

Notice of the Thirty Seventh (37th) Annual General Meeting

Notice is hereby given that the **Thirty Seventh (37th) Annual General Meeting ('AGM')** of Tata Elxsi Limited ('the Company') will be held on **Wednesday, June 24, 2026, at 10:30 A.M. (IST), through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')** to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of the Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 - Declaration of Dividend

To declare a dividend of ₹ 75/- per Equity Share of face value of ₹ 10 each for the financial year ended March 31, 2026.

Item No. 3 - Appointment of Mr. Ankur Verma (DIN: 07972892), who retires by rotation

To appoint a Director in place of Mr. Ankur Verma (DIN: 07972892), Non-Executive, Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 4 – Approval of Material Related Party Transactions with Jaguar Land Rover Limited, UK for FY 2026-27

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 ₹ 1,200 crore (Rupees One Thousand Two Hundred crore only) to be entered during the FY 2026-27, 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



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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).

Date: April 21, 2026

Place: Bengaluru

Registered Office:

Tata Elxsi Limited

ITPB Road, Whitefield, Bangalore - 560048

E-mail: investors@tataelxsi.com

Website: www.tataelxsi.com

CIN: L85110KA1989PLC009968

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised 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."

By Order of the Board of Directors

Sneha V

Company Secretary & Compliance Officer

Membership No.: A51279

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1. The Ministry of Corporate Affairs (“MCA”) permitted companies to conduct AGM through Video Conferencing or Other Audio Visual Means (“VC/OAVM”), without physical presence of Members at a common venue. In compliance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as “MCA Circulars”), other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 37th AGM of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for 37th AGM will be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts concerning the business with respect to Item No. 4 forms part of this Notice.
The relevant information with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed to this Notice.
3. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. The facility for appointment of proxies by Members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this Notice.
4. **Institutional Investors/Corporate Members:**
Institutional Investors/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) who are intending to appoint their authorised representatives pursuant to Sections 112 or 113 of the Act, as the case may be, to attend the AGM and vote through e-Voting, are requested that certified copy of the Board Resolution/Power of Attorney/Authority Letter are:
 - sent to the Scrutiniser by e-mail at scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com or
 - uploaded by clicking on the “Upload Board Resolution/Authority Letter” displayed under the “e-Voting” tab in their login.
5. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date i.e., **Wednesday, June 17, 2026**, will be entitled to vote at the AGM.
7. **Dispatch of Annual Report:**
The Notice of this AGM along with the Integrated Annual Report for FY 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar & Transfer Agent (“RTA”)/ Depository Participants (“DP”). A letter is being sent to the shareholders whose email addresses are not registered, providing the web-link & QR code of Company’s website from where the Integrated Annual Report can be accessed. For obtaining the physical copy of the Integrated Annual Report for FY 2025-26, the Members may send requests to the Company’s investors email-id viz. investors@tataelxsi.com, mentioning their Folio No./DP ID and Client ID.

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The Notice along with the Integrated Annual Report for FY 2025-26 is also available on the Company's website at www.tataelxsi.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

8. **Record Date for payment of Dividend for FY 2025-26:**

The Record date fixed for determining the entitlement of Members to dividend for the financial year ended March 31, 2026, if approved at the AGM is **Wednesday, June 10, 2026**. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, June 11, 2026 to Wednesday, June 24, 2026 (both dates inclusive)**.

9. **Dividend:**

The dividend, as recommended by the Board of Directors, if approved at this AGM, will be paid subject to deduction of tax at source (TDS), only through electronic mode as under:

- i) Shares held in electronic form: To all Beneficial Owners as per the details made available by the Depositories, as of close of business hours on **Wednesday, June 10, 2026**; and
- ii) Shares held in physical form: To all Members after giving effect to valid transmission or transposition requests lodged with the Company, if any, as of close of business hours on Wednesday, June 10, 2026.

Mandatory Electronic Payment of Dividend:

With effect from November 18, 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued. The payments of Dividend shall be subject to the following:

➤ **Dividend to Members holding shares in Physical form:**

Folios of Members should be KYC compliant to receive the dividends directly in their bank accounts through National Automated Clearing System or any other electronic mode of remittance. Members are requested to send the following documents to the Company's RTA at MUFG Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, on or before the record date i.e. **Wednesday, June 10, 2026**:

- i) Form ISR-1 duly filled and signed by the holders stating their name, contact details, folio number, complete address with pin code and the bank account details;
- ii) Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
- iii) Self-attested copy of the PAN Card of all holders;
- iv) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company;
- v) Form ISR 2 duly filled and signed. The signature of holders should be attested by the Banker.
- vi) Form SH 13 – Nomination Form or Form ISR-3 – to opt out from Nomination.

