



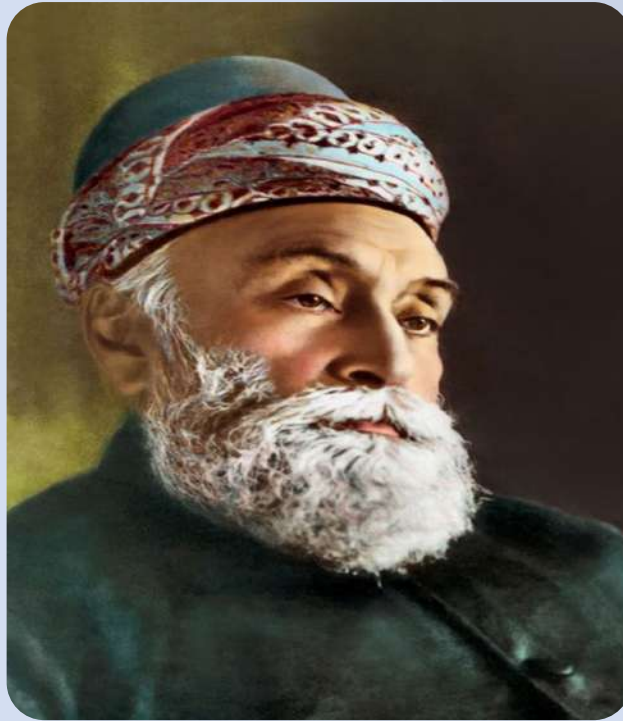
# DESIGN DIGITAL

Purpose Driven Experience



**TATA ELXSI**

Integrated Annual Report  
2024-25



## JAMSETJI NUSSERWANJI TATA

MARCH 03, 1839 - MAY 19, 1904

In a free enterprise, the community is not just another stakeholder in business, but is in fact the very purpose of its existence.



## Remembering



PADMA VIBHUSHAN

**MR. RATAN N TATA**

DECEMBER 28, 1937 - OCTOBER 09, 2024

It is with a profound sense of loss that we bid farewell to Mr. Ratan Naval Tata, a truly uncommon leader whose immeasurable contributions have shaped not only the Tata Group but also the very fabric of our nation.

For the Tata Group, Mr. Tata was more than a chairperson. He inspired by example. With an unwavering commitment to excellence, integrity and innovation, the Tata Group under his stewardship expanded its global footprint while always remaining true to its moral compass.

Mr. Tata's dedication to philanthropy and the development of society has touched the lives of millions. From education to healthcare, his initiatives have left a deep-rooted mark that will benefit generations to come. Reinforcing all of this work was Mr. Tata's genuine humility in every individual interaction.

**His legacy will continue to inspire us as we strive to uphold the principles he so passionately championed.**



# Corporate Information

## Board of Directors



**Mr. N. Ganapathy  
Subramaniam**

Chairman  
Non-Independent and Non-Executive Director



**Prof. Anurag  
Kumar**

Independent Non-Executive Director



**Ms. Ashu  
Suyash**

Independent Non-Executive Director



**Mr. Soumitra  
Bhattacharya**

Independent Non-Executive Director



**Mr. Ankur  
Verma**

Non-Independent and Non-Executive Director



**Mr. Manoj  
Raghavan**

Managing Director & CEO

## Committees

### Audit

Mr. Soumitra Bhattacharya, Chairman  
Prof. Anurag Kumar  
Ms. Ashu Suyash  
Mr. Ankur Verma

### Nomination & Remuneration

Ms. Ashu Suyash, Chairperson  
Mr. N. G. Subramaniam  
Mr. Soumitra Bhattacharya

### Stakeholders' Relationship

Mr. N. G. Subramaniam, Chairman  
Prof. Anurag Kumar  
Mr. Manoj Raghavan

### Corporate Social Responsibility

Prof. Anurag Kumar, Chairman  
Mr. Soumitra Bhattacharya  
Mr. Manoj Raghavan

### Risk Management

Prof. Anurag Kumar, Chairman  
Mr. N. G. Subramaniam  
Ms. Ashu Suyash

### Ethics

Prof. Anurag Kumar, Chairman  
Mr. Soumitra Bhattacharya  
Mr. Manoj Raghavan

### Key Managerial Personnel (KMP)

Mr. Manoj Raghavan,  
Managing Director & CEO  
  
Mr. Gaurav Bajaj,  
Chief Financial Officer  
  
Ms. Cauveri Sriram,  
Company Secretary & Compliance Officer

### Statutory Auditors

BSR & Co. LLP Chartered Accountants

### Registered & Corporate Office

Tata Elxsi Limited,  
ITPB Road Whitefield,  
Bengaluru - 560 048 India,  
Email: [investors@tataelxsi.com](mailto:investors@tataelxsi.com)  
Website: [www.tataelxsi.com](http://www.tataelxsi.com)

### Registrars & Share Transfer Agent

MUFG Intime India Private Limited  
(Formerly known as Link Intime India  
Private Limited),  
C-101, 1<sup>st</sup> Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)  
Mumbai - 400 083, India



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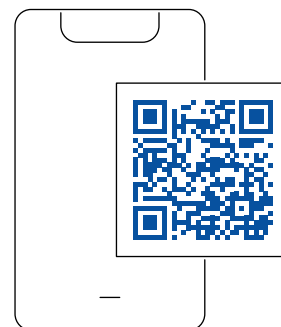
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For more investor-related information, please scan the QR code



Or visit:

<https://www.tataelxsi.com/investors>



## Investor Information

CIN	L85110KA1989PLC009968
BSE Code	500408
NSE Symbol	TATAELXSI
Dividend Declared	Rs. 75 per share
AGM Date	Wednesday, June 25, 2025
AGM Mode	Through Video Conferencing

**Disclaimer:** This document contains statements about expected future events and financials of Tata Elxsi ('the Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements, as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

# From the Chairman's Desk

Dear stakeholders,

At the outset, let me reflect on the remarkable legacy of Mr. Ratan Tata, as we are reminded of his unparalleled contributions to our organisation and the nation. His visionary leadership, unwavering commitment to ethical business practices, and profound dedication to social causes have left an indelible mark on all of us. He continues to guide us as we strive to uphold the values he championed.

Mr. Tata's belief that innovation must serve a greater purpose resonates deeply with our approach at Tata Elxsi. We don't just create technology; we design experiences that simplify complexity, enhance human lives, and drive sustainable progress – what we call as designing purpose driven experience. For over three and a half decades, we have stayed committed to embedded systems and product design that deliver a superior quality of experience. Our investments in research, innovation, automation and AI are helping businesses simplify their products and services, driving real-world impact.

## **FY2024-25: The year that was**

The year 2024-25 has been one where the Global Uncertainty Index reached an

all-time high. The geopolitical situations, elections in many countries and on the technology side, AI clearly has taken the narrative at all levels. In this context, this has been a challenging year for your Company and generally for the IT industry.

Against this backdrop, leveraging our design-digital capabilities in our chosen verticals, your Company's operating revenues in fiscal year 2024-25 reached Rs. 3,729.0 crores, reflecting a year-on-year

growth of 5.0%. For the financial year, Profit Before Tax (PBT) was recorded at Rs. 1,028.4 crores and Profit After Tax (PAT) at Rs. 784.9 crores.

Our Transportation business, which accounts for more than 50% of your Company's operating revenue, clocked Rs. 1,961.9 crores in topline, growing 13.8% year-on-year. In a year which witnessed growing challenges for the automotive OEMs, we maintained our





Over the past year, our investments in AI and Gen AI have begun to show results, with several engagements benefitting from faster project execution, improved quality, and enhanced customer satisfaction. Embracing the AI and Gen AI technologies across our entire operations is helping us build great product and services for our customers at speed.

growth trajectory by pivoting our revenue share towards OEMs. During the year, your Company won multiple large deals from OEMs to support their EV and AD/ADAS programmes. These long-term strategic partnership deals are of strategic importance to our customers in terms of their future programmes.

During the financial year, the Media & Communications business reported a revenue of Rs. 1,175.6 crores while the Healthcare & Life Sciences business reported a revenue of Rs. 446.6 crores. As we continue to engage with key customers in the Media and Communication business to protect and grow our position in the coming financial year, we are increasingly optimistic about the growth prospects in the Healthcare & Life Sciences business, where several client opportunities are progressing well.

On the sustainability front, I'm delighted to announce that we have successfully achieved a 64% reduction in GHG emissions intensity per Million US\$ by transitioning to renewable energy, which now constitutes 51% of our total electricity use, compared to the baseline

year of 2020-21. This progress aligns with our goal of becoming carbon neutral by 2030.

### Looking Ahead

Over the past year, our investments in AI and Gen AI have begun to show results, with several engagements benefitting from faster project execution, improved quality, and superior customer satisfaction. Embracing the AI and Gen AI technologies across our entire operations is helping us build great products and services for our customers at speed.

The FY 2025-26 brings its share of opportunities and challenges, shaped by unpredictable global trade renegotiations, supply chain restructuring, heightened geopolitical risks, and currency fluctuations. However, your Company is focused on managing the controllables and advancing our growth agenda in terms of:

- ▶ Embrace AI holistically in line with the 'Lean Forward' strategy
- ▶ Fasttrack and execute strategic long-term deals signed with global auto majors

- ▶ Consolidate AI and design-led automotive capabilities for the EV segment, and leverage them for drones and robotics
- ▶ Penetrate further into Aerospace and Defence verticals

I would like to thank our researchers, designers, and engineers for their commitment and dedication. I also extend my gratitude to them and the management team for their diligence, efforts, and unwavering focus on delivery excellence, growth, and profitability.

The Board of Directors has proposed a final dividend of 750%, equivalent to Rs. 75 per share, subject to taxation, for your review.

I take this opportunity to thank our Board of Directors for their time, invaluable guidance and insights. On behalf of the Board and the management team, I express our gratitude for your ongoing trust and support.

Yours Sincerely,

**N. G. Subramaniam**

# Message from the MD & CEO

Dear stakeholders,

The FY 2024-25 witnessed significant geopolitical and macroeconomic challenges, impacting business and R&D spend in some of our key verticals. This year also saw the next wave of transformation across industries, driven by experimentation, adoption and mainstreaming of AI and Gen AI.

While we navigated a challenging global environment, we remained focussed on operational resilience and continued to make strategic investments in digital, AI/ Gen AI and related technologies across our verticals, deepening our client relationships and investing in future growth markets and industry segments.

## Performance of the Year

Despite the global headwinds, our revenue grew by 5.0% in 2024-25 over the previous financial year. However, our disciplined approach to cost efficiency and platform-led engagements ensured sustained profitability. EBITDA margin for the financial year stood at 26.1% while Profit Before Tax was reported at 26.3%, reflecting operational resilience.

Among the business verticals, Transportation grew 13.8% YoY, primarily driven by demand for SDV, in-car software and AD/ADAS solutions. The Company

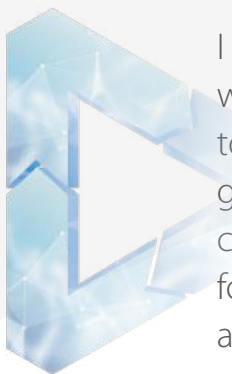


won strategic deals with OEMs across the world including Suzuki in Japan and two European auto leaders. While Media & Communications and Healthcare businesses reported muted numbers for the year, we won a marquee US\$ 100 Million deal from a leading operator in Media & Communications - the largest deal win in our history and added 13 new logos for the healthcare business. These new customer additions and large deal wins underscore the differentiated value proposition that Tata Elxsi brings to customers in these two verticals.

Across our key markets, we continued to deepen our presence through strategic

investments, client partnerships, and a focus on next-gen technologies. Key investments with respect to talent, near-shore and offshore centres, labs and innovation centres have helped us strike the right balance between value delivery and proximity for our customers, while capitalising on emerging opportunities.

Our partnership with market leaders such as Emerson (National Instruments), Qualcomm, RedHat and investments in infrastructure such as 5G Lab in Bengaluru, Test Automation lab in Frankfurt, Cybersecurity & AI Centre in Coventry demonstrate our commitments to drive innovative solutions for our customers.



I extend my gratitude to our engineers, designers, and associates whose talent and resilience define Tata Elxsi. I take this opportunity to thank our Board and the leadership team for their valuable guidance and contributions. And to our shareholders, partners, and customers - your trust and belief in our vision remain the driving force behind our continued growth and success. With clarity of vision and strength of purpose, we are poised to shape what comes next.

### Propelling Future Readiness

AI and Gen AI is taking centre stage in our investments in people, process and infrastructure for the road ahead. Over 85% of our talent base is now AI ready, and we have built a pool of over 500 specialists across domains and application areas to take on complex challenges for our customers in their journey to leverage these technologies for both efficiency and innovation.

Our offerings in future growth areas like electric vehicles, connected mobility, telco network automation and digital health are anchored by platforms such as MOBIUS+ (Battery Passport), TETHER AUTO (Connected Vehicles), TEcare (Digital Therapeutics), NEURON (Autonomous Networks) etc. These platforms are helping us accelerate time to market and reduce development risks for our customers, enabling differentiated value propositions and sustainable revenue streams for the company.

We are also expanding our vertical presence with the addition of aerospace and defence to our portfolio, addressing emerging opportunities for space, unmanned aerial vehicles, eVTOLs and related technologies. We believe this

vertical holds strong potential for growth in the coming years and offers us an opportunity to leverage our design expertise and deep domain knowledge in mobility and automotive technologies.

### Continued Commitment to Sustainability and Social Responsibility

Our commitment to environmental stewardship is underlined by our robust sustainability framework, which aligns climate risk mitigation, sustainable practices, and transparency in reporting. We are pleased to report a 50% reduction in Scope 1 & Scope 2 emission intensity (vs base year 2020-21), placing us firmly on our path to carbon neutrality by 2030. Our proactive waste management strategies have enabled us to achieve ZERO waste-to-landfill and ensure 100% wastewater recycling. Moreover, over 50% of Tata Elxsi's power consumption is now being fulfilled by renewables.

Our Corporate Social Responsibility (CSR) initiatives continue to focus on community health, education and sustainability – amplified by employee volunteering and transparent governance. During the year, our CSR initiatives covered over 75,000 individuals by

providing healthcare access, supported 7,200+ students in their educational journeys, contributed to the rejuvenation of two major lakes in Bengaluru and planting of over 10,000 native trees.

### Looking Ahead

Even as we continue to navigate the global macroeconomic and geopolitical uncertainties, our strategic priorities of investing in next generation technology offerings, strategic focus on India and emerging markets and entry into new verticals such as aerospace and defence will help create new pathways for long term and sustainable growth.

I extend my gratitude to our engineers, designers, and associates whose talent and resilience define Tata Elxsi. I take this opportunity to thank our Board and the leadership team for their valuable guidance and contributions. And to our shareholders, partners, and customers - your trust and belief in our vision remain the driving force behind our continued growth and success. With clarity of vision and strength of purpose, we are poised to shape what comes next.

Yours Sincerely,

**Manoj Raghavan**



# About Tata Group



Founded by Jamsetji Tata in 1868, Tata is a global enterprise with a legacy of innovation, ethical leadership, and a commitment to nation-building. Guided by the philosophy of 'Leadership with Trust,' the Group operates across 100+ countries, impacting millions of lives.

Rooted in strong values, Tata Group remains dedicated to driving positive change through sustainable practices and societal development.

With persistent focus on excellence, integrity, and long-term impact, it continues to shape a better future for communities worldwide.

