



Registered & Corporate Office: Tata Elxsi Limited, ITPB Road, Whitefield, Bengaluru 560048  
Website: www.tataelxsi.com | email: investors@tataelxsi.com | Tel.: +91 80 2297 9123  
CIN: L85110KA1989PLC009968

**NOTICE OF POSTAL BALLOT**  
**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]**

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, February 16, 2024, at 9:00 a.m. (IST)	Saturday, March 16, 2024, at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**‘Act’**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**‘Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**‘SS-2’**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the **‘MCA Circulars’**), to transact the special business as set out hereunder by passing Ordinary Resolution by way of postal ballot only by voting through electronic means (**‘remote e-Voting’**).

Pursuant to Section 102 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolution setting out the material facts and reasons/ rationale thereof is annexed to this Postal Ballot Notice (**‘Notice’**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with Tata Elxsi Limited (**‘the Company’**) / Link Intime India Private Limited, Registrar and Transfer Agent (**‘RTA’**) / Depositories, to enable them to cast their votes electronically. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system.

In accordance with the provisions of the Act, Listing Regulations and MCA Circulars, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically and has engaged the services of National Securities Depository Limited (**‘NSDL’**) to facilitate the remote e-Voting process.

The remote e-Voting process commences from **Friday, February 16, 2024, at 9:00 a.m. (IST)** and concludes **Saturday, March 16, 2024, at 5:00 p.m. (IST)**.

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the **‘Notes’** section of this Notice, **not later than 5:00 p.m. (IST) on Saturday, March 16, 2024**. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

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

## **SPECIAL BUSINESS:**

### **1. Approval of modification of the Material Related Party Transactions with Jaguar Land Rover Limited, UK for FY 2023-24**

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

**“RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI Listing Regulations’**), the applicable provisions of the Companies Act, 2013 (**‘Act’**), if any, read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), and in partial modification to the resolution passed by the Members of the Company at the 34th Annual General Meeting of the Company held on July 4, 2023, approving the related party transaction(s) with Jaguar Land Rover Limited, UK (**‘JLR’**), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, aggregating to ₹600 Crore, the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the **‘Board’**, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to amend/modify the terms of the said related party contract(s)/ arrangement(s)/transaction(s) with JLR and increase/enhance the transaction value from ₹600 Crore to ₹675 Crore, whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise, for purchase and sale of goods, receiving and rendering of services and other transactions for business, to be entered during FY2023-24, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

## 2. Approval of Material Related Party Transaction with Jaguar Land Rover Limited, UK for FY 2024-25

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

**“RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI Listing Regulations’**), the applicable provisions of the Companies Act, 2013 (**‘Act’**), if any, read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s) and based on the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the **‘Board’**), the approval of the Members be and is hereby accorded to the Board (which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or in a series of transactions either taken together or otherwise) with Jaguar Land Rover Limited, UK (**‘JLR’**), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and JLR and as may be deemed fit by the Board, for an aggregate value of up to ₹1,000 Crore to be entered during FY 2024-25, subject to such contract(s) /arrangement(s) /transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**Date:** February 13, 2024