The above Investor Service Request Forms (ISR) are available on the Company's website at <https://www.tataelxsi.com/kyc-updation> or RTA's website at <https://web.in.mpms.mufg.com/KYC-downloads.html>.

➤ **Dividend to Members holding shares in electronic form:**

Members may please note that their bank details as furnished by the respective Depository Participants ("DPs") to the Company will be

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considered for remittance of dividends as per the applicable regulations and the Company will not be able to accede to any direct request for change/addition/deletion of such bank details.

Accordingly, the Members are requested to ensure that correct/latest complete bank details are updated against their demat account with their respective DPs.

Instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

10. Tax Deducted at Source (“TDS”) on dividend:

Dividend income is taxable in the hands of Members w.e.f. April 01, 2020, in accordance with Finance Act, 2020, and the Company is required to deduct TDS from the dividend to be paid to

the Members as per rates prescribed under the Income Tax Act, 2025 (“IT Act”).

Members are requested to update their Residential Status, PAN details and Category with:

- i) the DP (if shares are held in electronic form) or
- ii) the Company/RTA (if shares are held in physical form)

Please send documents mentioned below to csgexemptforms2627@in.mpms.mufig.com on or before **Wednesday, June 10, 2026**, to enable the Company to determine the appropriate TDS/withholding tax rate and provide exemption, if applicable. Alternatively, Members may submit the tax exemption documents by uploading [here](#). Members may also refer the email sent to their registered email address for more details on submission of exemption documents.

Key documents to be submitted/uploaded as per Income Tax Rules, 2026:

Category of Shareholder	Document(s) to be submitted/uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	i. Form 121** (erstwhile Form No. 15G or Form No. 15H)
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	ii. No Permanent Establishment Declaration iii. Beneficial Ownership Declaration iv. Tax Residency Certificate v. Copy of electronically filed Form 41 (erstwhile Form 10F) vi. Any other document which may be required

**If PAN is incorrect/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. (Section 397 of the Income Tax Act, 2025)*

11. Unclaimed Dividend and Investor Education and Protection Fund (IEPF):

Dividends, if not encashed for a period of seven consecutive years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF Account. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this,

Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF may write to the Company/RTA and submit the required documents for issue of Entitlement Letter. The Members may then make an application to the IEPF Authority in web Form IEPF-5 (available on

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www.iepf.gov.in) by attaching the Entitlement Letter and other requisite documents.

For further details, please refer to Corporate Governance Report, which forms part of the Integrated Annual Report, and the Company's website at www.tataelxsi.com.

12. Details of Members:

Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA/ Company in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting documents. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

To prevent fraudulent transactions, Members are advised (i) to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible (ii) not to leave their demat account(s) dormant for long and (iii) to obtain periodic statement of holdings from the concerned DPs and verify from time to time.

13. Nomination facility:

The facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13.

If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be, to the Company/RTA.

The said forms can be downloaded from the Company's/RTA's website at <https://www.tataelxsi.com/faqs-and-forms> or <https://web.in.mpms.mufg.com/KYC-downloads.html>. Members are

requested to submit the said form to their DPs, in case the shares are held in electronic form, quoting their DP ID/Client ID and to the RTA, in case the shares are held in physical form, quoting their folio no(s).

14. Dematerialisation of shares:

The listed companies are mandated to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.tataelxsi.com/faqs-and-forms> and RTA's website at <https://web.in.mpms.mufg.com/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC compliant.

Further, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.

15. Consolidation of share certificates:

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form only.

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16. The following documents will be available electronically for inspection by the Members before as well as during this AGM:

- (i) the Register of Directors and Key Managerial Personnel and their Shareholding;
- (ii) the Register of Contracts or Arrangements in which the directors are interested; and
- (iii) relevant documents referred to in the Notice or Statement.

Members desiring inspection, may send their request in writing to the Company from their registered e-mail address by mentioning their name, DP ID and Client ID/Folio No. and Mobile No. at investors@tataelxsi.com up to the date of AGM.