# About Tata Elxsi



Founded in 1989, with a mission to revolutionise electronic embedded systems, Tata Elxsi ('The Company' or 'We') has consistently pushed technological boundaries. The Company, since then has been fostering innovation and accelerating the adoption of next-generation solutions. As a leading provider of Engineering Research & Design (ER&D) services, Tata Elxsi operates across two core domains: Software Development & Services (SDS) and Systems Integration & Support (SIS).

With a Design-Digital approach at its core, Tata Elxsi empowers businesses to reimagine their products, services, and customer experiences. The Company blends design thinking with advanced technologies such as IoT, Cloud, Mobility, Virtual Reality, and Artificial Intelligence

to deliver transformative outcomes. By actively embracing emerging innovations – from next-gen interfaces and immersive technologies to autonomous systems and sustainable technologies – we stay ahead of the curve in a fast-evolving digital landscape. This journey is deeply rooted

in a human-centric mindset, ensuring solutions for technological challenges elevating the end-user experience. Through this integrated, empathetic, and forward-thinking approach, we continue to shape the future and bring visionary ideas to life.



## Mission

We are the preferred design, technology, and innovation partner, creating differentiated products and services that delight customers and drive business growth.

## Values

- ▷ Agility
- ▷ Confidence to Take on the World
- ▷ Transparency
- ▷ Improve Collaboration
- ▷ Ownership
- ▷ Nurture Learning and Growth

## Foundation

Our '4P' approach is the foundation of our growth strategy. It helps ensure our focus on People, Process, Product and Partner Ecosystem:



### People

#### Employer of Choice

- ▷ Foster a great work environment
- ▷ Make the Tata Elxsi brand most aspirational
- ▷ Attract and retain the best talent
- ▷ Provide great learning opportunities



### Process

#### Delivery of Excellence

- ▷ Design thinking methodologies
- ▷ 2-in-a-box model
- ▷ Deep offshore capabilities
- ▷ Agile methodologies



### Product

#### Designed for Scale

- ▷ MOBIUS+      ▷ TEPlay
- ▷ AVENIR        ▷ TETHER
- ▷ TEngage      ▷ QoEntent



### Partner Ecosystem

#### Next-Gen Capabilities

- ▷ Helping global businesses to deliver higher value
- ▷ Partnering, reimagining, and creating for tomorrow

## Business Segments

Our business operations are broadly classified into 2 segments:

### 01 Software Development & Services (SDS)

We offer comprehensive services from concept to market launch across:



#### Transportation

Specialising in engineering solutions spanning automotive, aerospace, off-highway, and rail sectors, with deep expertise in software-defined platforms, electrification, connectivity, autonomous systems, and advanced testing frameworks, alongside capabilities in avionics, unmanned aerial systems, predictive maintenance, remote diagnostics, and driver-less train technologies.



#### Healthcare & Life Sciences

Providing device development, digital therapeutics, product engineering, regulatory guidance, and digital transformation services.



#### Media & Communications

Delivering solutions in commercial RDK deployments, Android TV, OTT video services, video quality automation, intelligent analytics, and digital transformation for operators.

### 02 System Integration and Support (SIS)

We integrate complete systems for specialised applications. This includes experience centres, training and safety modules, and design visualisation. Our services also encompass DevOps security, cloud management, migration, and network operations and security.

## Strong Infrastructural Presence

With a global presence spanning North America, Europe, Asia, and the Middle East, Tata Elxsi combines deep industry expertise with cutting-edge technologies. As part of our global growth journey, we are scaling our presence through new delivery centres, strategic alliances, and regional offices. Thus, bringing us closer to our customers and their evolving needs. Our flexible delivery model empowers engineering teams to collaborate effectively from wherever they add the most value, whether onsite with customers, from nearshore hubs, or from our offshore facilities in India.



## Our Infrastructural Presence in India



Thiruvananthapuram



Pune



Chennai



Kozhikode



Bengaluru



**Disclaimer:** This map is a generalised illustration only for the ease of the reader and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection to its accuracy or completeness.

## Design Studios

### India

Bengaluru  
Pune

### United States of America

Santa Clara

### United Kingdom

London

## Proximity Hubs

### United States of America

Troy  
Philadelphia

### Japan

Kanagawa

### Spain

Barcelona

### United Kingdom

Coventry

## Engineering Centres

### India

Bengaluru  
Mumbai  
Thiruvananthapuram  
Pune  
Chennai  
Kozhikode  
Hyderabad

## Regional Offices

### India

Bengaluru (HQ)  
Mumbai  
Delhi

### United States of America

Dallas  
Santa Clara  
Troy  
Jacksonville  
Philadelphia

### UAE

Dubai

### France

Paris

### Germany

Frankfurt

### Ireland

Dublin

### Japan

Kanagawa

### Malaysia

Kuala Lumpur

### Netherlands

Amsterdam

### South Africa

Durban

### Spain

Barcelona

### Portugal

Lisboa

### United Kingdom

London

### Canada

Toronto

Ontario

Mississauga

### Italy

Genoa

### Romania

Bucharest

### Poland

Warszawa

# Key Highlights of the Year



## Transportation Growth

- ▶ Launched the Tata Elxsi + NI Mobility Innovation Centre (TENMIC) in Bengaluru with Emerson, accelerating automotive innovation in SDVs, autonomous systems, EVs, and battery technologies
- ▶ Secured a landmark US\$ 50 Million multi-year deal with a European global OEM, driving SDV platform development and next-generation vehicle engineering
- ▶ Inaugurated the Suzuki-Tata Elxsi Offshore Development Centre in Pune, advancing Suzuki's green mobility vision with innovative engineering, lightweight design, and next-gen powertrains
- ▶ Entered an MoU with Nidec, establishing a Global Engineering Centre in Thiruvananthapuram to boost software capabilities and support global product localisation
- ▶ Handed over the HAL CATS Loyal Wingman prototype to Hindustan Aeronautics Limited (HAL), marking a key milestone in co-developing AI-enabled autonomous defence aircraft
- ▶ Signed an MoU with Garuda Aerospace to establish a Centre of Excellence for indigenised UAV design and development under the Make-in-India initiative
- ▶ Entered a strategic MoU with CSIR-NAL to jointly advance Unmanned Aerial Vehicles (UAVs) and Urban Air Mobility (UAM) systems through aerospace R&D and platform innovation
- ▶ Unveiled the ORCA Quadcopter, a fully autonomous UAV and UAM-ready platform designed for dual-use civil and defence applications
- ▶ Launched MOBIUS+, a blockchain-enabled battery lifecycle management platform in partnership with Minespider, ensuring traceability and compliance for EV and aerospace batteries
- ▶ Expanded deployment of AVENIR, Tata Elxsi's software-defined platform, across automotive, off-highway, and rail applications to accelerate modular SDV development
- ▶ Developed an innovative XR platform for Digital Twins and remote 3D collaboration, enabling immersive engineering and operational efficiencies across sectors



## Healthcare & Life Sciences Innovations

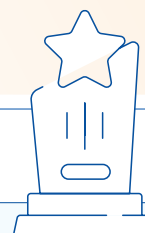
- ▶ Partnered with Skanray to develop software platforms for enhanced surgical imaging, transforming diagnosis with improved predictability, accuracy, and consistency
- ▶ Collaborated with DENSO and AAttek Group to launch the Robotics and Automation Innovation Lab in Frankfurt, driving healthcare robotics and new product development
- ▶ Awarded a multi-year large deal by a top 5 US-based global medical devices company to develop a next-gen cloud-based connected care system
- ▶ Secured a strategic deal with a leading European renal care MedTech company to enhance software functionality, cybersecurity, and interoperability for critical care devices
- ▶ Chosen by a global leader in AI diagnostics and imaging for clinical AI-powered solutions, beginning with regulatory and data engineering services
- ▶ Rolled out the India Neurodiversity Platform in partnership with Tata Power Trust, powered by TEcare, across multiple locations in India.





## Media & Communications Success

- ▶ Delivered the world's first RDK-B integration on Qualcomm's 5G FWA Gen 3 Platform, opening pathways for fast, scalable high-speed fixed wireless access solutions
- ▶ Established an AI Centre of Excellence with a leading Middle East and Africa operator, catalysing company-wide transformation in products, operations, and support
- ▶ NEURON was selected by a major North American telecom operator to power network transformation and automate operations for a next-gen 5G network
- ▶ Secured a landmark multi-year product engineering consolidation deal worth over US\$ 100 Million with a marquee Media & Communications operator – the largest in Tata Elxsi's history
- ▶ Won a US\$ 10 Million strategic deal with a global broadcaster for streaming video platform engineering
- ▶ Selected to revamp the flagship sports platform of a leading Middle East broadcaster, incorporating advanced UI/UX design and AI-driven features
- ▶ Awarded a multi-million-dollar consumer research and design deal by a US-headquartered technology leader for next-gen devices and applications
- ▶ Strengthened chipmaker partnerships and expanded Global Capability Centre (GCC) engagements in the Media & Communications



## AI

- ▶ Integrated AI-driven enhancements into the user journey as part of the digital revamp for a leading sports platform in the Middle East
- ▶ Developing a cutting-edge AI + Cloud platform in partnership with global healthcare leaders to revolutionise advanced surgical imaging
- ▶ Won the 'Most Innovative Telecom Software' award for the NEURON platform for transforming network operations with AI-driven automation
- ▶ Honoured with the 'Best AI-driven Social Impact' Award at the AI for Good Global Summit 2024 for a ground-breaking solution combining AI/ML, Digital Twins, and XR to optimise network orchestration

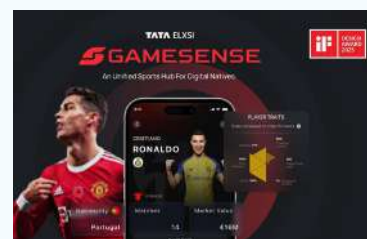
### Awards

Received two prestigious iF DESIGN Awards for Outstanding User Experience and Innovative Product Design, selected from over 11,000 global entries across 72 countries—reinforcing our leadership in design excellence and technological innovation.



#### VelocityOne™ Race

Advanced racing simulator, developed for Turtle Beach, enhancing immersive gaming experiences.



#### GameSense

Digital sports platform offering innovative ways for fans and broadcasters to engage with live sports.

# Key Strengths Driving Growth



We stand at the forefront of servicing clients with design-led digital offerings, combining deep domain expertise with cutting-edge innovation to drive industry transformation. The Company has consistently delivered high-impact solutions that redefine customer experiences. Fuelled by a strong financial foundation and a future-ready talent pool, we are reimagining customer experiences. Our approach goes beyond solving business problems – it focusses on understanding client requirements, anticipating their needs, and crafting impactful solutions.

## Robust Innovation Ecosystem

We continue to invest in a strong innovation framework that integrates design thinking with engineering excellence. Our in-house accelerators and labs support clients globally, enabling them to stay ahead of technology curves in increasingly competitive environments. Our clients leverage these capabilities to enhance their own product development cycles, reduce time-to-market, and unlock new revenue streams by creating innovative, high-demand solutions in a rapidly evolving market landscape. This collaborative approach ensures that clients not only meet but exceed market expectations, translating our innovation strengths into tangible business value.

## Deep Domain Expertise

With over 12,000+ employees and a presence in 30+ countries, we bring deep sectoral knowledge to every engagement. From automotive software and autonomous systems to connected healthcare and OTT media platforms, our cross-domain capabilities enable us to craft scalable, and future-ready solutions tailored to specific industry needs. This nuanced understanding allows us to navigate complex, sector-specific challenges with precision, driving greater client impact, enhanced compliance, and accelerated implementation.

## Scalable Digital Platforms

Our IP portfolio comprising TECare (Digital Therapeutics), TEDREG (Regulatory Intelligence), AVENIR (Software-Defined Vehicles), TETHER (Connected Vehicle Platform), and TEngage (Omnichannel Health Platform) empowers clients to achieve faster outcomes with built-in scalability and regulatory readiness. These platforms are instrumental in reducing R&D costs, expediting validation processes, and shortening time-to-market - while ensuring our solutions adhere to stringent industry regulations.



## Future-ready Talent

In 2024-25, we added new professionals with a sharp focus on emerging skills in AI/ML, cloud, DevOps and systems engineering. With more than 85% of our workforce digitally trained and significant engagement on our internal learning platform, our commitment to continuous talent transformation ensures that we remain agile and ready for the innovations of tomorrow. This future-ready workforce plays a pivotal role in enabling us to meet evolving technological demands and deliver solutions at the speed of industry change.

## Strategic Collaborations

We continue to forge impactful partnerships with automotive OEMs, healthcare innovators, and global tech providers to deliver co-engineered, next-gen solutions. These strategic collaborations extend our innovation edge by bringing together complementary capabilities, enabling us to jointly address emerging market opportunities and co-create value at scale – a key driver in maintaining our competitive advantage.

## Customer-centric Culture

Our consistent performance has earned the trust of a diverse global client base, many of with whom we have partnered for years. Our customer-centric approach goes beyond fulfilling mandates — it is grounded in building enduring relationships founded on trust, transparency, and shared success. This long-term alignment enables us to play a strategic role in our clients' transformation journeys, co-creating solutions that grow and adapt alongside their evolving goals.

## Design-led Differentiation

As one of the few global players offering end-to-end design, UX, and engineering services under one roof, we place a premium on design-led differentiation. Our design studio, a winner of awards such as Red Dot, iF DESIGN, and CII Design Excellence, works closely with our R&D teams to shape intuitive, emotionally resonant products and services. This focus on design is a powerful enabler, elevating product usability and customer experience while creating lasting emotional connections that enhance brand value.

## Proven Global Execution

With delivery hubs in India, Japan, Germany, and the US, and client servicing in 30+ global markets, we deliver with execution maturity, cultural sensitivity, and operational resilience. Backed by CMMI Level 5 and ISO 9001/ISO 13485 certifications, our quality systems ensure high process integrity. This global execution capability is vital to mitigating risk, ensuring consistency across projects, and providing scalable transformation that meets the diverse needs of our international clientele.

# Redefining the Future of Mobility

At Tata Elxsi, we seamlessly integrate advanced technology with user-centric design, equipping our customers to thrive in the dynamic landscape of connected, autonomous, shared, and electric (CASE) mobility. Our expertise spans the entire spectrum of product development, from conceptual design and software to testing and field deployment. With a strong foundation in AI, SDV, and systems development, we empower global automakers and mobility providers to create scalable, future-ready solutions that are primed for the evolving demands of the industry.







## Trends Shaping the Industry

The transportation and automotive Engineering Research and Development (ER&D) sector is undergoing rapid transformation driven by technological innovation, sustainability mandates, and shifting consumer expectations. Key trends include:



### Software-defined Vehicles (SDVs) and Gen AI

SDVs are revolutionising the automotive landscape by enabling continuous feature updates and enhancements through robust software integration, supported by Gen AI technologies.



### Electrification and Lightweighting in EVs

The emphasis on lightweighting is critical for improving electric vehicle performance and efficiency, driving innovation in material use and design optimisation.



### AI-powered Solutions

The integration of AI across automotive and aerospace sectors is enhancing operational efficiency, predictive maintenance, and overall system performance.



### Battery Technology and Management

Innovations such as battery passports and lifecycle traceability are transforming EV supply chains by ensuring data transparency, security, and sustainability.



