



May 16, 2024

DGM – Corporate Relations  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
**Scrip Code: 500408**

The Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C-1, Block G  
Bandra – Kurla Complex, Bandra (East)  
Mumbai – 400 051  
**Scrip Code: TATAELXSI**

Dear Sir / Madam,

**Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2024.**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclose the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024, issued by Ms. Jayashree Parthasarathy of M/s. Jayashree Parthasarathy & Co., Company Secretaries.

This is for your information and records.

Best Regards,

**For Tata Elxsi Limited**

**Cauveri Sriram**  
**Company Secretary & Compliance Officer**

**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)

**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 2024**

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 31<sup>st</sup> March 2024 ("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, 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 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
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (not applicable during the financial year under review).
- (j) SEBI circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 in terms of resignation of statutory auditors from listed entities and their material subsidiaries. (not applicable during the financial year under review).

and the circulars/guidelines issued thereunder:

Based on our examinations, We hereby report that during the financial period

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:

Sl. No	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

Sl. No	Regulation/Circular No.	Deviation	Action taken	Type of action	Details of violations	Fine amount	Observations/Remarks of the Practising Company Secretary	Management Response	remarks
NOT APPLICABLE									

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

Sl.no	Particulars	Compliance Status Yes/ no/ not applicable (NA)	Observation/remarks by PCS
1	<b>Secretarial Standards</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company	YES	Not applicable



	Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable		
<b>2</b>	<b>Adoption and timely updation of the Policies:</b>		
	<p>i. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>ii. All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>	YES	Not applicable
<b>3</b>	<b>Maintenance and disclosures on Website</b>		
	<p>i. The Listed entity is maintaining a functional website</p> <p>ii. Timely dissemination of the documents/ information under a separate section on the website</p> <p>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</p>	YES	Not applicable
<b>4</b>	<b>Disqualification of Director:</b>		
	None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	Not applicable
<b>5</b>	<b>Details related to Subsidiaries of listed entities have been examined w.r.t</b>		
	<p>A, Identification of material subsidiary companies</p> <p>B Disclosure requirement of material as well as other subsidiaries</p>	NA NA	The company does not have any subsidiary
<b>6</b>	<b>Preservation of Documents:</b>		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	Not applicable
<b>7</b>	<b>Performance Evaluation:</b>		
	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	Not applicable
<b>8</b>	<b>Related Party Transactions:</b>		
	The listed entity has obtained prior approval of Audit Committee for all related party transactions; 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.	Yes	Not applicable



<b>9</b>	<b>Disclosure of events or information</b>		
	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	Not applicable
<b>10</b>	<b>Prohibition of Insider Trading:</b>		
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	Not applicable
<b>11</b>	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>		
	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 except as provided	YES	Not applicable
<b>12</b>	<b>Resignation of Statutory Auditors from the listed entity or its material subsidiary:</b>		
	In case of resignation of statutory Auditor from the listed entity or any of its material subsidiary during the financial year, the listed entity/ and or its material subsidiary has complied with paragraph 6.1 and 6.2 of section V -D of Chapter V of the master circular on compliance with LODR Regulations with listed entity	NIL	NIL
<b>13</b>	<b>Additional non-compliances, if any:</b>		
	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc	YES	NIL

Assumptions and limitations of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This report is solely for the intended purpose of the compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

Place: Bangalore  
Date: 10/05/2024

For Jayashree Parthasarathy & Co  
Company Secretaries  
FCS 4610  
CP 1988  
Jayashree Parthasarathy  
FCS No 4610; CP NO. 1988  
UDIN: F004610F000343916  
PR No. 2603/202