



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

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

(CIN-L85110KA1989PLC009968)



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

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



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

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

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
		[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	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

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	[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	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

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