17. RTA has implemented below investor initiatives as part of their constant endeavor to enhance investor servicing:

- a. **'SWAYAM'** is a secure, user-friendly web-based application developed by our RTA, that empowers investors to effortlessly access various services. Investors are requested to get registered on this application which can be accessed at https://in.mpms.mufig.com/Swayam_info.html.
- b. **'iDIA'** is a Chatbot developed by our RTA that utilises conversational technology to

provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Talk to iDIA by logging in to <https://in.mpms.mufig.com/>.

- c. **FAQs** –The FAQ section on the RTA's website has very detailed answers to almost all probable investor queries. Please visit <https://web.in.mpms.mufig.com/faq.html> to find answers to your queries related to securities.

18. **Special window for re-lodgement of physical share transfer requests:**

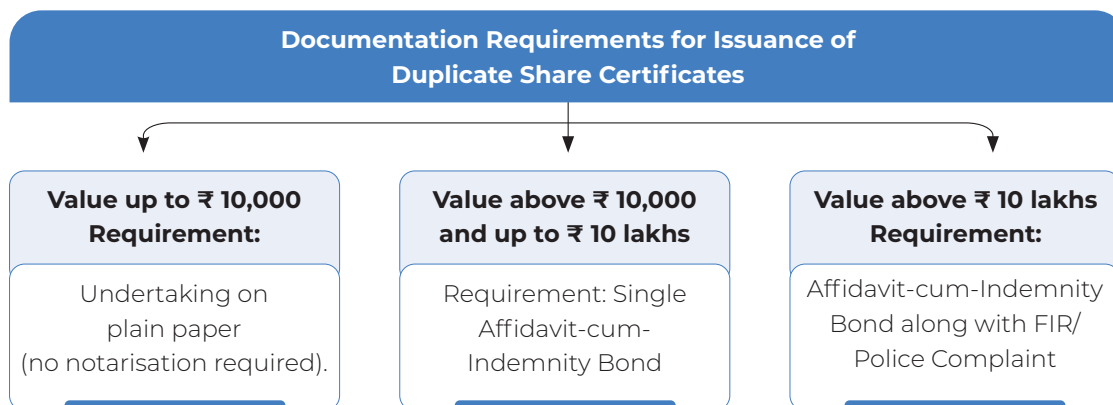
Members who had submitted transfer deeds for physical shares before April 01, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special relodgement window till February 04, 2027, to re-lodge the transfer requests.

Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one year lock-in period from the date of transfer registration. Members can contact the Company or the RTA for assistance in this regard.

The Company has communicated the opening of this special window through newspaper advertisements and stock exchanges.

19. **Simplification of Procedure for Issuance of Duplicate Share Certificates:**

SEBI has simplified the process for issuing duplicate share certificates. The documentation requirements have been standardised as below:



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Members are informed that with effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing investor service requests. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List. The Members must provide a Client Master List, not older than 2 months, attested by their DP, for getting the securities credited directly in their demat account.

20. **Dispute Resolution:**

SEBI has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the SMART ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at www.tataelxsi.com.

21. **Process for those Members whose e-mail addresses are not registered with the DPs/RTA/Company to register e-mail addresses for receiving the AGM Notice and to procure the user id and password for e-Voting on the resolutions set out in this AGM Notice:**

a) Registration of E-mail addresses with RTA for receiving AGM Notice and e-Voting details:

The Company has made special arrangements with RTA and NSDL for registration of e-mail addresses of those Members whose e-mail addresses are not registered with the Company/DPs to receive this Notice and cast votes electronically. Members are required to follow the below procedure on or before 5.00 p.m. (IST) on **Wednesday, June 10, 2026:**

- i. Visit the https://web.in.mpms.mufig.com/EmailReg/Email_Register.html.
- ii. Select the Name of the Company from the dropdown: **Tata Elxsi Limited;**
- iii. Enter the DP ID & Client ID/Folio Number, Name of the Member and PAN details. Members holding shares in the physical form need to additionally enter one of the share certificate(s) numbers;
- iv. Enter your Mobile No. and E-mail address and click on the Continue button;
- v. The system will send OTP on Mobile and e-mail address;
- vi. Upload a self-attested copy of your PAN card and Address proof viz Aadhaar Card, passport or front and back side of share certificate in case of Physical folio;
- vii. Enter the OTP received on your Mobile and e-mail address;
- viii. The system will then confirm the e-mail address for receiving this Notice of AGM.