### Autonomous Systems and Unmanned Aerial Vehicles (UAVs)

Advancements in AI are enabling autonomous navigation in UAVs, expanding their applications in logistics, defence, and urban air mobility.



### Gen AI in Mobility

Gen AI is enabling automotive manufacturers to enhance vehicle software development by automating design processes, optimising simulation models, and improving system validations. This leads to faster development cycles, reduced costs, and higher precision in vehicle performance prediction.







### Advancements in Autonomous Vehicle Technology

AI-powered algorithms are enhancing autonomous vehicle capabilities by enabling real-time decision-making based on complex sensor data, improving navigation accuracy, reducing the risk of accidents, and personalising driver and passenger experiences with adaptive technologies.



### Urban Air Mobility (UAM) and eVTOLs

Urban Air Mobility (UAM) is gaining momentum with the rise of electric Vertical Take-Off and Landing (eVTOL) aircraft. These vehicles offer a cleaner, faster, and more efficient alternative to ground transportation, especially in congested urban areas, by bypassing road traffic and utilising 3D airspace.



### AI-driven UAM Operations

Artificial intelligence is critical in optimising flight operations for UAM, including the management of dynamic flight routes, airspace coordination, and collision avoidance systems. AI also helps in predictive maintenance, improving operational efficiency and safety in eVTOL operations.



### Urban Air Mobility Infrastructure

To support the growth of UAM, infrastructure development is key, including the establishment of vertiports for eVTOL takeoffs and landings, as well as high-efficiency charging stations. These infrastructure components are essential for ensuring smooth, scalable operations of eVTOLs in urban environments.



### Digital Transformation and Industry 4.0

The adoption of Industry 4.0 solutions is enhancing aircraft manufacturing performance through technologies like robotics, digital twins, and automated systems.



### Connectivity and Connected Car Services

Connected car services are emerging as lucrative revenue streams for automotive companies by leveraging data to offer innovative features to consumers.



### Avionics Advancements

The development of advanced navigation systems and digital twins in avionics is accelerating innovation while improving scalability in aircraft design.



### Sustainable Aviation Fuels (SAF)

The exploration of sustainable aviation fuels aims to significantly reduce the environmental impact of aviation, although scaling production remains a challenge.

## Our Focus Areas

We help OEMs create scalable platforms for software-defined vehicles and use AI-powered digital twins to enhance the efficacy of EV motors and batteries. We are driving innovation in mobility by focussing on autonomous technology, electric vehicles, urban air mobility, and in-car experiences. Our expertise extends beyond vehicle engineering, incorporating digital twin simulations, AI-powered validation frameworks, and cloud-based software development.

## Key Products and Platforms



### Key Features



### Capabilities



### Benefits

### AVENIR – Software-Defined Vehicle Framework



Real-time data processing, validation, and integration for SDVs

- ▶ Supports 50+ ECUs
- ▶ Leverages 5G and edge computing

- ▶ Helps reduce development timelines by upto 40%
- ▶ Enhances vehicle lifecycle with advanced validation and testing

### TETHER – Connected Vehicle Platform



Cloud-based platform for seamless vehicle connectivity

- ▶ Monitors 200+ vehicle parameters
- ▶ Facilitates V2X communication and real-time fleet insights

- ▶ Boosts safety by 30%
- ▶ Improves efficiency by 25%
- ▶ Personalises services for smarter driving ecosystems

### AutonomAI – Autonomous Driving Technology



AI-driven platform for self-driving capabilities

- ▶ Cuts development cycles by 50%
- ▶ Ensures 99% system reliability during testing

- ▶ Supports diverse driving environments
- ▶ Complies with global safety regulations



### Key Features



### Capabilities



### Benefits

## eMOBILITY HILS Framework – EV System Validation

**eMOBILITY**

Scalable solution for validating electric vehicle systems

- ▶ Integrates Hardware-in-the-Loop (HILS) simulations
- ▶ Provides pre-loaded test cases and expert support

- ▶ Lowers validation costs by 40-50%
- ▶ Supports AD/ADAS, infotainment, and telematics ECUs

## Robo-Taxi Platform – Level 4 Autonomous Driving



End-to-end solution for autonomous ride-hailing

- ▶ Integrates AD stack, simulation, and validation
- ▶ Deploys reusable algorithms and synthetic data

- ▶ Accelerates time-to-market
- ▶ Ensures safety and reliability in restricted traffic conditions

## MOBIUS<sup>+</sup>

**MOBIUS<sup>+</sup>**

Blockchain-powered solution, developed in collaboration with Minespider

- ▶ Ensures complete battery lifecycle traceability from manufacturing to recycling, enhancing transparency and compliance with global sustainability standards

- ▶ Provides secure and tamper-proof records
- ▶ Supports sustainable practices
- ▶ Helps meet regulatory requirements for battery lifecycle management

## TEDAX Big Data Platform



AI-driven analytics platform

- ▶ Enables predictive maintenance in aerospace systems by analysing vast amounts of data to identify potential issues before they occur

- ▶ Improves system reliability
- ▶ Reduces downtime
- ▶ Optimises maintenance schedules
- ▶ Enhances overall safety in aerospace operations



## Highlights of 2024-25

**Secured** a multi-year contract worth US\$ 50 Million with a prominent European OEM to develop an SDV platform, focussing on connectivity, ADAS, and electric mobility.



**Collaborated** with Garuda Aerospace to establish a centre of excellence for UAV design and development at Aero India 2025.

**Collaborated** with Nidec Corporation, Japan, to drive progress in electric mobility, automation, and efficiency in automotive electrification.

**Partnered** with Suzuki to establish an Offshore Development Centre in Japan, dedicated to software and virtual development for connected, autonomous, and electric vehicles.

**Launched** a Global Next-Gen Mobility Innovation Centre in Bengaluru, focussing on R&D in autonomous, connected, and electric vehicles.



**Delivered** the HAL CATS Loyal Wingman prototype to Hindustan Aeronautics Limited (HAL), a key milestone in co-developing AI-enabled autonomous defence aircraft.

**Partnered** with CSIR-NAL to advance Unmanned Aerial Vehicles (UAVs) and Urban Air Mobility (UAM) systems through aerospace R&D and platform innovation.

**Unveiled** the ORCA Quadcopter, a fully autonomous UAV and UAM-ready platform designed for dual-use civil and defence applications.

**Showcased** cutting-edge Urban Air Mobility, indigenisation, and immersive technologies at Aero India 2025 in Bengaluru.

**Developed** an XR platform for Digital Twins and remote 3D collaboration, enhancing engineering and operational efficiencies across multiple sectors.

**Introduced** AVENIR, the Company's cloud-native SDV suite, co-developed with Qualcomm, designed to accelerate the development of software-first vehicles.

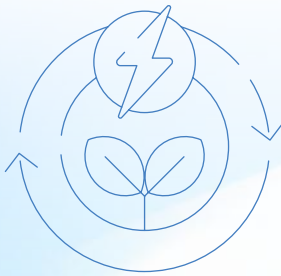
**Launched** MOBIUS+, a blockchain-powered solution in collaboration with Minespider, ensuring complete battery lifecycle traceability and compliance with global sustainability standards.





*Hero Story*

# Driving Suzuki's Future-Ready Green Mobility Vision



Suzuki, a global leader in compact mobility, sought to accelerate its future ready automotive innovation and sustainable transformation journey across next-gen vehicles. Grounded by its 'Sho-Sho-Kei-Tan-Bi' (Smaller, Fewer, Lighter, Shorter, Beauty) philosophy, Suzuki required a partner capable of localising innovation, integrating software and hardware systems, and supporting its mobility strategies like EVs, connected cars, and software-defined architectures.

Tata Elxsi is working with Suzuki by combining Japanese precision with its digital engineering, advanced simulations, and strong focus on sustainability. Tata Elxsi will deploy its expertise in lightweight design, safety, styling and engineering, eco-friendly materials, and advanced simulations to improve time-to-market. The partnership will also drive innovation in next-generation powertrains and software-defined vehicles, with a shared goal of delivering energy-efficient solutions for electric, hybrid, and alternative fuel vehicles.

Together we are driving  
future mobility with  
precision, responsibility,  
and innovation.






“

As the industry progresses in Connected, Autonomous, Shared, and Electric technologies, Suzuki must accelerate electronic and virtual development to meet evolving demands. Tata Elxsi's expertise in advanced computing, simulation, and design digital makes them an ideal partner in bringing forward-thinking solutions to market. This strategic and long-term partnership incorporates Suzuki's endeavour of minimising energy and enables India's talent to actively contribute to our development efforts globally.

**Katsuhiro Kato**  
Chief Technology Officer,  
Suzuki Motor Corporation



# Driving the Next Wave of Healthcare Innovation



At Tata Elxsi, we seamlessly blend cutting-edge technology with human-centric design to empower our partners in navigating the rapidly evolving healthcare landscape. From AI-driven diagnostics to regulatory compliance and digital health platforms, our expertise spans the entire spectrum of healthcare innovation. With a strong foundation in medical device engineering, digital health, data science, and digital transformation, we enable global healthcare providers, pharmaceutical companies, and med-tech innovators to deliver scalable, future-ready solutions that redefine patient care and clinical outcomes.





## Trends Shaping the Industry

The healthcare industry is evolving with AI-driven diagnostics, telehealth, personalised medicine, and smart medical devices enhancing accessibility and efficiency. Robotics, automation, and extended reality (XR) are transforming care delivery, while regulatory compliance ensures safety. As the focus shifts to value-based models, innovation continues to drive better patient outcomes and operational excellence. The major trends in the industry include:



### Telehealth Expansion

AI-driven virtual consultations, remote monitoring, and digital health platforms are making healthcare more accessible, with regulatory support enabling widespread adoption and improved patient outcomes.



### AI in Diagnostics

Multimodal and neuromorphic AI improve diagnosis, prediction, and decision-making - reducing errors, enabling early intervention, and supporting preventive, large-scale screening to enhance access and lower costs.



### Personalised Medicine

AI-driven genetic profiling, biomarker-based treatments, and precision drug development enable targeted therapies, optimising patient responses and reducing trial-and-error in treatment approaches.



### Smart Medical Devices & Robotics

AI-powered diagnostic devices, robotic-assisted surgeries, and wearable health tech improve real-time patient monitoring, enhance surgical precision, and enable early detection of health anomalies.



### Extended Reality (XR) in Healthcare

Virtual and mixed reality (VR/MR) revolutionise surgical training, patient rehabilitation, mental health therapy, and drug discovery through immersive simulations and interactive patient engagement.



### Regulatory Compliance & PFAS Regulations

Stringent global regulations for AI-driven healthcare solutions and sustainable medical device materials drive compliance-focussed innovation, ensuring safety, efficacy, and environmental responsibility.



### Healthcare Automation & Robotics

AI-driven automation in hospitals, administrative workflows, elder care, and rehabilitation improves efficiency, reduces costs, and enhances patient care by minimising manual interventions.



### Shift to Value-based Care

The transition from fee-for-service to outcome-based healthcare is driving AI-powered analytics, predictive insights, and digital health platforms for personalised, cost-effective patient management.



### AI-enhanced Medical Devices

AI-enhanced medical devices are transforming remote monitoring by using real-time data and anomaly detection to enable personalised, proactive care through wearables like ECG and glucose monitors.



### IoMT for Asset Management

The Internet of Medical Things (IoMT) enhances hospital efficiency by enabling real-time tracking of medical assets, using IoT devices and cloud services to streamline inventory and operations.

## Our Focus Areas

Through Multimodal AI and Neuromorphic AI, we are enhancing early disease detection, medical imaging, and pathology analysis with advanced AI-driven insights. Our expertise in AI-powered medical devices and robotics is driving innovation in diagnostic tools and robotic-assisted surgeries, improving precision and patient safety through strategic collaborations. Moreover, our digital health platforms are transforming patient care by enabling AI-powered digital therapeutics, and chronic disease management. They also expand access to telemedicine and virtual healthcare solutions, ensuring a more connected and personalised healthcare experience.

## Products and Platforms

 <b>Key Features</b>	 <b>Capabilities</b>	 <b>Benefits</b>
<b>TEDREG</b> <p>Comprehensive regulatory compliance management with real-time tracking and automation tools</p>	<ul style="list-style-type: none"> <li>▶ Rule-based automated updates and notifications</li> <li>▶ Dashboards and workflow management</li> <li>▶ On-demand consulting with regulatory experts</li> </ul>	<div data-bbox="1141 715 1407 813">  <b>TEDREG</b> Global Regulatory Intelligence Platform         </div> <ul style="list-style-type: none"> <li>▶ Reduces time-to-market for medical devices by over 20%</li> <li>▶ Ensures adherence to global regulatory standards through validated insights</li> <li>▶ Cuts operational costs by reducing manual monitoring efforts</li> </ul>
<b>TEcare</b> <p>Comprehensive care management platform offering multi-channel support, care plan customisation, and real-time updates for seamless coordination</p>	<ul style="list-style-type: none"> <li>▶ AI-enabled biomarkers and advanced analytics</li> <li>▶ Integration with immersive technologies (AR/VR/XR)</li> <li>▶ Compliance with IEC 62304, HIPAA, GDPR regulations</li> </ul>	<div data-bbox="1141 1087 1407 1185">  <b>TEcare</b> </div> <ul style="list-style-type: none"> <li>▶ Improves patient outcomes through personalised care plans</li> <li>▶ Enhances treatment adherence via engaging digital interventions</li> <li>▶ Provides secure and scalable solutions for better care delivery</li> </ul>
<b>TEngage</b> <p>Patient engagement tools with customisable workflows, interactive communication channels, and performance-tracking dashboards</p>	<ul style="list-style-type: none"> <li>▶ Multi-platform appointment scheduling</li> <li>▶ Role-based access control</li> <li>▶ Real-time communication modules</li> </ul>	<div data-bbox="1141 1460 1407 1558">  <b>TEengage</b> omnichannel care simplified         </div> <ul style="list-style-type: none"> <li>▶ Strengthens patient-provider relationships through enhanced communication</li> <li>▶ Optimises healthcare delivery processes via seamless integration</li> <li>▶ Increases adherence to treatment plans using interactive tools</li> </ul>



Key  
Features

## Capabilities



## Benefits



## Digital Health Platform

Remote patient monitoring, virtual consultations, and personalised health insights powered by AI-driven analytics

- ▶ Integration with wearables and IoT devices
- ▶ Secure data exchange compliant with HIPAA, and GDPR
- ▶ APIs for seamless data acquisition and interoperability

- ▶ Empowers patients to manage their health proactively
- ▶ Enhances access to healthcare services through omnichannel delivery
- ▶ Improves patient engagement and satisfaction via personalised care

## Highlights of FY 2024-25

Tata Elxsi has formed a strategic partnership with Skanray for advanced surgical imaging technology, enhancing precision and efficiency in surgical procedures.

In collaboration with Denso Robotics and AATech, Tata Elxsi has inaugurated a Robotics Innovation Lab in Frankfurt to drive advancements in healthcare automation, improving efficiency and reducing costs.

We are collaborating with a global renal care leader and a U.S.-based health-tech AI company to develop innovative solutions for kidney disease management and AI-powered diagnostics.

We have secured a multi-year large deal with a top 5 U.S.-based medical devices company to develop a next-gen cloud-based connected care system.

We are collaborating with a leading European renal care MedTech company to enhance software functionality, cybersecurity and interoperability for critical care devices.

A global leader in AI diagnostics and imaging has selected us for clinical AI-powered solutions, focussing on regulatory and data engineering services.

