

NOTICE

Notice is hereby given that the **TWENTY-NINTH ANNUAL GENERAL MEETING** of **TATA ELXSI LIMITED** will be held on Wednesday, July 25, 2018 at 12:30 pm., at St. John's Auditorium, John Nagar, Koramangala, Bengaluru - 560 034, to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Financial Statement of Profit and Loss Account for the year ended March 31, 2018 and the Audited Balance Sheet as at that date together with the Cash Flow Statement and the reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year 2017-18.
3. To appoint a Director in place of Mr. N. Ganapathy Subramaniam who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the re-appointment of M/s. BSR & Co. LLP, Chartered Accountants (Regn No. 101248W/W-100022) as Statutory Auditors of the Company, who have been appointed at the 28th Annual General Meeting held on July 27, 2017 for a period of five years up to the conclusion of 33rd Annual General Meeting to be held in the year 2022.

Bengaluru, April 26, 2018

By Order of the Board

Registered Office:

ITPB Road, Whitefield,
Bengaluru - 560 048.
CIN: L85110KA1989PLC009968

G. Vaidyanathan
Company Secretary

NOTES:

- a) The relevant details of the person seeking re-appointment/appointment as Director under Item No. 3 above, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing proxy, in order to be effective, must be deposited, at the Company's Registered Office duly completed and signed, not less than FORTY-EIGHT hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution / authority as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
- c) Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at the Registered Office so as to reach at least 7 days before the date of the Meeting so that the required information can be made available at the Meeting.
- d) Members / Proxies attending the Meeting are requested to bring their copy of the Annual Report for reference at the Meeting as also the Attendance Slip duly filled in for attending the Meeting.
- e) Register of Members and Transfer Books of the Company will remain closed from July 18, 2018 to July 25, 2018 (both dates inclusive) for the purpose of determining the shareholders entitled to the payment of Dividend declared, at the Annual General Meeting on July 25, 2018 for the year ended March 31, 2018.

Dividend on shares, when declared, will be paid only to those members whose names are registered as such in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before July 17, 2018 and to the Beneficial Holders as per the Beneficiary List as on July 17, 2018 provided by the NSDL and CDSL.

- f) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number

(PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company.

- g) Electronic copy of the Annual Report 2017–18 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2017-18 are being sent in the permitted mode.
- h) Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report 2017-18 will also be available on the Company's website www.tataelxsi.com for their download. The physical copies of the aforesaid documents are also available in the Company's Registered Office in Bengaluru for inspection during normal business hours on any working day. Members, who have registered their email IDs for receiving all communication by electronic means, are also entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's dedicated investor email-id: investors@tataelxsi.com.
- i) Voting through electronic means:
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on July 22, 2018 (9:00 am) and ends on July 24, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 18, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select "EVEN" ("E-Voting Event Number") of "Tata Elxsi Limited" **EVEN 108495**.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to telscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or have requested for physical copy:
- (i) Initial password is provided as below at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free No. 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of July 18, 2018.
- X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 18, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or csg-unit@tsrdarashaw.com.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free No. 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mrs. Jayashree Parthasarathy, Practicing Company Secretary (Membership No. 4610) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM

a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.tataelxsi.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE and NSE.
- j) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
- k) Members holding shares in electronic form may please note that as per the regulations of National Securities Depository Ltd (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these Depositories to the Company and the Company cannot entertain any request for deletion / change of bank details already printed on dividend warrants as per information received from the concerned Depositories. In this regard, Members should contact their Depository Participant (DP) and furnish particulars of any changes desired by them.
- l) Members who have not received their dividend paid by the Company in respect of earlier years, are requested to check with the Company's Registrars & Transfer Agents i.e. M/s. TSR Darashaw Limited, 6-10 Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011. Members are requested to note that in terms of Section 125 of the Companies Act, 2013 any dividend unpaid / unclaimed for a period of 7 years from the date these first became due for payment, is to be transferred to the Central Government to the credit of the Investor Education & Protection Fund. Thereafter, no claim shall be entertained by the company in respect of the dividend transferred to the Fund.

Members who have not yet encashed their dividends for the financial year ended March 31, 2011 onwards are being individually intimated and are requested to make their claims to the Company's Registrars & Transfer Agents accordingly, without delay. It may be noted that the unclaimed dividend for the financial year ended 31st March, 2011 are due for transfer to the Investor Education & Protection Fund on August 27, 2018. The details of unclaimed dividend for the financial years from 2010-11 to 2016-17 are uploaded on the Company's website at <http://www.tataelxsi.com/investors/unclaimed-dividend-amount>.

It may be noted that the Ministry of Corporate Affairs (MCA) has recently notified the "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016", which have come into force from September 7, 2016 as amended vide MCA notification dated February 28, 2017 and October 13, 2017. The said Rules inter-alia provides for transfer of equity shares to the IEPF Authority in respect of those equity shares against which the dividends have remained unpaid or unclaimed for seven or more consecutive years. In terms of the said rules the Company has sent reminders to all the investors who have not encashed their dividend for the previous 7 years or more to claim their dividend. The Company has transferred the underlying shares to the IEPF Authority as per the procedure set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The details of those equity shares along with the folio number; name of the shareholders are available at the company's website at <http://www.tataelxsi.com/investors-relations.html>.

- m) Shareholder/s holding physical shares are requested to approach any of the Depository Participants (DP) for dematerialisation of their shares in the Company for ease and convenience.
- n) Sole shareholders, if they so desire, can file the nomination form, available at page number 99. The duly filled in and executed form may please be sent to the Company or to the Registrar and Share Transfer Agent for further action.
- o) The route map for reaching the venue of the 29th Annual General Meeting is given at page number 101.

Bengaluru, April 26, 2018

By Order of the Board

Registered Office:

ITPB Road, Whitefield,
Bengaluru - 560 048.
CIN: L85110KA1989PLC009968

G. Vaidyanathan
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') sets out all material facts relating to the business mentioned at Item No. 4 of the accompanying Notice:

Item No. 4 (Not mandatory)

At the Annual General Meeting held on July 27, 2017, M/s. BSR & Co. LLP, Chartered Accountants (Regn No. 101248W/W-100022), were appointed as the Statutory Auditors of the Company for a period of five (5) years up to the conclusion of 33rd Annual General Meeting of the Company to be held in 2022.

In terms of the provisions of Section 139(1) of the Act, the appointment of Statutory Auditors for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is sought for the business as set out in Item No.4 of the Notice.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the proposed business at Item No.4 of the Notice.

Bengaluru, April 26, 2018

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Registered Office:

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CIN: L85110KA1989PLC009968

G. Vaidyanathan
Company Secretary

ANNEXURE

Information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding appointment of new Director/s or reappointment of Director/s;

Name of the Director	Mr. N. Ganapathy Subramaniam
Date of Birth	20.05.1959
Date of appointment	01.11.2014
Specialised Expertise	IT Industry and General Management.
Qualifications	M.Sc. (Mathematics)
Directorships of other companies* as at March 31, 2018	Tata Consultancy Services Limited
Chairmanship/Membership of other Committees** as at March 31, 2018	-
Number of shares held in the Company as on March 31, 2018	Nil

* Excludes private/foreign companies

** Only Audit and Stakeholders Relationship Committees are considered