2027.

Special Business:

5. Re-appointment of Mr. Manoj Raghavan as the Chief Executive Officer and Managing Director of the Company.

All the resolutions as set out in the Notice of the 33rd AGM were passed by the members with the requisite majority.

Details of the proceedings of the Meeting

Name of the company : Tata Elxsi Limited

Date of AGM : Thursday – June 23, 2022

Total number of shareholders on record date	4,69,617
No. of shareholders present in the meeting: Either in person or through proxy	
• Promoters & Promoter Group	-
• Public	2
No. of shareholders present in the meeting: video conferencing	
• Promoters & Promoter Group	3
• Public	114

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Cauveri Shivan



Details of the results of the Meeting

Item No.	Type of Resolution	Resolutions passed	Mode of Voting (Poll/Postal Ballot/E-voting)
1	Ordinary	To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon. (Passed with Requisite Majority)	Remote e-voting prior and during the AGM
2	Ordinary	To declare a dividend of Rs. 42.50 per equity share of Rs. 10 each for the financial year 2021-22 (Passed with Requisite Majority)	Remote e-voting prior and during the AGM
3	Ordinary	To appoint a Director in place of Mr. Ankur Verma, who retires by rotation and, being eligible, offers himself for reappointment. (Passed with Requisite Majority)	Remote e-voting prior and during the AGM
4	Ordinary	To re-appoint M/s BSR & Co. LLP, Chartered Accountants (Regn No. 101248W/W-100022) as Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting up to the conclusion of the 38th Annual General Meeting to be held in the year 2027. (Passed with Requisite Majority)	Remote e-voting prior and during the AGM
5	Ordinary	Re-appointment of Mr. Manoj Raghavan as the Chief Executive Officer and Managing Director of the Company. (Passed with Requisite Majority)	Remote e-voting prior and during the AGM

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Tata Elxsi Ltd

Resolution Required : (Ordinary)		1 - To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
Promoter and Promoter Group	E-Voting	27348919	26295264	96.1474	26295264	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		26295264	96.1474	26295264	0	100.0000	0.0000	0
Public Institutions	E-Voting	12006623	9034513	75.2461	9021373	13140	99.8546	0.1454	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		9034513	75.2461	9021373	13140	99.8546	0.1454	0
Public Non Institutions	E-Voting	22920898	107202	0.4677	105945	1257	98.8274	1.1726	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		107202	0.4677	105945	1257	98.8274	1.1726	0
Total		62276440	35436979	56.9027	35422582	14397	99.9594	0.0406	0

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Tata Elxsi Ltd

Resolution Required : (Ordinary)

2 - To declare a dividend of Rs. 42.50 per equity share of Rs. 10 each for the financial year 2021-22.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	27348919	26295264	96.1474	26295264	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		26295264	96.1474	26295264	0	100.0000	0.0000	0
Public Institutions	E-Voting	12006623	9070162	75.5430	9070162	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		9070162	75.5430	9070162	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	22920898	106557	0.4649	106280	277	99.7400	0.2600	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		106557	0.4649	106280	277	99.7400	0.2600	0
Total		62276440	35471983	56.9589	35471706	277	99.9992	0.0008	0

Cauveri Shivan

Tata Elxsi Ltd

Resolution Required : (Ordinary)		3 - To appoint a Director in place of Mr. Ankur Verma [DIN: 07972892], who retires by rotation and, being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	27348919	26295264	96.1474	26295264	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		26295264	96.1474	26295264	0	100.0000	0.0000	0
Public Institutions	E-Voting	12006623	9060293	75.4608	4738784	4321509	52.3028	47.6972	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		9060293	75.4608	4738784	4321509	52.3028	47.6972	0
Public Non Institutions	E-Voting	22920898	106486	0.4646	105270	1216	98.8581	1.1419	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		106486	0.4646	105270	1216	98.8581	1.1419	0
Total		62276440	35462043	56.9430	31139318	4322725	87.8103	12.1897	0

Cauveri Shivan

Tata Elxsi Ltd

Resolution Required : (Ordinary)		4 - To re-appoint M/s BSR & Co.LLP, Chartered Accountants (Regn No. 101248W/W-100022) as Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting up to the conclusion of the 38th Annual General Meeting to be held in the year 2027.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	27348919	26295264	96.1474	26295264	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		26295264	96.1474	26295264	0	100.0000	0.0000	0
Public Institutions	E-Voting	12006623	9060293	75.4608	9060293	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		9060293	75.4608	9060293	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	22920898	106483	0.4646	105953	530	99.5023	0.4977	1
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		106483	0.4646	105953	530	99.5023	0.4977	0
Total		62276440	35462040	56.9429	35461510	530	99.9985	0.0015	0

Cauveri Shivan

Tata Elxsi Ltd

Resolution Required : (Ordinary)		5 - Re-appointment of Mr. Manoj Raghavan as the Chief Executive Officer and Managing Director of the Company for a further period of five years with effect from October 02, 2022, up to October 01, 2027, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice of the 33rd AGM.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	27348919	26295264	96.1474	26295264	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		26295264	96.1474	26295264	0	100.0000	0.0000	0
Public Institutions	E-Voting	12006623	9060293	75.4608	4971065	4089228	54.8665	45.1335	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		9060293	75.4608	4971065	4089228	54.8665	45.1335	0
Public Non Institutions	E-Voting	22920898	106553	0.4649	104882	1671	98.4318	1.5682	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		106553	0.4649	104882	1671	98.4318	1.5682	0
Total		62276440	35462110	56.9431	31371211	4090899	88.4640	11.5360	0

Cauveri Shivan

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

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 Thirty Third Annual General Meeting of Tata Elxsi Limited held on Thursday, June 23, 2022 at 2.30 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, V Madan, Practising 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 33rd Annual General Meeting ("AGM") of Tata Elxsi Limited on Thursday, June 23, 2022 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 20, 2022, 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



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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 May 30, 2022.

The voting period for remote e-voting commenced on Sunday, June 19, 2022 (9:00 a.m. IST) and ended on Wednesday, June 22, 2022 (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 Thursday, June 16, 2022 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, 2022, 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
1714	35422582	99.959

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	14397	0.041

(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 of Rs. 42.50 per equity share of Rs. 10 each for the financial year 2021-22

(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
1733	35471706	99.999



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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	277	0.001

(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. Ankur Verma (DIN: 07972892) 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
1417	31139318	87.810

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
318	4322725	12.190

(iii) **Invalid** votes:

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



Resolution 4: Ordinary Resolution**Re-appointment of M/s BSR & Co. LLP, Chartered Accountants (Regn No. 101248W/W-100022) as Statutory Auditors 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
1694	35461510	99.999

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
34	530	0.001

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	1

Resolution 5: Ordinary Resolution**Re-appointment of Mr. Manoj Raghavan (DIN:8458315) as the Chief Executive Officer and Managing Director 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
1393	31371211	88.464



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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
341	4090899	11.536

(iii) **Invalid** votes:

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

Thanking you,
Yours faithfully,

Digitally signed by
V MADAN
V MADAN
Date: 2022.06.24
12:30:42 +05'30'

V Madan
Practising 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 24, 2022
UDIN: A005048D000525755