**Place:** Bangalore

**Registered Office:**

Tata Elxsi Limited

ITPB Road, Whitefield, Bangalore - 560048

E-mail: investors@tataelxsi.co.in

Website: www.tataelxsi.com

CIN: L85110KA1989PLC009968

**By Order of the Board of Directors**

Sd/-

Cauveri Sriram

Company Secretary & Compliance Officer

**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In compliance with the MCA Circulars, the Company is sending this Notice only through electronic mode 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 registered and are available with Tata Elxsi Limited ('the Company') / the Company's Registrar and Transfer Agents viz. Link Intime India Private Limited ('RTA') and Depositories as at 5:00 p.m. (IST) on **Friday, February 9, 2024**, ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up Equity Share Capital of the Company 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. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. The Notice is also available on the website of the Company at [www.tataelxsi.com](http://www.tataelxsi.com), the relevant section of the websites of the stock exchanges viz. BSE: [www.bseindia.com](http://www.bseindia.com) and NSE: [www.nseindia.com](http://www.nseindia.com) where the equity shares of the Company are listed and on the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. In compliance with the MCA Circulars and the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the Members can cast their votes on the resolution listed out in the Notice through electronic voting i.e. remote e-Voting only. The detailed procedure for remote e-Voting is listed down in the e-Voting section. The Company has engaged the services of NSDL to facilitate remote e-voting to enable the Members to cast their votes electronically.
6. The remote e-Voting shall commence on **Friday, February 16, 2024, at 9:00 a.m. (IST)** and concludes **Saturday, March 16, 2024, at 5:00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL thereafter and voting shall not be allowed beyond 05:00 p.m. (IST) on **Saturday, March 16, 2024**. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid. During this period, Members of the Company holding shares either in physical or electronic form, as on the Cut-Off date, i.e. **Friday, February 9, 2024** shall be eligible to cast their vote electronically.
7. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
8. The resolution as stated in the Notice, if approved by the Members with requisite majority shall be deemed to have been passed as on the last date for remote e-Voting i.e. **Saturday, March 16, 2024**.
9. The Board of Directors has appointed Mr. V Madan, Practicing Company Secretary (CP 21778) or failing him Mrs. Jayashree Parthasarathy, Practicing Company Secretary (CP 1988), who are not in the employment of the Company, as the Scrutinizer for conducting the Postal Ballot only through the remote e-Voting process and scrutinizing the votes casted therein, in a fair and transparent manner. The Scrutinizer has given his willingness/consent for engagement in the Postal Ballot exercise.

10. The Scrutinizer shall, consequent to the completion of the voting period, scrutinize the votes casted and shall submit his report to the Chairman of the Company and results in connection with the voting shall be declared by the Chairman or any other person authorised by the Board of Directors within two working days from the conclusion of the Postal Ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
11. The results shall be also made available on the website of the Company at [www.tataelxsi.com](http://www.tataelxsi.com). The results shall also be communicated to the stock exchanges viz. BSE Ltd. ('BSE') and National Stock Exchange Ltd. ('NSE'), NSDL and the RTA and the same shall be available on their respective websites.
12. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days until the last working day specified for casting votes through remote e-Voting.

**13. Procedure for registration of e-mail address:**

Members who have not registered their e-mail addresses are requested to follow the procedure listed down herein below for registering their e-mail address:

Category of holding	Process to be followed for registration of e-mail address and mobile number
<b>Physical</b>	<p>Members may submit the following documents with relevant supporting documents in hard copy to the RTA of the Company:</p> <ul style="list-style-type: none"> <li>- Request letter duly signed.</li> <li>- Form ISR-1 for updation of KYC details including e-mail address.</li> <li>- Forms ISR-2, ISR-3 /SH-13, SH-14 in case specimen signature, bank account and nomination details are not registered / updated.</li> <li>- Self-attested copy of PAN and any address proof viz. Aadhar, passport, driving license etc.</li> <li>- Copy of share certificate duly self-attested.</li> </ul>
<b>Demat</b>	<p>Members may contact their Depository Participants (DP) and register or update their respective e-mail addresses in the demat account, as per the process recommended by the DP.</p>

Alternatively, Members may follow the below steps to register an e-mail address for receiving the Postal Ballot Notice:

- a. Click on the URL: [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html)
- b. Select the Name of the Company from dropdown: Tata Elxsi Limited
- c. 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 the Share Certificate number.
- d. Enter Mobile number & e-mail ID.
- e. System generated One Time Password ("OTP") to be sent on mobile number and e-mail ID.
- f. Enter OTP received on mobile number and e-mail ID.
- g. Click on the Submit button.

14. Members are requested to register / update their e-mail address latest by **Friday, February 23, 2024**, in order to receive this Postal Ballot Notice. Members who update their e-mail address after the Cut-Off date are requested to communicate the same to the RTA / the Company by sending an e-mail to [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) and [investors@tataelxsi.com](mailto:investors@tataelxsi.com)

15. 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.

**16. Mandatory Updation of KYC:**

Members are encouraged to furnish / update their PAN, KYC details including contact details & bank account details, Nomination and specimen signature with the RTA / the Company in specified forms. The Securities and Exchange Board of India (“SEBI”) vide Master Circular dated May 17, 2023 and subsequent circular dated September 26, 2023 specified December 31, 2023 as the cut-off date by which Members holding shares in physical mode were required to furnish their PAN, KYC details including contact details & bank account details, Nomination and specimen signature with the RTA / the Company.