After the successful submission of the e-mail address, NSDL will e-mail a copy of Notice of AGM with the e-Voting user ID and password. In case of any queries, Members may write to evoting@nsdl.com.

b) Registration of e-mail address permanently with Company/DP:

Members are requested to register the e-mail with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form No. ISR 1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/Company/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in the future.

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Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing Demat account number/Folio number and scanned copy of the Share Certificate (front and Back) or client master, or copy of consolidated account statement, self-attested copy of PAN card, self-attested copy of Aadhaar Card.

22. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection up to the date of the AGM i.e. June 24, 2026. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investors@tataelxsi.com.

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide Members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ('AGM') by electronic means (by using the electronic voting system provided by NSDL) either by:
 - (i) remote e-Voting prior to the AGM; or
 - (ii) e-Voting during the AGM.
2. The remote e-Voting period (for e-Voting prior to the AGM) commences on **Saturday, June 20, 2026, at 09:00 A.M. (IST)** and ends on **Tuesday, June 23, 2026, at 05:00 P.M. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of **Wednesday, June 17, 2026** may cast their vote by remote e-Voting. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, June 17, 2026**. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast a vote again.
3. The Board of Directors have appointed Mr. Vaibhav Dandawate (CP No.: 29747) or failing him Mrs. Deepti Kulkarni (CP No: 22502), who are not in the employment of the Company, as the Scrutiniser to scrutinise the voting at the AGM and remote e-Voting process in a fair and transparent manner.
4. The facility for e-Voting shall also be made available during the AGM, and Members attending the AGM through VC/OAVM, who have not already cast their vote by remote e-Voting, may exercise their right to vote during the AGM through the NSDL portal.
5. The Members who have cast their vote by remote e-Voting prior to the AGM can also participate through VC/OAVM but shall not be entitled to cast their vote through e-voting again.
6. 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. **Wednesday, June 17, 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.com.

The procedure to login to e-Voting is detailed hereunder:


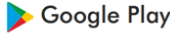


STEP 1: ACCESSING THE NSDL E-VOTING SYSTEM:

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

In terms of SEBI circular dated December 09, 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

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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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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 or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 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. 2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you have 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.

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- c. How to retrieve your 'initial password'?
- i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING 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 and General Meeting is in active status.
 2. For joining the virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Select "EVEN" of Tata Elxsi Limited - **139332 (EVEN)** for which you wish to cast your vote during the remote e-Voting period or casting your vote during the AGM.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- GENERAL GUIDELINES FOR MEMBERS**
1. Institutional shareholders and Corporate Members (i.e. other than individuals, HUF, NRI etc.) are requested to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. who are authorised to vote, to the Scrutiniser by e-mail to

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scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com. 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@tataelxsi.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@tataelxsi.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the

login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

OTHER INSTRUCTIONS

1. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. **Wednesday, June 17, 2026**. 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 voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
2. Any person, who acquires shares of the Company and becomes a Member of the Company after mailing of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
3. The Scrutiniser shall, immediately upon conclusion of voting at the AGM, first count the votes cast during the Meeting, thereafter, unblock the votes cast through remote e-voting, in the presence of at least two witnesses who

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are not in the employment of the Company. The Scrutiniser shall then prepare and submit, within forty-eight (48) hours of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour of or against, if any, to the Chairman of the Meeting or to a person authorised by him in writing, who shall countersign the same.

4. The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.tataelxsi.com and on the website of NSDL www.evoting.nsdl.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM:

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN i.e., 139332 for Company's AGM.

Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.



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5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address, mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at telagm@tataelxsi.com between **Monday, June 15, 2026 (09:00 a.m. IST)**

to Wednesday, June 17, 2026 (06:00 p.m. IST).

The facility to express views/ask questions during the AGM shall be restricted only to those members who have pre-registered themselves as speakers. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Date: April 21, 2026

Place: Bengaluru

Registered Office:

Tata Elxsi Limited

ITPB Road, Whitefield, Bangalore - 560048

E-mail: investors@tataelxsi.com

Website: www.tataelxsi.com

CIN: L85110KAI989PLC009968

By Order of the Board of Directors

Sneha V

Company Secretary & Compliance Officer

Membership No.: A51279

Notice of the Thirty Seventh (37th) Annual General Meeting (Contd.)

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

The following Statement sets out all material facts relating to the Resolution(s) mentioned under Item No. 4 of the accompanying Notice.

Item No. 4:

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 threshold mentioned under the SEBI Listing Regulations, 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 on an arm's length basis.