We have rolled out the India Neurodiversity Platform in partnership with Tata Power Trust, powered by TCare, across multiple districts.

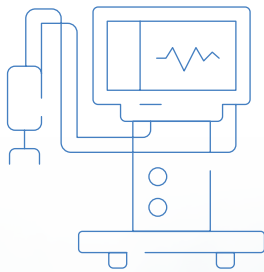




*Hero Story*

# Dräger's Futuristic Products for Critical Care

**Powered by Tata Elxsi's Advanced Technology**



With over 130 years of legacy in life-saving medical technology, Germany-headquartered Dräger has continuously pushed the boundaries of safety, precision, and innovation.

As global healthcare systems face rising demands, Dräger set out to accelerate its R&D efforts – developing high-quality, cost-effective medical devices faster, without compromising on safety or performance.

To realise this vision, Dräger partnered with Tata Elxsi to establish a dedicated Offshore Development Centre (ODC) – an

innovation hub driving the design and development of critical care devices for operating theatre (OT) environments worldwide.

Equipped with a comprehensive testing facility, the ODC oversees the product development lifecycle – from conceptualisation to validation. This collaboration underscores India's R&D prowess and reaffirms Dräger's commitment to innovation, excellence, and enhancing access to critical care across the globe.





**Dräger**

  
**TATA**  
**TATA ELXSI**

“

This collaboration with Tata Elxsi marks a significant milestone in Dräger’s journey to expand our R&D footprint in India. By leveraging Tata Elxsi’s ecosystem and expertise in technology and design, we are setting new standards in critical care equipment that will ultimately benefit patients worldwide.

**Shalin Patel**  
CEO - Asia Pacific, Dräger

# Empowering the Future of Media and Communication

In a world where media and communication are constantly being redefined, we serve as a catalyst for innovation. By fusing advanced technologies with human-centred design, we empower our partners to stay ahead of the curve. From AI-driven content creation and personalisation to 5G-enabled streaming and immersive experiences, our expertise spans the entire spectrum of media innovation. With a strong foundation in digital transformation, data analytics, and user experience design, we enable global media companies, telecom operators, and content creators to deliver scalable, future-ready solutions that redefine audience engagement and content delivery.





## Trends Shaping the Industry

The media and communication industry is evolving with AI-driven personalisation, OTT-driven content distribution, and data-driven advertising enhancing content delivery and audience engagement. 5G, XR, and the rise of individual content creators are reshaping content consumption, while regulatory compliance ensures data privacy. As the focus shifts to digital-first experiences, innovation continues to drive better engagement and efficiency. Major industry trends include:



### Shift Towards Over-the-Top (OTT) Content

The consumption of media is increasingly shifting from traditional television to OTT platforms, giving consumers more control over what they watch and when they watch it.



### AI-powered Content Personalisation

AI is revolutionising how content is discovered and consumed by analysing viewer data and preferences to deliver personalised content recommendations.



### Visual Storytelling Dominance

Short-form videos, images, and live streams are becoming the top formats that deliver the highest ROI for marketers.



### Focus on Data Analytics for Advertising

Data analytics is playing an increasingly important role in advertising, enabling advertisers to deliver targeted and personalised ads to specific audience segments.



### Regulatory Compliance in Digital Media

With increasing scrutiny of data privacy and content moderation, media companies must navigate a complex web of regulations to ensure compliance.



### Brand-led Marketing Resurgence

There's a renewed focus on brand values and storytelling, with brands collaborating with creators and tapping into passionate fan communities.



### Niche Influencer Marketing

Marketers are increasingly investing in influencer marketing, with a particular focus on niche influencers who can deliver more targeted and authentic engagement.



### Gen-Z and Millennial Focus

Brands are narrowing their scope to Gen-Z and Millennial consumers, shifting away from Boomer and Gen X audiences due to the projected growth in Gen Z's spending power.



## Our Focus Areas

Through Multimodal AI and advanced analytics, we are enhancing content creation, personalisation, and audience engagement with AI-driven insights. Our expertise in 5G-enabled streaming and immersive technologies is driving innovation in content delivery and interactive experiences, improving quality and user engagement through strategic collaborations. Our digital platforms are transforming media consumption by enabling AI-powered content recommendations, targeted advertising. They also help us expand access to OTT and streaming solutions, ensuring a more personalised and seamless media experience.

## Products and Platforms

Key Features	Capabilities	Benefits
<div> <div>QoEtient</div> <div>Real-time quality of experience insights for video streaming services</div> <div> <ul style="list-style-type: none"> <li>30+ QoE metrics monitoring across apps, networks, videos, and players</li> <li>Frame-accurate measurement at up to 60 fps</li> <li>Realistic testing under diverse network conditions and device environments</li> </ul> </div> <div> <ul style="list-style-type: none"> <li>Optimises video streaming quality by fine-tuning encoding parameters and adaptive bitrate ladders</li> <li>Reduces playback errors, buffering, and latency to enhance viewer satisfaction</li> <li>Boosts operational efficiency with centralised cloud-based test management and real-time performance insights</li> </ul> </div> </div>		
<div> <div>AIVA</div> <div>AI-powered video analytics platform</div> <div> <ul style="list-style-type: none"> <li>Automated content tagging with AI-driven metadata enrichment</li> <li>Audience segmentation based on viewer behaviour and preferences</li> <li>Automated highlight generation for sports and events</li> </ul> </div> <div> <ul style="list-style-type: none"> <li>Reduces sports highlight generation time by 50% through automation</li> <li>Makes highlight and violence detection workflows 80% more effective than manual processes</li> <li>Enhances content discoverability through accurate metadata and automated tagging</li> <li>Enhances viewer engagement by enabling targeted content delivery</li> </ul> </div> </div>		
<div> <div>iCX</div> <div>Customer experience management platform</div> <div> <ul style="list-style-type: none"> <li>Personalised user journeys across multiple touchpoints</li> <li>Multi-channel engagement through real-time analytics</li> <li>Role-based access control for secure data management</li> </ul> </div> <div> <ul style="list-style-type: none"> <li>Improves customer satisfaction with quicker issue resolution and smooth viewing</li> <li>Prevents revenue loss from unauthorised use and piracy</li> <li>Unlocks new revenue via usage insights and personalisation</li> <li>Boosts marketing ROI through telemetry and data analytics</li> </ul> </div> </div>		
<div> <div>uLike</div> <div>AI-powered content recommendation engine</div> <div> <ul style="list-style-type: none"> <li>Personalised content suggestions based on user behaviour and preferences</li> <li>Cross-platform recommendations to maximise content reach</li> <li>Continuous learning from user feedback to improve suggestions</li> </ul> </div> <div> <ul style="list-style-type: none"> <li>Increases content consumption by up to 30% through personalised recommendations</li> <li>Improves user engagement by analysing user behaviour and adapting content offerings</li> <li>Enhances content monetisation by providing relevant cross-platform recommendations, increasing ad revenue by up to 25%</li> </ul> </div> </div>		



Key  
Features

## Capabilities



## Benefits

## TEPlay



White-label OTT platform

- ▶ Customisable user interface for branding consistency
- ▶ Multi-device support for seamless viewing experiences
- ▶ Integrated analytics for data-driven content strategies

- ▶ Reduces time-to-market with pre-integrated components and automated workflows
- ▶ Enhances user engagement through personalised content recommendations and dynamic UI composer
- ▶ Optimises operational costs via CDN bandwidth optimisation and unified backend systems
- ▶ Increases ad revenue and monetisation opportunities with data-driven insights into content performance and usage patterns
- ▶ Supports innovative features like blockchain-based content gifting and shoppable TV for interactive experiences

## NEURON



Business intent-driven automation for 4G, 5G, edge, and fixed networks with a modular architecture

- ▶ Automates network lifecycle management and integrates with existing systems, enabling rapid 5G deployment and private 5G use cases
- ▶ Facilitates zero-touch automation, ML-driven observability, and customisation per customer needs

- ▶ Reduces network fulfilment time and Mean Time to Repair (MTTR) by up to 75%
- ▶ Cuts workforce and operational costs (OPEX) by 30–40%
- ▶ Accelerates time-to-market for new services, enhancing customer experience and operational efficiency

## Highlights of 2024-25

Successfully delivered the world's first RDK-B integration on Qualcomm's 5G Fixed Wireless Access platform, enabling seamless and high-speed broadband services for global 5G broadband services.

Partnered a leading telecom operator in the Middle East to establish a strategic AI Centre of Excellence, driving innovation and delivering AI-powered solutions for the media and communication industry.

NEURON has been selected by a major North American telecom operator to power network transformation and automate operations for next-gen 5G networks.

Secured a landmark multi-year product engineering consolidation deal worth over US\$ 100 Million with a marquee Media & Communications operator, marking the largest deal in Tata Elxsi's history.

Won a US\$ 10 Million strategic deal with a global broadcaster for streaming video platform engineering.

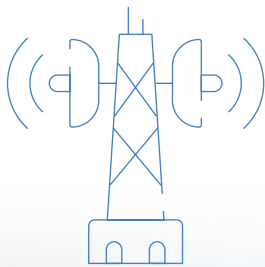
In partnership with a leading Middle East broadcaster, we are revamping their flagship sports platform, incorporating advanced UI/UX design and AI-driven features.

We have been awarded a multi-Million-dollar consumer research and design deal by a US-based technology leader for next-gen devices and applications.



*Hero Story*

# Accelerating 5G Connectivity with Boost Mobile, USA



Boost Mobile (formerly DISH Wireless), a leading wireless communications provider, is transforming connectivity with its cloud-first 5G network and 99% national coverage.

To scale their 5G network, Boost Mobile had to reduce deployment costs, accelerate time-to-market, and simplify complex integrations—without compromising on network performance.

Tata Elxsi partnered with Boost Mobile to power this transformation through its xG-Force 5G Applications Lab in Bengaluru. Developed in collaboration with RedHat, Accunox, i2i, Rebecca and hyperscalers, the lab serves as a global innovation hub. It integrates Tata Elxsi's AI-driven platforms like NEURON (AI/ML-driven Network Intelligence), TETHER (IoT), and TEngage (Digital Health).



## Key Highlights xG-Force 5G Applications Lab

**Up to 40%**  
reduction in  
deployment  
costs & OPEX

**2x more efficient**  
than traditional  
solutions, enabling  
leaner 5G roll-outs

**40-60%**  
faster time-  
to-market

**Monetise 5G**  
deployments  
with revenue  
opportunities across  
Transportation,  
Healthcare, Industry  
4.0, Media and  
Telcom

Looking ahead, the lab will explore streaming media, private 5G, EV networks, digital health, aerospace, and Industry 4.0. It will also address safety-critical areas like transportation and healthcare, delivering ultra-low latency for next-gen experiences.

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We are excited to see this lab facilitate innovative 5G use cases and help our network plans in the United States. This lab, similar to EchoStar's Open RAN Centre for Integration and Deployment (ORCID) in Cheyenne, Wyoming, is crucial to driving innovation and setting higher standards across the industry.

**Kevin Plunkett**

*Vice President of Cloud Services,  
Boost Mobile (formerly DISH Wireless)*



# Driving Innovation and Growth

## Core Business Verticals Driving Operations

Tata Elxsi's operations are powered by three strategic business verticals that cater to evolving industry needs:

### Transportation & Mobility Solutions

- Automotive, rail, aerospace, and off-highway engineering solutions
- Smart mobility, electrification, and autonomous vehicle innovations



### Healthcare & Life Sciences

- AI-driven diagnostics and medical imaging
- Patient experience enhancement through digital health solutions
- MedTech innovations and regulatory compliance solutions



### Media & Communications

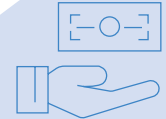
- 5G, IoT-enabled networks, and next-gen connectivity
- AI-powered content creation and cloud-based workflows
- Enhanced user experience through immersive digital solutions



## Capitals Driving

### Financial Capital

- Investments in research and development (R&D)
- Growth strategy and funding
- Expansion into emerging markets



### Natural Capital

- Sustainable design principles
- Energy efficiency and responsible resource management
- Integration of Industry 4.0 for sustainability





## Business Value



### Social & Relationship Capital

- Strong partnerships and industry collaborations
- Customer-centric engagement and brand value
- Ethical governance and corporate responsibility



### Human Capital

- Skilled workforce and engineering excellence
- Enterprise learning and continuous upskilling
- Fostering an innovation-driven work culture

## Service Offerings Enabling Innovation & Excellence

Tata Elxsi provides a suite of services that drive innovation across industries:

Research &amp; Strategy

Design

Operate &amp; Automate

Test &amp; Validation

Product  
Engineering

Industry 4.0

Systems Integration

Enterprise Learning

Sustainability Services

## Digital Technologies Propelling Transformation

Our digital technology capabilities power the entire ecosystem, enabling efficiency, intelligence, and security:

- Artificial Intelligence (AI) & Machine Learning
- Internet of Things (IoT) & Smart Connectivity
- Big Data & Advanced Analytics
- Cybersecurity & Risk Management
- Robotics & Automation
- Extended Reality (AR/VR/MR) for Immersive Experiences
- Cloud Computing & Scalable Infrastructure

## Impact Delivered

Through this model, Tata Elxsi creates tangible business value and sustainable impact for customers, partners, and stakeholders:



**Enhanced Customer  
Engagement & Experience**



**Sustainable  
Growth & Environmental  
Responsibility**

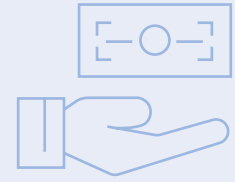


**Innovation, Excellence,  
and Competitive  
Advantage**



## FINANCIAL CAPITAL

# Progressing towards Stability and Growth



Our strong financial foundation has enabled us to navigate industry challenges while continuing to invest in innovation and future growth. Despite market fluctuations, our disciplined approach to cost management, strategic expansion, and technology-driven differentiation has reinforced our resilience. By deepening customer engagements and enhancing operational efficiencies, we remain well-positioned to drive sustainable value and long-term success.

### Associated Material Topics

- ▷ Responsible Procurement and Supply Chains
- ▷ Product and Service Stewardship

### Associated Risks

- ▷ Geopolitical
- ▷ Currency
- ▷ Compliance
- ▷ Industry

### Key Highlights

**Rs. 3729.0** crores  
Operating Revenue

**Rs. 972.9** crores  
EBITDA

### Stakeholders Impacted



Clients



Employees



Investors



Collaborators



Academic Institutions

### SDGs Impacted



**Revenue from Operations**
*(Rs. in crores)*
**3729.0**

2024-25

3,552.1

2023-24

3,144.7

2022-23

**EBITDA**
*(Rs. in crores)*
**972.9**

2024-25

1,046.4

2023-24

961.1

2022-23

**PBT**
*(Rs. in crores)*
**1,028.4**

2024-25

1,048.7

2023-24

937.5

2022-23

**PAT**
*(Rs. in crores)*
**784.9**

2024-25

792.2

2023-24

755.2

2022-23

**EPS**
*(Rs. per share)*
**126.03**

2024-25

127.21

2023-24

121.26

2022-23

## Performance across Domains and Geographies

Over the course of the year, our financial performance remained stable, reflecting our ability to navigate evolving industry dynamics. Each business segment adapted to market fluctuations while maintaining a solid focus on innovation and resilience.