Please note that unless the above details are updated with the RTA / the Company, Members would not be able to receive any correspondence(s) / information / intimation from the RTA / the Company.

Please note that it is also mandatory to link PAN with Aadhar number. Investors who are yet to link the PAN with Aadhar number are requested to complete the same. Securities held in physical folios which have no PAN registered / have invalid PAN registered / no PAN linked with their Aadhar numbers in the records of the RTA/Company shall be considered inoperative / inactive / incomplete.

The formats for nomination and updation of KYC details in accordance with the SEBI circular are available on the Company's website at <https://tataelxsi.com/faqs-and-forms> or <https://linkintime.co.in/home-KYC.html>.

**17. Process to cast votes through remote e-Voting:**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on ‘e-Voting facility provided by Listed Companies’, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<p><b>NSDL IDeAS facility:</b></p> <p>If the user is already registered with NSDL IDeAS facility, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. visit the eServices website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under “IDeAS” section.</li> <li>3. 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 under Value added services.</li> <li>4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li> <li>5. 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.</li> </ol>
	<p>If the user is not registered for NSDL IDeAS facility follow the below steps:</p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>.</li> <li>b. Select ‘Register Online for IDeAS’ Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol>
	<p><b><u>e-Voting directly through the NSDL portal:</u></b></p> <ol style="list-style-type: none"> <li>1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>3. 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.</li> <li>4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>5. 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.</li> </ol>

	<p><b>NSDL Mobile App:</b></p> <p>The users can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b><u>If the user is registered for CDSL’s Easi / Easiest facility:</u></b></p> <ol style="list-style-type: none"> <li>1. Existing users who have opted for CDSL 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.</li> <li>2. The users are requested to use the link <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi with existing user id and password.</li> <li>3. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>
	<p><b><u>If the user is not registered for CDSL’s Easi / Easiest facility:</u></b></p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>
	<p><b><u>Voting directly through the CDSL portal:</u></b></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>



<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. 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.</li> <li>3. Click on options available against company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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 in 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:
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*****

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*****
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 your 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](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
  - e. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - f. Now, you will have to click on "Login" button.
  - g. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of Company, which is 127841 for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**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](mailto:scrutinizer.tel@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com).
4. Members are requested to take note of the contact details for reaching out to the RTA are as below:

Contact Number	+91 8108118484
E-mail	csg-unit@tcplindia.co.in
Correspondence address	Link Intime India Private Limited C 101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

## **STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013:**

The following Statement sets out all material facts relating to the Resolution(s) mentioned under Item No. 1 and 2 of the accompanying Notice.

### **Context for Item No(s). 1 to 2:**

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Tata Sons Private Limited, promoter of Tata Elxsi Limited ('the Company'), holds equity shares of more than twenty percent in Tata Motors Limited, making Tata Motors Limited as a member of the Promoter Group of Tata Elxsi pursuant to Regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended). Further, Tata Motors is also classified as an Associate Company of Tata Sons Private Limited.

Jaguar Land Rover Limited, UK ('JLR') is a subsidiary of Tata Motors Limited. Jaguar Land Rover Limited, UK is a related party to Tata Elxsi within the meaning of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of SEBI Listing Regulations, considering its association with the promoter group member and related party, Tata Motors Limited.

It is in the above context that Resolution No(s). 1 to 2 are placed for the approval of the Members of the Company.

### **Background and details of the transactions**

The Members of the Company at the 34<sup>th</sup> Annual General Meeting held on July 04, 2023 ('34<sup>th</sup> AGM') *inter alia* accorded approval vide ordinary resolution for entering into Material Related Party Transactions with Jaguar Land Rover Limited, UK ('JLR'), for an aggregate amount upto ₹600 Crore for the FY 2023-24.

During the year, with increased engagement and business transactions, the value of transactions with JLR is likely to increase to ₹675 Crore in FY 2023-24. Further, the Company proposes to undertake RPTs with JLR during the FY 2024-25 for an aggregate value not exceeding ₹1,000 Crore.