Tata Sons Private Limited, Promoter of Tata Elxsi Limited ('the Company'), holds equity shares of more than twenty percent (20%) in Tata Motors Limited, making Tata Motors Limited as a member of the Promoter Group of Tata Elxsi Limited pursuant to Regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. Further, Tata Motors Limited 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. JLR is engaged in the business of motor vehicle manufacturing that designs, engineers, produces, and sells luxury cars and SUVs under the Jaguar and Land Rover brands. JLR is a related party to Tata Elxsi Limited 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.

Background and details of the transactions

The Members of the Company at their 36th AGM held on June 25, 2025, 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 up to ₹ 1,200 crore (Rupees One Thousand Two Hundred crore Only) for FY 2025-26. During FY 2025-26, the Company had entered into transactions with JLR amounting to ₹ 845.85 crore.

The Management has provided the Audit Committee all relevant information in accordance with the SEBI Master Circular dated January 30, 2026. The Audit Committee considered the details, as required, including the material terms and rationale for limits with JLR for FY 2026-27 and after due deliberation granted its approval for an aggregate maximum value of ₹ 1,200 crore for transactions with JLR for FY 2026-27. The proposed transaction amounts approximately 32% of the annual turnover of the Company for FY 2025-26. The Audit Committee noted that the said transactions shall continue to be at 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 as Item No. 4 is in the best interest of the Company and its Members and, hence, recommends the Resolution for approval by the Members of the Company.

Notice of the Thirty Seventh (37th) Annual General Meeting (Contd.)

Details of the Material Related Party Transaction(s) proposed to be entered between the Company and JLR, including the information pursuant to Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

PART A: DETAILS OF THE RELATED PARTY AND TRANSACTIONS WITH THE RELATED PARTY

A(1) - Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Jaguar Land Rover Limited
2.	Country of incorporation of the related party	United Kingdom
3.	Nature of business of the related party	Motor vehicle manufacturer that designs, engineers, produces, and sells luxury cars and SUVs under the Jaguar and Land Rover brands

A(2) - Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity, whether direct or indirect, in the related party Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity Shareholding of the related party, whether direct or indirect, in the listed entity <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity / related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	Tata Sons Private Limited is the promoter of Tata Elxsi Limited. Tata Motors Limited, being an associate of Tata Sons Private Limited, is part of the promoter group of Tata Elxsi Limited. Jaguar Land Rover Limited (JLR), UK, is a subsidiary of Tata Motors Limited; hence, JLR is a related party to Tata Elxsi Limited.

A(3) - Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management						
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.							
	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-26 (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Services rendered</td> <td>845.85</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-26 (₹ in crore)	1	Services rendered	845.85	
S. No.	Nature of Transactions	FY 2025-26 (₹ in crore)						
1	Services rendered	845.85						
	Explanation: Details need to be disclosed separately for listed entity and its subsidiary.							

Notice of the Thirty Seventh (37th) Annual General Meeting (Contd.)

S. No.	Particulars of the information	Information provided by the management
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (₹ in crore)	Same as above Sr. No. (A)(3)(1)
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4) - Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ in crore)	up to ₹ 1,200 crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	31.94%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.42%
6.	Financial performance of the related party for the immediately preceding financial year:	
	Particulars	FY 2025-26 (₹ in crore)*
	Turnover	2,85,672.68
	Profit After Tax	(3,042.39)
	Net worth	1,00,548.4
	<i>*On consolidated basis.</i>	
	Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	

A(5) - Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Services provided
2.	Details of each type of the proposed transaction	Software services
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	Not exceeding one (1) year

Notice of the Thirty Seventh (37th) Annual General Meeting (Contd.)

S. No.	Particulars of the information	Information provided by the management
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 1,200 crore
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	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.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	None

PART B: APPLICABLE TO SPECIFIC TYPE OF RPTs**B(1) - Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company participates in bidding for customer contracts together with partners, and partners are selected based on the relevant business requirements.
2.	Basis of determination of price.	Market Price
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

Notice of the Thirty Seventh (37th) Annual General Meeting (Contd.)**Other disclosures**

1.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Same as Sr. No. (A)(5)(6)
2.	Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	Yes
3.	Material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	Yes
4.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not applicable
5.	The Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Members have been provided with all relevant information needed to make informed decisions through this notice.
6.	Any other information that may be relevant.	Nil

None of the Directors, Key Managerial Personnel and/or their respective relatives are in any manner concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board of Directors recommends the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company by way of an Ordinary Resolution.