The Software Development and Services (SDS) segment was a key contributor, capitalising on opportunities in AI, digital engineering, and software-led transformation amidst a dynamic market. Meanwhile, the System Integration Systems (SIS) business experienced a revenue impact due to delays in decision-making on large projects. However, it remained focussed on securing and executing these projects. To

mitigate such fluctuations and enhance revenue stability, the business is actively transitioning from a project-based model to annuity and service-based revenue streams. Thus ensuring more predictable cash flows and stronger customer relationships.

With our diversified business mix and strong execution track record, we have effectively navigated industry challenges by streamlining our focus. In the Transportation segment, we have reduced reliance on Tier-1 suppliers and strengthened ties with OEMs for a more direct and resilient approach. Growth has been fuelled by the increasing adoption of Software-Defined Vehicles (SDV) and ADAS, though shifts in global OEM

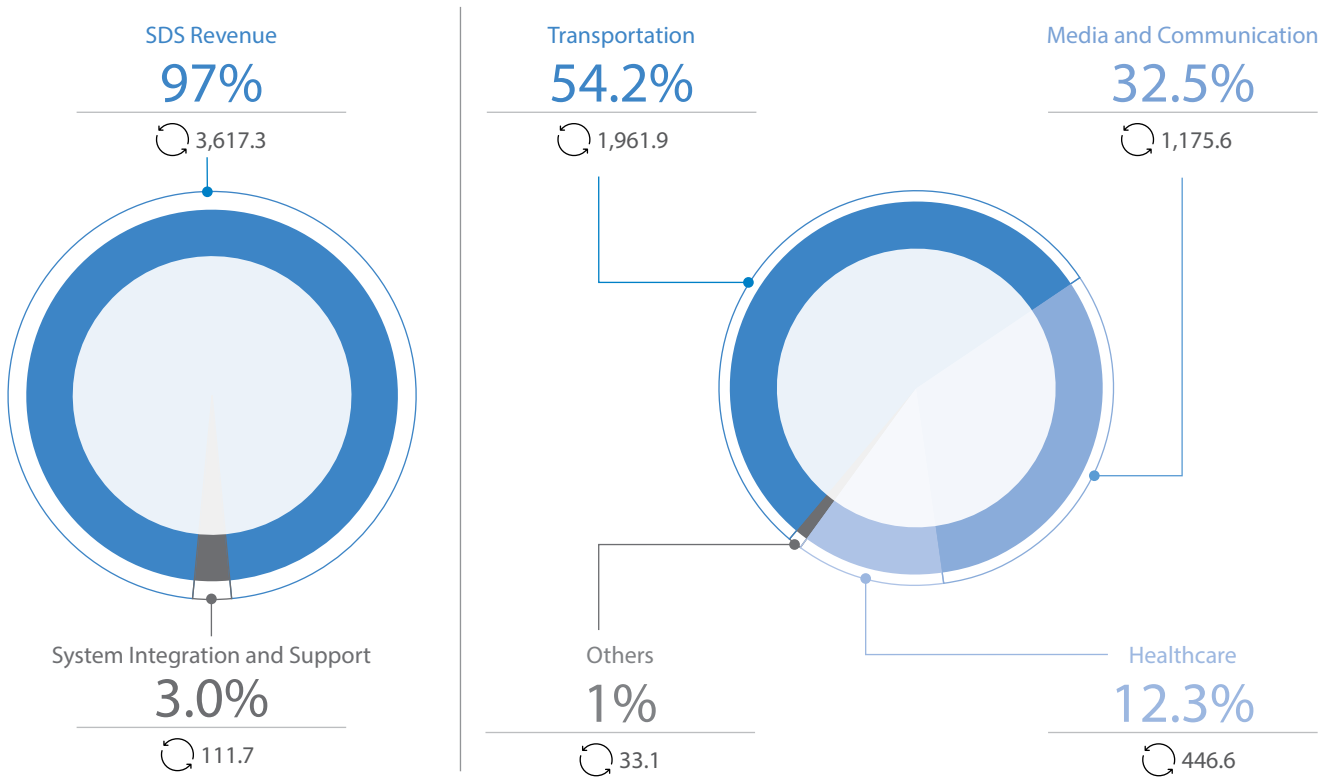
spending have slowed the pace of scaling these innovations.

Meanwhile, the Media & Communications segment faced challenges due to delayed customer decisions, and pending large deals. However, our strategic investments in AI-driven network transformation and a stronger focus on operators have positioned us well for future growth.

In Healthcare & Life Sciences, despite short-term delays in project renewals, our continued expansion in MedTech and healthcare AI has established a strong foundation for long-term growth. This has reinforced our resilience and ability to adapt, ensuring sustained growth across industries.

Generated (Rs. in crores)

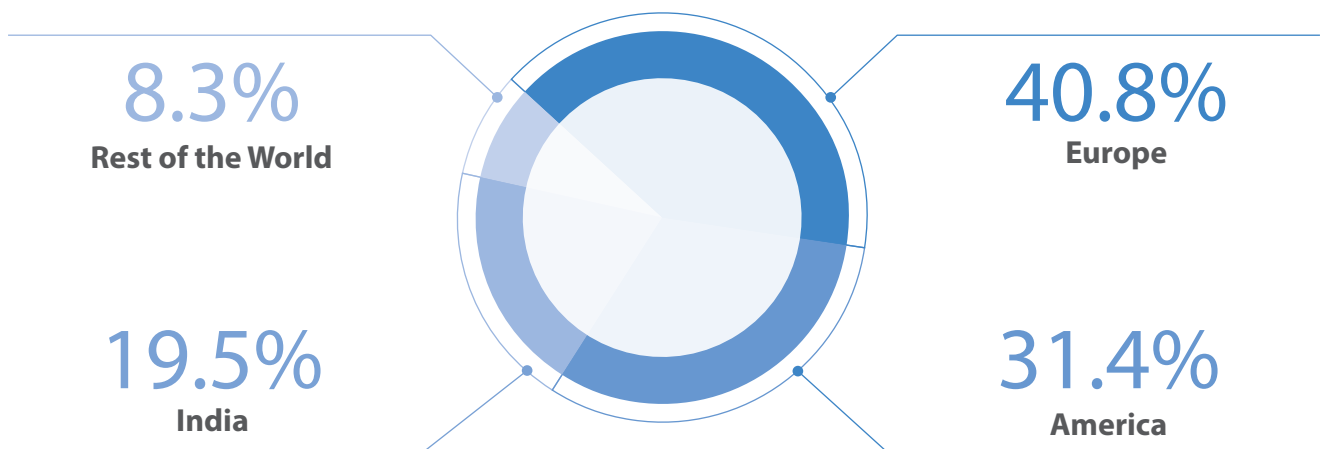
## Vertical and Segment Performance



While mature markets, including North America and Europe, presented macroeconomic difficulties, our strategic growth in India, Japan, and other emerging markets provided a critical offset.

## Geography-wise Revenue (%) Breakup for 2024-25

### Revenue Contribution





## Economic Value Created and Distributed

(Rs. in crores)

Particulars	2024-25	2023-24
<b>Economic Value Generated</b>		
<b>Revenues</b>		
a) Net sales by business	3,729.0	3,552.1
b) Revenue from financial instruments (includes cash received as interest on financial loans, as dividends from shareholdings, as royalties, and as direct income generated from assets)	179.1	122.0
c) Revenue from the sale of assets, including physical assets and intangibles	0.2	(0.0)
<b>Economic Value Distributed</b>		
Operating Costs - payments to suppliers, non-strategic investments, royalties, and facilitation payments	675.0	584.1
Employee wages and benefits - total monetary outflows for employees (current payments, not future commitments)	2,046.4	1,909.6
<b>Payments to Providers of Capital – All Financial Payments made to the Providers of the Organisation's Capital</b>		
a) Dividends to all shareholders	435.9	377.4
b) Interest payments made to providers of loans	19.0	20.3
<b>Payments to the Government</b>		
a) Tax (corporate, income, property, etc.)	243.5	256.4
b) Community investments - voluntary contributions and investment of funds in the broader community (including donations)	34.7	12.1

## HUMAN CAPITAL



# Empowering Talent, Building the Future

Our strategy for talent revolves around developing people, creating an inclusive culture, and encouraging growth at every level. We are focussed on building a future where every employee can thrive. Through our Employee Value Proposition (EVP), we are dedicated to continuous learning, career development, and promoting well-being, all backed by clear initiatives to enhance performance and skills. By prioritising inclusion, fostering employee engagement, and leveraging AI-driven insights in talent management, we empower our people to excel, create, and play a key role in the Company's enduring success.

### Associated Material Topics

- ▷ Diversity, Equity, & Inclusion
- ▷ Talent Management
- ▷ Employee Well-being, Health & Safety

### Associated Risks

- ▷ Compliance
- ▷ Industry

### Key Highlights

**12,414**

Total Workforce

**34.5%**

Female Workforce

**13.3%**

Reduction in Attrition Rate

**85%+**

Employees Trained for AI

### Stakeholders Impacted



Clients



Employees



Academic  
Institutions

### SDGs Impacted







## Becoming an Employer of Choice

Our Employee Value Proposition (EVP), Home to a Billion Possibilities, reflects our enduring dedication to fostering a workplace where talent is not just recognised, but nurtured. Committed to upholding the Tata Code of Conduct, we foster an environment grounded in integrity, transparency, and mutual respect, ensuring that our employees thrive in a space where they feel secure and valued. The framework of our EVP is built upon four fundamental pillars.



## Promoting Inclusivity

Central to our organisational ethos is the commitment to building a diverse, equitable and inclusive workplace. We focus on creating an environment where everyone feels respected, valued, and empowered. Our DEI strategy is founded on four pillars: Employ, Engage, Educate, and Empower, all of which work together to foster inclusivity at every level.

### Employ

Promoting Inclusive  
Hiring and Retention

### Engage

Building an Inclusive  
and Supportive Culture

### Educate

Driving Awareness  
and Sensitisation

### Empower

Enabling Inclusive  
Growth and Leadership



Our Senior Leadership Team actively drives DEI initiatives through training and workshops, fostering an inclusive culture. Women-specific training programmes within our learning management system further support employee empowerment and development.

With 36%  
women, our  
workforce is  
considered one  
of the best in  
the industry!



## Talent Management

Our talent recruitment and management strategy is designed to attract, develop, and retain top-tier talent by focussing on transparency, role clarity, and the use of technology to optimise operational efficiency. We are committed to building a skilled, diverse workforce that aligns with our organisational goals and supports long-term growth.



- ▷ **Clear Role Expectations:** Every hiring requisition is supported by detailed job descriptions, ensuring alignment with our strategic goals.
- ▷ **AI-Driven Recruitment:** Through our partnership with HirePro, we utilise AI-enabled proctoring to ensure unbiased and efficient evaluations during large-scale campus recruitment.
- ▷ **Focus on Upskilling & Reskilling:** We provide training in emerging technologies such as EVs and autonomous driving to reinforce our internal talent pool.
- ▷ **Strategic University Collaborations:** Partnerships with top universities and institutes help us build a skilled talent pipeline through internships, research, and curriculum development.
- ▷ **Global Reach:** Virtual recruitment platforms expand our ability to attract talent from diverse geographies.
- ▷ **Employee Engagement & Retention:** We focus on employee engagement through regular interactions and real-time feedback captured by our AI tool, Elxsia, to minimise attrition.
- ▷ **Data-Informed Workforce Planning:** AI-driven insights enable effective workforce planning, capacity enhancement, and employee engagement, ensuring we attract and retain the best talent.

## Learning and Development

We believe that the growth of our people is the growth of our business. Our Learning and Development (L&D) strategy is built around this core idea, fostering an environment where talent not only grows but thrives. Through our Ascent Accelerator – Multi-pronged L&D Solution, we have created a unique system that categorises employees into three dynamic groups – Change Makers, New Order, and Newbies – allowing us to offer tailored learning journeys.

- ▷ **Learning Management System (LMS):** Offers a wide range of e-learning, instructor-led sessions, and experiential learning to foster continuous development.
- ▷ **Leadership Development and Mentorship Programmes:**
  - **TEXplorers:** Helps freshers transition to impactful contributors with hands-on training and mentorship.
  - **Young Leaders Programme (YLP):** Fast-tracks career growth for junior employees.
  - **Anchor Programme:** Enhances leadership capabilities for mid-level managers.
  - **Emerging Leader Programme:** Personalised development for select employees to nurture future leaders.
- ▷ **Learnify Policy:** Supports self-driven learning through reimbursement for external certifications and courses.
- ▷ **Cross-Cultural & Compliance Training:** Includes modules on inter-cultural communication and mandatory POSH and Tata Code of Conduct training.
- ▷ **Performance Review & Employee Engagement:** Using MYGPS (Goal Progress Scorecard), our employees set SMART goals, receive quarterly feedback, and benefit from regular check-ins and a Buddy System for onboarding.



Learning everyday has always been one of the core pillars that we believed and upheld and every initiative and programme has incorporated it to ensure that our employees find it satisfying and worthwhile to be here.

At Tata Elxsi, we are focussed towards aligning our workforce with the Design Digital philosophy. We integrate Design Thinking into learning journeys, leveraging AR/VR/MR for immersive experiences and ensuring AI readiness through targeted training. This approach makes learning personalised, engaging, and human-centric. Our use of AR/VR/MR technologies further enhance this alignment, providing immersive, hands-on experiences that foster collaboration across geographies. With a strong focus on AI readiness, we are gearing up for the future, having trained more than 85% of our workforce in AI technologies, ensuring that we stay ahead of the curve and be ready for tomorrow's opportunities and challenges.



## Employee Engagement and Support Initiatives

Through a range of engagement, health, and wellness initiatives, we ensure that our employees feel valued, motivated, and empowered to excel both personally and professionally.



### Holistic Well-being

We promote physical, mental, and social health through initiatives like Fun@Work, Funtastic Fridays, and cultural celebrations that enhance teamwork and foster a sense of belonging.



### Mental Well-being

The Sanjeevani Portal offers resources for stress management and psychological support. We also provide 1-to-1 confidential counselling for personal and professional challenges.



### Physical Health & Fitness

We conduct annual health check-ups, fitness initiatives with Cult.Fit, and extensive medical coverage which helps ensure that our employees maintain good health. The Tata Elxsi Care Programme provides additional childcare support.



### Inclusive Work Environment

The She Matters Initiative promotes women leaders, while accessible infrastructure like crèche facilities and hybrid work policies supports family-friendly benefits. Our zero-tolerance policy towards discrimination and the CaRE programme help employees balance work and personal life.

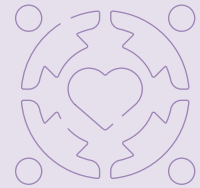


### Competitive Total Rewards for Mid-to-Senior Employees

We offer competitive reward packages for mid-to-senior employees, with incentives linked to both individual performance and overall organisational success. Variable pay is performance-based, ensuring transparency and consistency, while performance bonuses target key roles and outcomes. PSOPs support long-term wealth creation, and comprehensive medical insurance covers employees, their families, and retirees.

## SOCIAL & RELATIONSHIP CAPITAL

# Touching Lives, Creating Impact



Our approach to CSR is fundamentally geared towards nurturing inclusivity, driving socio-economic progression, and delivering a lasting, positive impact within our thematic pillars—Shiksha, Niramay, and Paryavaran. Anchored by a comprehensive governance framework, a thorough impact evaluation process, and the active involvement of our employees, we are firm in our commitment to create tangible and sustainable value for the communities we serve.

