



May 25, 2023

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

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

Dear Sir / Madam,

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2023.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015'), we herewith enclose the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023, issued by Ms. Jayashree Parthasarathy of M/s. Jayashree Parthasarathy & Co., Practising Company Secretaries.

This is for your information and records.

Best Regards,

For Tata Elxsi Limited

Cauveri Sriram
Company Secretary & Compliance Officer

TATA ELXSI

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Tel +91 80 2297 9123 Fax +91 80 2841 1474
www.tataelxsi.com

(CIN-L85110KA1989PLC009968)

JAYASHREE PARTHASARATHY & Co.
Company Secretaries
#217, 6th Cross, S.B.M. Colony,
Bangalore 560 050
Phone: 99866 49498
Email parthajaya@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF TATA ELXSI LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023**

We, Jayashree Parthasarathy & Co. Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Tata Elxsi Limited ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March 2023 ("review period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, and the relaxations granted by the Securities and Exchange Board of India, have been examined include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable during the financial year under review)**.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(not applicable during the financial year under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

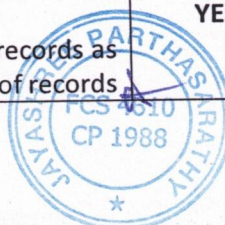


- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(not applicable during the financial year under review)**.
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(not applicable during the financial year under review)**.

and circulars/ guidelines issued thereunder;

We hereby report that, during the review period the compliance status of the listed entity is appended below:

Sr.no	Particulars	Compliance Status (Yes / No / NA)	Observations/ Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	YES	-
2	Adoption and timely up-dation of the Policies: i. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. ii. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars/guidelines issued by SEBI.	YES	-
3	Maintenance and disclosures on Website: i. The Listed entity is maintaining a functional website. ii. Timely dissemination of the documents/ information under a separate section on the website. iii. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	YES	-
4	Disqualification of Director: None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	-
5	Details related to Subsidiaries of listed entities have been examined w.r.t a. Identification of material subsidiary companies b. Disclosure requirement of material as well as other subsidiaries	NA	The listed entity does not any subsidiary.
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records	YES	-



	as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	a) YES b) NA	The listed entity has obtained prior approval of Audit Committee for all related party transactions.
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	-
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	-

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
i.	If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	Auditor has not resigned during the reporting period hence not applicable.
ii.	If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	



iii.	If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2	Other conditions relating to resignation of statutory auditor		
i.	Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee		
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	No concerns with the listed entity during the reporting period. The listed entity does not have material subsidiary.
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.	NA	Auditor has not proposed to resign during the reporting period
	c. The Audit Committee /Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	Auditor has not proposed to resign during the reporting period hence does not arise.
ii.	Disclaimer in case of non-receipt of information		
	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	Instances does not arise during the reporting period.
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure - A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	Auditor has not resigned during the review period. Hence, this disclosure is not applicable.

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'



The listed entity has complied with the provisions of the above Regulations and circulars and guidelines issued thereunder except in respect of the matters specified below:

S	Compliance Requirement(Regulations/circulars guidelines including specific clause)	Regulation/Circular No.	Deviation	Action taken	Type of action	Details of violations	Fine amount	Observations/Remarks of the Practising Company Secretary	Management Response	remarks
	NIL									

b) The listed entity has taken the following actions to comply with the observations made in previous reports

S	Compliance Requirement(Regulations/circulars guidelines including specific clause)	Regulation/Circular No.	Deviation	Action taken	Type of action	Details of violations	Fine amount	Observations/Remarks of the Practising Company Secretary	Management Response	remarks
	NIL									

Place: Bangalore
Date: 12/05/2023

For Jayashree Parthasarathy & Co
Company Secretaries




Jayashree Parthasarathy
FCS No 4610; CP NO. 1988
UDIN F004610E000293756
PR No. 2603/2022