



June 28, 2021

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 Financial Year 2020-21**

We herewith enclose a copy of the Annual Secretarial Compliance Report for the year ended March 31, 2021 certified by Ms. Jayashree Parthasarathy of M/s Jayashree Parthasarathy & Co, Company Secretary-in-Practice (CP NO. 1988).

This Disclosure is made in terms of requirements of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Yours truly,  
For Tata Elxsi Limited

G Vaidyanathan  
General Counsel and Company Secretary

**TATA ELXSI**

Registered Office **Tata Elxsi Limited** ITPB Road Whitefield Bangalore 560 048 India  
Tel +91 80 2297 9123 Fax +91 80 2841 1474  
[www.tataelxsi.com](http://www.tataelxsi.com)

(CIN-L85110KA1989PLC009968)

**JAYASHREE PARTHASARATHY & Co.**  
**Company Secretaries**  
**#217, 6<sup>th</sup> 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 31<sup>ST</sup> MARCH 2021**

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”), with CIN L5110KA1989PLC009968
- (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 31<sup>st</sup> March 2021 (“1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2021”) 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 due to the COVID 19 pandemic have been examined AND 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 as there was no reportable event 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 as there was no reportable event during the financial year under review))**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not applicable as there was no reportable event during the financial year under review)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable as there was no reportable event during the financial year under review)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(not applicable as there was no reportable event during the financial year under review).**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars and Guidelines issued thereunder.

and based on the above examination, We hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder,
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my/our examination of those records.
- (c) There was no action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:
- (d) The listed entity was not entitled to take any actions as there are no observations made by the practising Company Secretary (Secretarial Auditors) in previous reports:

For Jayashree Parthasarathy & Co  
Company Secretaries

Jayashree Parthasarathy  
Parthasarathy

Digitally signed by  
Jayashree Parthasarathy  
Date: 2021.05.21  
17:46:00 +05'30'

Jayashree Parthasarathy  
FCS No 4610; CP NO. 1988  
UDIN F004610C000354949

Place: Bangalore  
Date: 21/05/2021