### Associated Material Topics

- ▷ Biodiversity
- ▷ Product and Service Stewardship

### Stakeholders Impacted

- Local Communities
- Collaborators
- Academic Institutions
- Regulatory Bodies

### SDGs Impacted



### Key Highlights

**1,19,026**

Hours of Employee Volunteering

Impact created across

**6**

States





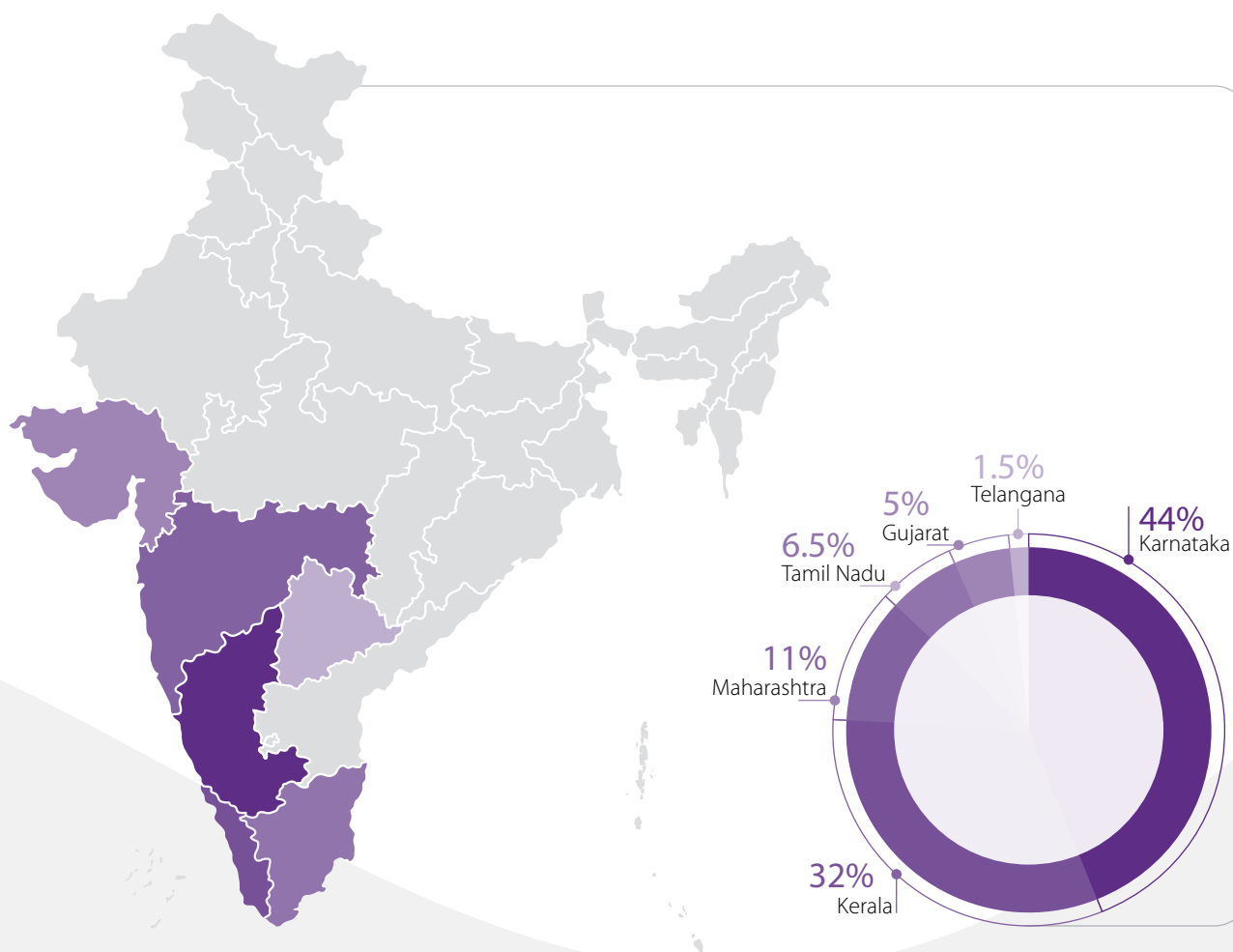
## Our CSR Approach

Our CSR initiatives are designed to reflect our commitment to driving innovation, fostering sustainability, and embracing social responsibility. We focus on long-term programmes that improve livelihoods, enhance healthcare, promote education, and support environmental

sustainability. These initiatives are guided by a committee of Independent Directors and the Managing Director, and implemented through our internal teams, Tata Trusts, and strategic partners. Each project undergoes thorough due diligence to ensure it meets

our goals. Impact is measured using defined indicators, regular reporting, site inspections, and internal audits. Local SPOCs oversee the successful execution and impact assessment, ensuring accountability and transparency throughout the process.

## Our CSR Reach



**Disclaimer:** This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection to its accuracy or completeness.





## Theme Shiksha (Education)

*To support communities (especially, underprivileged) through scholarships, education, skill development, and research initiatives.*

As one of the most influential drivers of societal and economic advancement, education holds unparalleled potential. At Tata Elxsi, we understand that access to quality education is a fundamental right, one that has the ability to empower individuals, uplift communities, and transform lives. Our education initiatives are strategically designed to eliminate the barriers that hinder individuals from disadvantaged backgrounds, providing them the opportunity to overcome socioeconomic challenges and build brighter, more promising future.

### Key Initiatives and Outcomes

#### ➤ **Scholarship and Education**

**Support:** Provided scholarships to over 200 diploma engineering students, 50 undergraduates, and 45 postgraduates. Additionally, supported 100 students under the Family's First Graduate Programme.

#### ➤ **Strengthening Foundational Literacy & Numeracy (FLN):**

Benefitted over 7,250 school students through structured interventions to strengthen learning outcomes.

#### ➤ **Employment-oriented Skill**

**Training:** Conducted vocational training programmes for 100 youth, including individuals with disabilities, to enhance job readiness.



## Insights for Innovation – Strengthening Education in Kerala's Government Schools

In Kerala's government schools, persistent gaps in learning, particularly in mathematics and English, continue to pose significant challenges, especially in rural areas. National assessments indicate that only 50% of fifth-grade students are able to read at a second-grade level, while just 30% of eighth-graders possess the ability to solve basic mathematical problems. These gaps have only been further exacerbated by the COVID-19 pandemic.

In response, the Integrated Educational Support Programme (IESP) was initiated in 2023-24 to address these disparities and strengthen foundational learning. The programme sought to reach 5,000 students across 25 government schools in Thiruvananthapuram and Calicut, with college volunteers acting as mentors. Each student participated in 30-40 hours of structured learning, supported by a 1:10 mentor-to-student ratio to ensure individualised attention.





## Theme Niramay (Healthcare)

*To enhance healthcare access for both urban and rural communities by providing essential medical services, supporting critical treatments, and fostering innovative solutions for healthcare and disability challenges.*

Healthcare is essential to the well-being of individuals and the prosperity of communities. Through our initiatives, we aim to address the most pressing health concerns, ensuring that people, particularly in underserved areas, have access to both affordable and quality healthcare. We focus on both preventive measures and curative treatments. By improving health outcomes through early intervention, awareness, and the provision of critical healthcare services, we contribute to the long-term health and productivity of communities.

### Key Initiatives and Outcomes

- **Mobile Medical Vans:** Covered 1,838 sq. km, catering to 38,844 patients
- **Urban Slum Clinics:** Delivered 33,500+ consults and procedures across general, dental, ENT, ophthalmology and other services
- **Blood Donation Support:** Facilitated donation of 1,500 units, potentially benefitting 4,500+ recipients
- **Village Health Infrastructure:** Established 26 Arogya Kutis (village dispensaries) and trained 26 ASHA workers as barefoot doctors
- **Assistive Mobility Device:** Collaborated with IIT Madras – R2D2 to develop an electrically operated standing wheelchair, currently under manufacturing
- **Healthcare Impact:** Provided short-term access to essential medical services, directly benefiting over 75,000 individuals.



## Expanding Critical Healthcare Access

In DJ Halli, one of Bengaluru's most densely populated slums, healthcare remains either inaccessible or unaffordable for many residents. Chronic illnesses and preventable conditions often go untreated due to financial limitations and a lack of awareness.

Bengaluru Baptist Hospital addressed this critical gap through its DJ Halli Health Centre and mobile clinics. It offered free and subsidised medical care to thousands of underserved individuals in FY 2023-24. These services encompassed general consultations as

well as specialised treatments, including oncology, dental care, ENT services, and vision care.

One particularly moving example was Meena, a domestic worker who, due to her economic constraints, had ignored ongoing breast pain. When she finally sought treatment at the clinic in early 2024, she was diagnosed with breast cancer. With the hospital's support, she underwent chemotherapy at a subsidised rate. After just four cycles, the tumour significantly reduced in size, enabling her to regain her health and return to her work.





## Theme Paryavaran (Environment & Sustainability)

*To drive sustainability through resource restoration, eco-friendly farming, and innovative conservation technologies.*

Sustainability goes beyond being an environmental issue; it is essential for ensuring a future where generations can prosper. Our commitment to protecting the planet is evident through initiatives that focus on conservation, the use of renewable energy, and sustainable agricultural practices. By working to preserve ecosystems and reduce our impact on the environment, we strive to contribute to a healthier, more balanced world for the future.



### Key Initiatives and Outcomes

#### Water Conservation and Restoration:

- Restored 2 major lakes in Bengaluru (Kannamangala and Huvinayakanahalli), covering 53 acres
- Created 23+ water bodies to support recharge and irrigation

#### Waste Management:

- Collected and responsibly recycled 7.8 tonnes of plastic and 170+ kg of e-waste through clean-up drives in Thiruvananthapuram, Mumbai, and Bengaluru

#### Sustainable Livelihoods:

- Enabled 285 tribal families (1,140 individuals) across 18 villages through agro-based livelihood solutions—farm ponds, poultry, bee-keeping, and mushroom cultivation

- Reported 25% average income growth among beneficiary families

#### Renewable Energy:

- Installed 6 solar pumps for irrigation, reducing energy cost and ensuring water access

#### Carbon Sequestration:

- Planted 10,000+ native trees, contributing to biodiversity restoration



## Transforming Barren Land into Thriving Forests

Launched in 2023, the initiative with 14 Trees is aimed at reversing ecological degradation by planting native species and nurturing self-sustaining forests. The pilot project, situated in Vetale village, Maharashtra, began on arid, gravel-strewn land that lacked water access.

Using only rainwater, without borewells or any form of external irrigation, the

initiative successfully nurtured 200+ native tree species. In the FY 2023-24 phase, the project expanded to 10 more acres, planting 697 additional trees. The project has generated employment for over 150 local villagers and supported 80+ families to date. Through sustainable livelihoods, including nursery management, organic farming, and eco-tourism.





## Employee Volunteering Initiatives

Tata Elxsi encourages employees to engage in community development through structured volunteer programmes. Participation in projects like Theeram, which includes organising beach clean-ups and supporting local conservation efforts, highlights their commitment to social responsibility. Our Company measures and monitors the impact of these volunteer initiatives, ensuring their continued success and long-term benefit to the community.



### Education Initiatives

- **10,000+ hours** spent on foundational literacy and numeracy (FLN) coaching for school children.
- **24,000+ hours** of mock interviews and 20,000+ hours of mentorship delivered to youth.
- Educational kits created and distributed to underprivileged students.
- Directly benefitted **7,500+ students** across age groups.



### Healthcare Support

- Volunteer-driven blood donation drives supported collection of **1,500 units**, helping **4,500+ patients**.



### Environmental Action

- **40,000+ hours** invested in afforestation, lake clean-ups, seed ball creation, and coastal cleaning.
- Supported restoration of **53 acres** of lake area and plantation of **10,000+ native trees**.
- Enabled clean-up of **3,50,000 sq. mt** of coastline and proper disposal of **7,687 kg plastic** and **176+ kg e-waste**.

## Standing by Wayanad: Driving Relief. Enabling Resilience.

Following the 2024 Kerala Landslides and Floods, Wayanad was among the regions significantly impacted. Tata Elxsi responded promptly, aligning its volunteering and CSR efforts to support immediate relief and long-term recovery in the area.

### Immediate Response and Volunteering

Tata Elxsi was among the first corporate responders on the ground. A team of 24 employee volunteers, including over 30% women, contributed to relief activities during the critical early days.

- Volunteers contributed 300+ hours across different locations and tasks.
- Teams worked in shifts to support round-the-clock assistance.

### Leadership Participation

Mr. Manoj Raghavan, MD & CEO of Tata Elxsi, is part of the Kerala Landslides & Floods 2024 Steering Committee, offering leadership-level involvement in aligning corporate contributions with broader state-led initiatives.

### Ongoing Support and Infrastructure Development

As part of post-disaster rehabilitation, Tata Elxsi has been invited to co-develop a Level III Trauma Centre at Vythiri Talika Hospital, Wayanad. This effort is aimed at strengthening local healthcare infrastructure and supporting community recovery.

- A Rs. 2 crores sponsorship has been committed over FY26 to FY28.
- The total project cost is estimated at Rs. 7 crores, with contributions from other partners.

## NATURAL CAPITAL

# Driving Sustainability through Innovation and World-class Practices



At the core of our commitment to sustainability lies a strategic approach that integrates world-class practices with benchmark processes and innovative solutions leveraging core technologies. Our efforts on environmental sustainability

are centred on enhancing energy efficiency, accelerating renewable energy adoption, and water and waste management. As we continue to optimise our operations, we are committed to reducing our carbon footprint and improving resource efficiency through

the integration of advanced technologies and sustainable practices. These efforts are driving us steadily toward our goal of achieving carbon neutral by 2030, reflecting our unwavering dedication to sustainable progress.

### Associated Material Topics

- ▷ Climate Change
- ▷ Waste Management
- ▷ Water Management

### Associated Risks

- ▷ Compliance
- ▷ Business continuity
- ▷ Reputation

### Stakeholders Impacted

- Investors
- Regulatory Bodies
- Local Communities
- Employees

### SDGs Impacted



### Key Highlights

## 50%

Reduction in Scope 1 and Scope 2 Emissions per mUS\$ revenue compared to Base Year (2020-21)

## 51%

Integration of Renewable Energy

## ZERO

Waste-to-Landfill

## 100%

Wastewater Treated and Recycled

### Our Environmental Stewardship Framework

#### Responsibilities

- ▷ Climate Risk Mitigation
- ▷ Promoting Sustainable Practices
- ▷ Transparency in Reporting
- ▷ Product & Service Stewardship

#### Striving for

- ▷ Low-Carbon Intensity
- ▷ Water Conservation
- ▷ Green House Gas (GHG) Emission Reduction and Management
- ▷ Prudent Waste Management
- ▷ Transition to 100% Renewable Power





Since we began our sustainability journey, Tata Elxsi has been deeply committed to protecting the environment through initiatives on emissions and climate change, waste management, and water management.