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, irrespective of whether such entity is a Related Party to the particular transaction(s) or otherwise.

Date: April 21, 2026

Place: Bengaluru

Registered Office:

Tata Elxsi Limited

ITPB Road, Whitefield, Bangalore - 560048

E-mail: investors@tataelxsi.com

Website: www.tataelxsi.com

CIN: L85110KA1989PLC009968

By Order of the Board of Directors

Sneha V

Company Secretary & Compliance Officer

Membership No.: A51279

Notice of the Thirty Seventh (37th) Annual General Meeting (Contd.)

Disclosure on appointment/re-appointment of Director pursuant to Secretarial Standard-2 on General Meetings and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Mr. Ankur Verma	
DIN	07972892	
Designation	Non-Executive Non-Independent Director	
Date of Birth (Age)	March 25, 1976 (50 years)	
Date of appointment on the Board (initial)	August 01, 2018	
Qualifications	B.E. in Mechanical Engineering; PGDM from IIM, Calcutta	
Brief Resume	<p>Mr. Ankur Verma, a B.E. in Mechanical Engineering and PGDM from IIM, Calcutta has around 25 years of experience in Investment Banking, Capital Markets and Corporate Strategy.</p> <p>At present, Mr. Verma is Group Chief Strategy Officer at Tata Sons Private Limited, where he has responsibilities in strategy, corporate finance and mergers and acquisitions. Previously, he was Managing Director (Investment Banking Division) in Bank of America Merrill Lynch, and also Group Manager & Head, Business Planning in Infosys Technologies Limited – Corporate Planning Group.</p> <p>He currently serves on the boards of several Tata group companies including Tata Autocomp Systems Limited, Tata Elxsi Limited, Tata Play Limited, Tata 1MG Technologies Private Limited, Tata Unistore Limited, Supermarket Grocery Supplies Private Limited, Tata Communications Limited, Infiniti Retail Limited, Tata Electronics Private Limited, Tata Digital Private Limited and Tata Capital Limited.</p>	
Expertise in specific functional areas	<ul style="list-style-type: none"> ✓ Investment Banking ✓ Capital Markets Corporate Strategy 	
Terms and Conditions of re-appointment	Proposed to be re-appointed as Non-Executive Non-Independent Director, liable to retire by rotation.	
Shareholding in Tata Elxsi Limited as on March 31, 2026	Nil	
Relationship with Directors/ KMP of Tata Elxsi Limited	No inter-se relationship with Directors and KMP's of Tata Elxsi Limited	
Attendance at Board/ Committee Meetings during FY 2025-26	Number of meetings held	Number of meetings attended
	11	10
Remuneration drawn for FY 2025-26	₹ 4,00,000/- (Sitting fees paid for attending the Board and Committee Meetings)	
Details of remuneration sought to be paid	Mr. Ankur Verma shall be paid sitting fees for attending the Board and Committee meetings.	

Notice of the Thirty Seventh (37th) Annual General Meeting (Contd.)

<p>Directorship, Committee Chairmanship/Membership in other public companies (excluding foreign companies)</p>	<p>Directorship:</p> <ul style="list-style-type: none"> • Tata Communications Limited • Tata Capital Limited • Tata Autocomp Systems Limited • Tata Play Limited • Infiniti Retail Limited • Tata Unistore Limited <p>Committee Membership:</p> <p>Tata Communications Limited</p> <ul style="list-style-type: none"> • Member - Audit Committee • Member - Stakeholders Relationship Committee <p>Tata Capital Limited</p> <ul style="list-style-type: none"> • Member - Audit Committee • Member - Stakeholders Relationship Committee <p>Tata AutoComp Systems Limited</p> <ul style="list-style-type: none"> • Member - Audit Committee • Member - Nomination and Remuneration Committee <p>Tata Play Limited</p> <ul style="list-style-type: none"> • Chairman - Risk Management Committee • Member - Audit Committee <p>Infiniti Retail Limited</p> <ul style="list-style-type: none"> • Member - Audit Committee • Member - Risk Management Committee • Member - Nomination and Remuneration Committee <p>Tata Unistore Limited</p> <ul style="list-style-type: none"> • Chairman - Audit Committee
<p>Details of listed companies from which the appointee has resigned during the last three financial years</p>	<p>Ceased to be the Non Executive Non Independent Director of Tata Teleservices (Maharashtra) Limited w.e.f. August 07, 2025.</p>