The Management has provided the Audit Committee all the required information under SEBI Circular dated November 22, 2021, read with SEBI Master Circular dated July 11, 2023. The Audit Committee considered the details as required under the law including the material terms and rationale for the revision in limits with JLR for FY 2023-24 and the prior approval sought for proposed transactions for FY 2024-25, and after due deliberation granted its approval for modification of limits to ₹675 Crore for transactions in FY 2023-24 and for an aggregate maximum value of ₹1,000 Crore for transactions with JLR for FY 2024-25. The Committee noted that the said transactions shall continue to be at an arm's length pricing basis and in the ordinary course of business.

The Board is of the opinion that the Resolution stated in the accompanying Notice in Item No. 1 and 2 is in the best interest of the Company and its Members and, hence, recommends the Resolution for approval by the Members of the Company.

Details of the material Related Party Transaction(s) between the Company and JLR, including the information required to be disclosed as part of the Explanatory Statement pursuant to the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the proposed modification(s) thereto, are as follows:

Description	Details of proposed RPTs between the Company and JLR and material modification(s) thereto
Summary of information provided by the Management to the Audit Committee for approval of the proposed material modification to the RPTs	
Name of the Related Party (s) and its relationship with the Company or its subsidiary, including the nature of its concern or interest (financial or otherwise)	<p>Jaguar Land Rover Limited, UK</p> <p>Relationship with the Company - as mentioned above in the explanatory statement.</p>
Type, material terms, monetary value and particulars of the proposed transactions	<p>At the 34th Annual General Meeting held on July 04, 2023 ('<b>34th AGM</b>'), the Members, inter alia accorded approval vide ordinary resolution for entering into Material Related Party Transactions with Jaguar Land Rover Limited, UK ('<b>JLR</b>'), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for an aggregate amount upto ₹600 Crore for the FY 2023-24, to provide product design expertise and engineering services in the areas of mechanical, electronics and software development and complete vehicle programme management.</p> <p>It is now proposed to:</p> <p>a) revise (increase) the approved limit to undertake Material RPT(s) with JLR from ₹600 Crore to ₹675 Crore for the FY 2023-24, resulting in increase in limits by ₹75 Crore,</p> <p>b) Undertake transactions with JLR for FY 2024-25 upto a maximum aggregate value ₹1,000 Crore</p> <p>provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is/are carried out at an arm's length pricing basis and in the ordinary course of business.</p>
Percentage of the annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	<p>a) For revision in limits to ₹675 Crore: 21.46%*</p> <p>b) For transactions upto ₹1,000 Crore: 31.80%*</p> <p>*considering FY 2022-23 as the immediately preceding FY</p>
Justification for the proposed RPTs	<p>Tata Elxsi is a global design and technology services company, part of the Tata group, that provides end-to-end solutions for the automotive industry. Tata Elxsi has been a long-standing partner of Jaguar Land Rover (JLR), the UK's largest automotive manufacturer and a subsidiary of Tata Motors, since 2008.</p> <p>Tata Elxsi provides a range of services to JLR, such as outsourcing, research and development, software development, testing, validation, and support, across various domains, such as infotainment, connectivity, autonomous driving, electrification, and digital engineering.</p> <p>Tata Elxsi and JLR share a strategic fit and alignment in terms of vision, values, and goals and are committed to creating customer centric, sustainable, and futuristic solutions for the automotive industry.</p>

Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary: Not Applicable	
Details of the source of funds in connection with the proposed transaction	Not applicable
where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	None of the Directors or Key Managerial Personnels of the Company are Directors or Key Managerial Personnels of JLR.
Any other information that may be relevant	All relevant details and information have been mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and or their respective relatives, is in any way, concerned or interested, financially or otherwise, except as shareholders in general in the Ordinary Resolution mentioned in this Notice.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution as mentioned in this Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve this Ordinary Resolution, whether the entity is a Related Party to the particular transaction(s) or not.

**Date:** February 13, 2024

**Place:** Bangalore

**Registered Office:**

Tata Elxsi Limited,  
ITPB Road, Whitefield, Bangalore - 560048  
E-mail: [investors@tataelxsi.co.in](mailto:investors@tataelxsi.co.in)  
Website: [www.tataelxsi.com](http://www.tataelxsi.com)  
CIN: L85110KA1989PLC009968

**By Order of the Board of Directors**

Sd/-  
Cauveri Sriram  
Company Secretary & Compliance Officer