## Emissions and Climate Change



### Target

- ▷ Become Carbon Neutral by 2030



### Key Initiatives

- ▷ **Energy Efficiency:** Implemented advanced energy-efficient infrastructure to optimise resource consumption
- ▷ **Renewable Energy:** Increased share of renewables through Power Purchase Agreements (PPA), Green Tariffs, and rooftop solar projects
- ▷ **Green Building Excellence:** Prioritised Green building certification for new infrastructure expansion



### Impact Achieved

- ▷ 64% reduction in GHG intensity per mUS\$ revenue (vs 2020-21 baseline)
- ▷ 320KW rooftop solar capacity across Pune, Thiruvananthapuram, and Bengaluru
- ▷ 51% of total energy sourced from renewables
- ▷ Recognised with EcoVadis Bronze Medal for excellence in sustainability



<b>Total Energy Consumed (GJ)</b>	2024-25	<div></div>	50,093.84
	2023-24	<div></div>	48,174.77
	2022-23	<div></div>	36,115.51
<b>Renewable Energy Consumed (GJ)</b>	2024-25	<div></div>	25,407.19
	2023-24	<div></div>	19,213.16
	2022-23	<div></div>	13,772.08
<b>GHG Emission Intensity (Scope1+2/US\$ mn revenue)</b>	2024-25	<div></div>	11%
	2023-24	<div></div>	15%
	2022-23	<div></div>	13%

## Waste Management



### Target

- ▷ Achieve Zero Waste to Landfill by 2025\*



### Key Initiatives

- ▷ **Circular Economy Approach:** Segregation and recycling of e-waste, office paper, plastic, and packaging materials
- ▷ **Responsible Disposal of Waste:** Disposal in line with the guidelines provided by the authorities



### Impact Achieved

- ▷ Zero Waste to Landfill

## Water Management



### Target

- ▷ 100% Wastewater Treated and Recycled\*
- ▷ Water Neutral by 2030\*



### Key Initiatives

- ▷ **Water Conservation:** Implemented rainwater harvesting, sensor-based low-flow fixtures, and greywater recycling for landscaping
- ▷ **Wastewater Recycling:** Usage of treatment systems ensuring minimal freshwater dependency



### Impact Achieved

- ▷ Sustainable water usage through optimised infrastructure

\*for Company owned & operated facilities

# Staying Ahead with Strong Governance



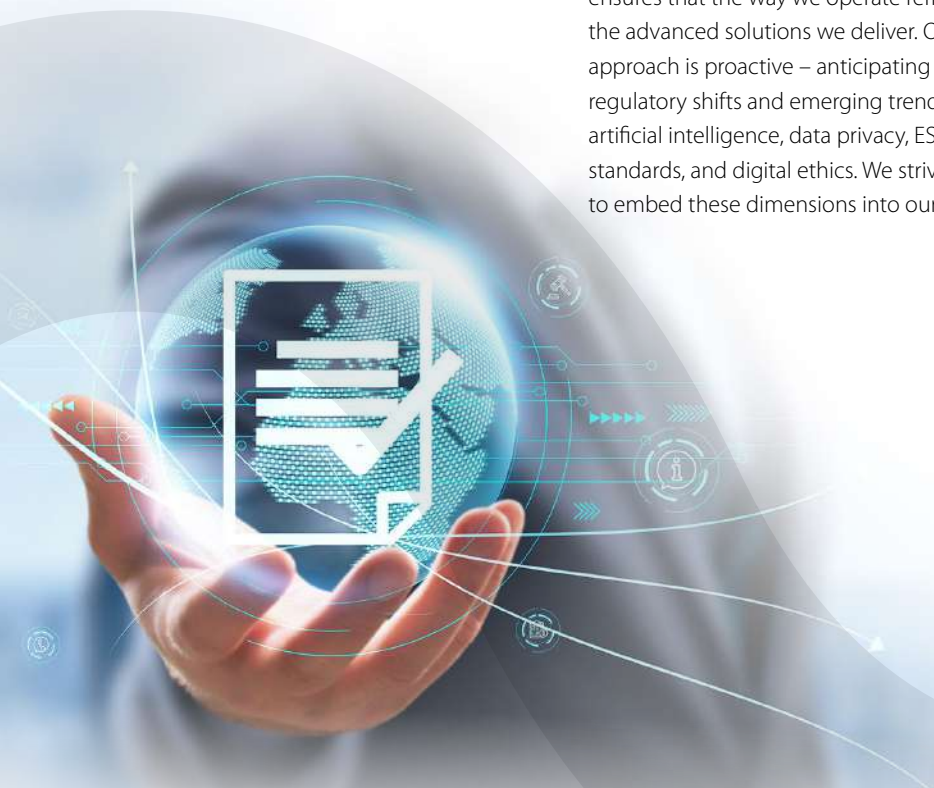
As the business environment continues to evolve, we are committed to staying ahead of emerging trends and regulatory shifts. This especially holds true in areas like artificial intelligence, ethics, data security, and environmental impact. The Company is dedicated to integrating these evolving requirements into our governance practices. Thereby ensuring that we always remain at the forefront of responsible innovation.

We are a global design and technology services leader, operating at the forefront of mobility, healthcare, media, and digital engineering. As we innovate across these sectors, we understand that our governance frameworks must be just as forward-looking. This alignment ensures that the way we operate reflects the advanced solutions we deliver. Our approach is proactive – anticipating regulatory shifts and emerging trends in artificial intelligence, data privacy, ESG standards, and digital ethics. We strive to embed these dimensions into our

governance architecture to ensure we are trusted by our clients, employees, partners, and the wider communities we serve.

This philosophy is further anchored in the Tata Code of Conduct, the Tata Business Excellence Model, and policies such as the Code for Prevention of Insider Trading, Corporate Disclosure Practices, and Whistle-blower Policy – each serving as a pillar to uphold the highest standards of corporate citizenship. Our corporate governance practices are continuously reviewed and enhanced to support long-term stakeholder interests and ensure alignment with both global best practices and local statutory frameworks.

As AI continues to evolve, we remain focussed on proactively addressing its ethical, regulatory, and human rights challenges. Our governance integrates strict ethical standards, bias mitigation through techniques like synthetic data, and a focus on explainability. This ensures responsible and inclusive AI innovation that aligns with societal values and safeguards human dignity.





## Robust and Responsive Risk Management

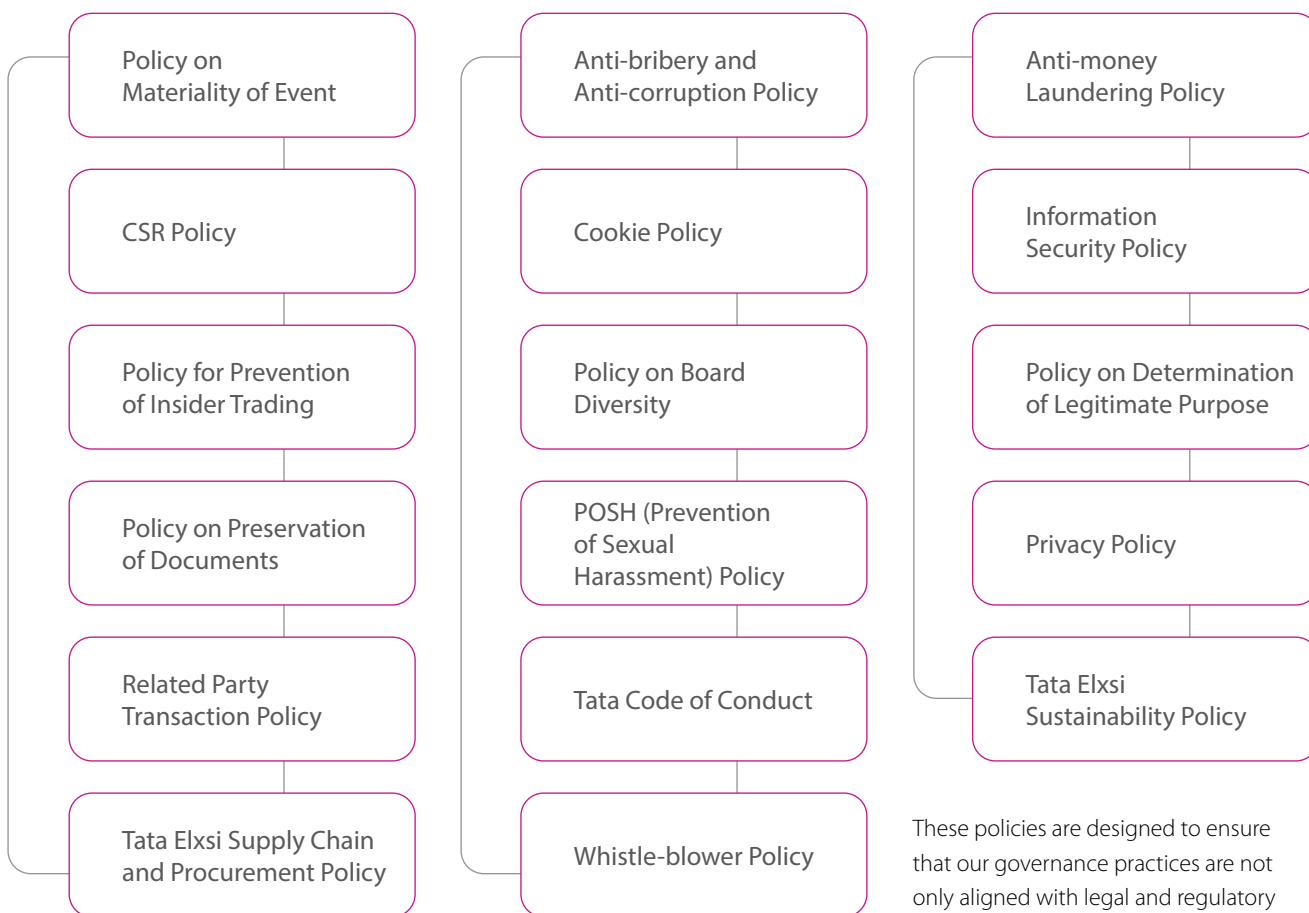
At Tata Elxsi, risk management is embedded into our strategic and operational fabric. Our Board-approved Risk Management Policy is supported by a comprehensive Enterprise Risk Management (ERM) framework that aligns with ISO 31000:2018 standards and

has been certified by an independent third-party body. This framework helps us anticipate, prioritise, and address material risks including cybersecurity threats—through proactive identification, mitigation, and governance. The Risk Management Committee provides

oversight, while designated risk owners ensure timely execution of action plans. Regular reviews and updates to the leadership and Board ensure our resilience in an evolving risk landscape.

## Comprehensive Governance Policies

To safeguard our principles, Tata Elxsi has instituted a robust set of governance policies that govern every aspect of our business operations:



These policies are designed to ensure that our governance practices are not only aligned with legal and regulatory requirements but also with the highest ethical standards. They create a solid framework for compliance, ethical conduct, and responsible decision-making at every level of our organisation.



These policies can be accessed on our website at this link:

<https://www.tataelxsi.com/investors/policies-and-disclosures>

# Aligning Priorities with Stakeholder Expectations



We understand that strong stakeholder engagement is key to aligning our strategic priorities with the expectations of those who impact or are impacted by our business. Our materiality assessment process, therefore, involves actively listening to our stakeholders and understanding their concerns. This helps us identify and prioritise the key issues that influence both our business and our stakeholders, guiding us to develop strategies for sustainable growth and responsible business practices.

Through regular communication with stakeholders, we gather valuable insights that guide our business strategies. Stakeholders' expectations regarding quality, innovation, transparency, career development, and societal impact are understood through this process and are addressed through ongoing programmes, partnerships, and compliance efforts.

This engagement process not only helps us prioritise material issues but also

fosters trust and transparency. It sets the foundation for managing risks and ensuring that our strategies align with the material issues that directly impact both our business and stakeholders.

Our materiality assessment provides a clear framework for prioritising these issues. It helps ensure that our sustainability goals are aligned with the expectations of all key stakeholders. We evaluate and prioritise material issues by analysing sustainability trends, regional factors, and global standards. Thus, ensuring focus on the most relevant topics. Regular performance monitoring allows us to adjust strategies and meet stakeholder expectations. We assess and mitigate risks linked to these material issues, ensuring business resilience. Each issue is assigned clear goals and strategies, integrated into our operations for tangible results.



For further details about the Stakeholder Engagement and Materiality Assessment, please refer to the BRSR

## Investor Corner

Tata Elxsi is committed to maintaining transparency and accountability in investor relations by providing an efficient grievance redressal mechanism. The Stakeholders Relationship Committee (SRC) oversees all investor complaints, ensuring timely resolution and compliance with regulatory requirements.

### Investor Grievance Mechanism Overview

The Company follows a structured grievance redressal process, which includes:

#### Complaint Channels

Investors can raise concerns through dedicated email support and website of the RTA at [https://web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufg.com/helpdesk/Service_Request.html)

#### Categorisation of Complaints

Issues related to dividends, share transfers, KYC updates, and other queries are addressed with clear timelines for resolution by the Company/RTA.

#### Escalation Procedures

If grievances remain unresolved, investors can escalate them to higher authorities viz. stock exchanges, SEBI or through ODR mechanism.

### Regulatory Compliance & Initiatives

Tata Elxsi adheres to SEBI guidelines, ensuring proper disclosures and investor-friendly policies. Recent initiatives include:

- Enhanced investor communication and transparency through digital channels
- Strengthened monitoring mechanisms for quicker grievance resolution

### Summary of Investor Complaints received during the year 2024-25

Opening Balance	Received during the year	Resolved during the year	Closing Balance as on March 31, 2025
7	76	80	3

### Contact Information

Investors can reach out for queries via:

- The Company's dedicated Email: [investors@tataelxsi.com](mailto:investors@tataelxsi.com)
- Registrar & Share Transfer Agent: MUFG Intime India Private Limited

Name	MUFG Intime India Private Limited		
Contact details	Address	C-101, 1 <sup>st</sup> Floor, Embassy 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083	
	Phone	+91 8108118484	
	Fax	+91 22 6656 8494	
	E-mail	<a href="mailto:csg-unit@in.mpms.mufg.com">csg-unit@in.mpms.mufg.com</a>	
	Web address	<a href="https://in.mpms.mufg.com">https://in.mpms.mufg.com</a>	



## AGM, Dividend & E-voting Details

Particulars	Details
<b>AGM Date, Time, and Venue</b>	Wednesday, June 25, 2025, at 10:30 A.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) at Bengaluru
<b>Dividend Amount</b>	Rs. 75/- per equity share
<b>Dividend Payment Date</b>	Dividend shall be paid on or after the seventh day from the conclusion of the 36 <sup>th</sup> Annual General Meeting. Dividends are subject to TDS. Kindly visit <a href="http://www.tataelxsi.com">www.tataelxsi.com</a> for more details. Payment of dividend will be made to those shareholders who hold shares as of the close of business hours on Wednesday, June 11, 2025.
<b>Date of Book Closure</b>	Thursday, June 12, 2025 to Wednesday, June 25, 2025
<b>E-Voting</b>	The remote e-Voting period (for e-Voting prior to the AGM) commences on Saturday, June 21, 2025, at 09:00 a.m. (IST) and ends on Tuesday, June 24, 2025, at 05:00 P.M. (IST).
<b>Address for correspondence</b>	Tata Elxsi Limited ITPB Road, Whitefield, Bengaluru – 560048

## Transfer of Shares to Investor Education and Protection Fund

The details of unclaimed dividends and shares transferred to IEPF during the FY 2024-25 are as follows:

Financial Year	Amount of Unclaimed Dividend Transferred (Rs.)	Number of Shares Transferred
2016-17	74,79,472	9,938

## FAQs for Quick Resolution

### 1. How can I update my KYC details?

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

### 2. Where can I check unclaimed dividends & shares?

Refer to the IEPF section in the Annual Report.

### 3. How can I obtain a physical copy of the Annual Report?

Please send an email to [investors@tataelxsi.com](mailto:investors@tataelxsi.com), with the details of your shareholding in the Company.

For comprehensive details, shareholders are encouraged to refer to the Notice of the AGM, Corporate Governance Report, and Board's Report in the Annual Report 2024-25.



# Notice of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting

Notice is hereby given that the **Thirty Sixth (36<sup>th</sup>) Annual General Meeting ('AGM')** of Tata Elxsi Limited ('the Company') will be held on **Wednesday, June 25, 2025, 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, Directors Report and the Statutory Auditors Report for the financial year ended March 31, 2025

To consider and adopt the Audited financial Statements of the Company for the financial year ended March 31, 2025, 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 2024-25.

### Item No. 3 - Appointment of Mr. N. Ganapathy Subramaniam (DIN: 07006215), who retires by rotation.

To appoint a Director in place of Mr. N. Ganapathy Subramaniam, Non-Executive, Non-Independent Director (DIN: 07006215) 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 2025-26

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 crores to be entered during the FY 2025-26, 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

## Notice of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (Contd.)

have given their approval thereto expressly by the authority of this resolution.

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

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so 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.”

### **Item No. 5 - Appointment of M/s. V Sreedharan and Associates as the Secretarial Auditors of the Company for a period of five (5) years**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 24A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), Section 204 of the Companies Act, 2013 (‘Act’) and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the ‘Board’), M/s. V Sreedharan and Associates, (Peer Review Certificate No. P1985KR14800) be and are hereby appointed as the Secretarial Auditors of the Company for an Audit period of five consecutive years commencing from FY 2025-26 until FY 2029-30, on such remuneration as may be mutually agreed upon between the Board and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to

include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

### **Item No. 6 - Re-appointment of Prof. Anurag Kumar (DIN: 03403112) as a Non-Executive, Independent Director of the Company for a second term commencing from November 15, 2025 up to July 12, 2030**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16(1)(b), 17, 17(1A) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, in accordance with the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, Prof. Anurag Kumar (DIN: 03403112) who was appointed as an Independent Director of the Company and who holds office upto November 14, 2025 and is eligible for re-appointment for the second term as an Independent Director, and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature to the office of Directorship of the Company, be and is hereby re-appointed as a Non-Executive, Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from November 15, 2025 up to July 12, 2030 (both days inclusive), not liable to retire by rotation.



## Notice of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (Contd.)

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to do all acts, deeds and things and

take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

April 17, 2025  
Bengaluru

Registered Office:

**Tata Elxsi Limited**

ITPB Road, Whitefield, Bengaluru - 560048

E-mail: [investors@tataelxsi.com](mailto:investors@tataelxsi.com)

Website: [www.tataelxsi.com](http://www.tataelxsi.com)

CIN: L85110KA1989PLC009968

By Order of the Board of Directors

**Cauveri Sriram**

Company Secretary & Compliance Officer

## Notice of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (Contd.)

### NOTES:

1. In compliance with General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular issued by SEBI vide Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), 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 36<sup>th</sup> Annual General Meeting ("AGM") of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for the 36<sup>th</sup> AGM will be the Registered Office of the Company - Tata Elxsi Limited, ITPB Road, Whitefield, Bengaluru - 560048.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards-2 issued by ICSI, in respect of Directors seeking appointment/re-appointment at this AGM is annexed to this Notice.
3. Since this AGM is being held through VC/OAVM pursuant to the aforesaid MCA & SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM. Hence, proxy form, attendance slip and route map are not annexed to this Notice. However, Institutional Investors and Corporate Members are entitled to appoint authorised representatives to attend this AGM through VC/OAVM, participate thereat, and cast their votes through e-voting.
4. Institutional shareholders (i.e. investors other than individuals, HUF, NRI etc.) intending to appoint authorised representative to participate and/or vote through e-voting, are requested to send scanned copy of the certified true copy of Board Resolution/Authority letter etc. to the Scrutiniser by e-mail to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders and Corporate Members may 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.
5. The Members may join the AGM in the VC/OAVM mode thirty minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In line with the circulars issued by MCA & SEBI, the Notice of this AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/Depositories/RTA. For obtaining the physical copy of Annual Report, the Members may send requests to the Company's dedicated investor email-id [investors@tataelxsi.com](mailto:investors@tataelxsi.com). The Notice of 36<sup>th</sup> AGM and Annual Report for FY 2024-25 is also available on the Company's website at [www.tataelxsi.com](http://www.tataelxsi.com), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of NSDL at <https://www.evoting.nsdl.com>.
8. Members desirous of seeking information regarding Accounts of the Company are requested to send their queries to [telagm@tataelxsi.com](mailto:telagm@tataelxsi.com) on or before **Wednesday, June 18, 2025**.
9. In the 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 will be entitled to vote at the AGM through e-voting.



Notice of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (Contd.)

10. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, June 12, 2025 to Wednesday, June 25, 2025 (both dates inclusive)** to determine the shareholders entitled to receive the Dividend as recommended by the Board of Directors for the financial year ended March 31, 2025.
11. If the dividend, as recommended by the Board of Directors, is approved at this AGM, payment of such dividend will be made as under:
  - a. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') as of the close of business hours on **Wednesday, June 11, 2025**.
  - b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **Wednesday, June 11, 2025**.
12. SEBI vide its notification dated January 25, 2022, has mandated listed companies 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. Further, as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. 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 M/s. MUGF Intime India Private Limited (formerly

Link Intime India Private Limited) ('RTA'), for assistance in this regard.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account.

13. The Members are encouraged to furnish/ update their PAN, KYC details including contact details & bank account details, Nomination and specimen signature with the RTA/the Company in specified forms. The Securities and Exchange Board of India ("SEBI") has mandated Members holding shares in physical mode to furnish their PAN, KYC details including contact details & bank account details, Nomination and specimen signature with the RTA/the Company.

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

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

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

Effective January 01, 2022, Grievance Redressal/ Service Requests can be availed with the RTA only after the required documents/complete

## Notice of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (Contd.)

data as mandated are furnished for physical folios.

The duly filled-in Forms along with supporting documents may be sent to the RTA at their address – MUFG Intime India Private Limited, C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083. Members may submit the duly filled complete set of scanned documents with e-sign\* through e-mail. Please note that only documents received from the registered e-mail address of the shareholders will be considered. The documents received from e-mail address of brokers and third parties will not be entertained. Alternatively, Members may upload the documents on the website of the RTA at [https://web.in.mpms.mufig.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufig.com/helpdesk/Service_Request.html)

*\*e-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-sign user. You may approach any of the empanelled e-sign Service providers available on <https://cca.gov.in/> for the purpose of obtaining e-sign.*

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as the name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant(s), in case they hold the shares in electronic form and to the Company's RTA for shares held in physical form, with relevant documents, by following the instructions given above.
15. Manner of registration of e-mail address to receive the Annual Report for 2024-25 including AGM Notice:  
In terms of MCA Circulars, for the purpose of the 36<sup>th</sup> AGM, the eligible Members, whose e-mail addresses are not registered with the Company/ DP and who wish to receive the Annual Report

along with the AGM Notice electronically and to cast the vote electronically, may register their e-mail addresses on or before **05:00 p.m. IST on Wednesday, June 11, 2025**, pursuant to which such Member shall receive the Notice of this AGM along with the Integrated Annual Report 2024-25.

Members are requested to register the e-mail address with their concerned DPs, in respect of equity shares held in demat mode and in respect of equity shares held in physical mode, please visit [https://web.in.mpms.mufig.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufig.com/helpdesk/Service_Request.html) to know more about the registration process.

Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/RTA to enable servicing of notices/documents/integrated annual reports and other communications electronically to their e-mail address in future. Alternatively, those Members who have not registered their email addresses are required to send an email request to [evoting@nsdl.com](mailto:evoting@nsdl.com).

After successful submission of the e-mail address, NSDL will email a copy of the Notice of this AGM along with the Annual Report 2024-25 as also the remote e-Voting user ID and password on the e-mail address registered by the Member. In case of any queries, Members may write to [evoting@nsdl.com](mailto:evoting@nsdl.com).

16. Members who have not claimed/received their dividend paid by the Company in respect of earlier years are requested to write to the Company's RTA. Members are requested to note that in terms of Section 125 of the Act, any dividend unpaid/unclaimed for a period of seven (7) years from the date these first became due for payment is to be transferred to the Central Government to the credit of the Investor Education & Protection Fund (IEPF). The details of the unclaimed dividends and the underlying shares that are liable to be transferred to IEPF

Notice of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (Contd.)

are also available at the Company's website at [www.tataelxsi.com](http://www.tataelxsi.com). In view of this, members/claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 is available on [www.iepf.gov.in](http://www.iepf.gov.in).

17. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).
18. A Resident individual shareholder with PAN and who is not liable to pay income tax may submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by email to [csgexemptforms2526@in.mpms.mufg.com](mailto:csgexemptforms2526@in.mpms.mufg.com) by 06:00 p.m. (IST), **Wednesday, June 11, 2025**. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under the tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [nriexemptforms@tataelxsi.com](mailto:nriexemptforms@tataelxsi.com). The aforesaid declarations and documents need to be submitted by the shareholders by 06:00 p.m. (IST), **Wednesday, June 11, 2025**. For detailed instructions and formats of the

Forms and documents to be submitted, please visit [www.tataelxsi.com/investors/corporate-announcements](http://www.tataelxsi.com/investors/corporate-announcements).

19. Members are requested to follow the below steps for updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members are requested to send the following details/documents to the Company's Registrars and Transfer Agent ('RTA'), viz. MUFG Intime India Private Limited at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083:

- a. Form ISR-1 along with supporting documents. The said form is available on the Company's website at [www.tataelxsi.com](http://www.tataelxsi.com) or <https://web.in.mpms.mufg.com/KYC-downloads.html>
- b. Form ISR-2 along with cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.

For further details, Members are requested to refer to process detailed on the Company's website at [www.tataelxsi.com](http://www.tataelxsi.com).

Shares held in electronic form: Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. For Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall

## Notice of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (Contd.)

dispatch the Warrant/Bankers' Cheque/Demand Draft through postal or courier services.

20. 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. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [investors@tataelxsi.com](mailto: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 by the Companies (Management and Administration) Amendment Rules, 2015, the General Circular No. 09/2024 dated September 19, 2024, 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 21, 2025, at 09:00 a.m. (IST)** and ends on **Tuesday, June 24, 2025, 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 18, 2025** 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 18, 2025**. 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. Omkar Dindorkar (CP No.: 24580) 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 18, 2025** may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto: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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 captioned "e-voting facility provided by listed companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.

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Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP'), thereby not only facilitating seamless authentication but also ease and convenience of

participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> </ol>



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Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>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.</li> <li>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 &amp; voting during the meeting.</li> </ol>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911.

### 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.

- 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.
- 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, 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.*

- 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 133730 then user ID is 133730001***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - 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](http://www.evoting.nsdl.com).
  - b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 - **133730 (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 [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/

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Power of Attorney/Authority Letter etc. by clicking on **“Upload Board Resolution/Authority Letter”** displayed under **“e-Voting”** tab in their login.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**OTHER INSTRUCTIONS**

- 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 18, 2025**. 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.
- 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](mailto: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.
- The Scrutiniser shall, immediately after the 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 not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

- The result declared along with the Scrutiniser Report shall be placed on the Company’s website [www.tataelxsi.com](http://www.tataelxsi.com) and on the website of NSDL [www.evoting.nsdl.com](http://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:**

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e voting.
- 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.
- 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.

**INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM:**

- 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. 133730 for Company’s AGM.

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- 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. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
- Members are encouraged to join the Meeting through Laptops for better experience. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - 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.
  - Members who need assistance before or during the AGM can contact NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or call at 022 - 4886 7000 or write to the Company at [telagm@tataelxsi.com](mailto:telagm@tataelxsi.com).
  - 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](mailto:telagm@tataelxsi.com) between Monday, **June 16, 2025 (09:00 a.m. IST) to Wednesday, June 18, 2025 (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.

April 17, 2025

Bengaluru

Registered Office:

**Tata Elxsi Limited**

ITPB Road, Whitefield, Bengaluru - 560048

E-mail: [investors@tataelxsi.com](mailto:investors@tataelxsi.com)

Website: [www.tataelxsi.com](http://www.tataelxsi.com)

CIN: L85110KA1989PLC009968

By Order of the Board of Directors

**Cauveri Sriram**

Company Secretary & Compliance Officer



Notice of the Thirty Sixth (36<sup>th</sup>) 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(s). 4, 5 & 6 of the accompanying Notice.

**Context for 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 ₹1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are entered in the ordinary course of business of the concerned Company and at 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 pursuant to Regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended). Further, Tata Motors is also classified as an Associate Company of Tata Sons Private Limited.

Jaguar Land Rover Limited, UK ('JLR') is a subsidiary of Tata Motors Limited. Jaguar Land Rover Limited,

UK is a related party to Tata Elxsi within the meaning of Section 2(76) of the Companies Act, 2013, read with Regulation 2(1)(zb) of SEBI Listing Regulations, considering its association with the Promoter Group Member and Related Party, Tata Motors Limited.

It is in the above context that Resolution No. 4 is placed for the approval of the Members of the Company.

**Background and details of the transactions:**

The Members of the Company through Postal Ballot Notice dated February 13, 2024, inter alia, accorded approval vide ordinary resolution, for entering into Material Related Party Transactions with Jaguar Land Rover Limited, UK ('JLR'), for an aggregate amount upto ₹1,000 crores for the FY 2024-25.

The Management has provided the Audit Committee all the required information under SEBI Circular dated November 22, 2021, read with SEBI Master Circular dated November 11, 2024. The Audit Committee considered the details as required under the law including the material terms and rationale for limits with JLR for the FY 2025-26 and after due deliberation granted its approval for an aggregate maximum value of ₹1,200 crores for transactions with JLR for the FY 2025-26. The 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 in 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.

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Details of the Material Related Party Transaction(s) between the Company and JLR, including the information required to be disclosed as part of the Explanatory Statement pursuant to the SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the proposed modification(s) thereto, are as follows:

Description	Details of proposed RPTs between the Company and JLR and material modification(s) thereto
Summary of information provided by the Management to the Audit Committee for approval of the proposed material modification to the RPTs	
Name of the Related Party and its relationship with the Company or its subsidiary, including the nature of its concern or interest (financial or otherwise)	Name of the Related Party: Jaguar Land Rover Limited, UK ('JLR') Relationship with the Company - as mentioned above in the explanatory statement.
Type, material terms, monetary value and particulars of the proposed transactions	Tata Elxsi partners with JLR as the R & D Centre for their various new vehicle programmes and provides niche product design expertise and engineering services in the areas of mechanical, electronics and software development and complete vehicle programme management. The aggregate value of the transactions proposed to be entered into with JLR for the FY 2025-26 is a Material Related Party Transaction. It is now proposed to undertake transactions with JLR for 2025-26 upto a maximum aggregate value ₹ 1,200 crores provided that such transaction(s)/contract(s)/arrangement(s)/agreement(s) is/are carried out at an arm's length pricing basis and in the ordinary course of business.
Percentage of the annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	For transactions upto ₹ 1,200 crores: 34%* *considering FY 2024-25 as the immediately preceding FY
Justification for the proposed RPTs	Tata Elxsi is a global design and technology services company, part of the Tata group, that provides end-to-end solutions for the automotive industry. Tata Elxsi has been a long-standing partner of Jaguar Land Rover (JLR), the UK's largest automotive manufacturer and a subsidiary of Tata Motors, since 2008. Tata Elxsi provides a range of services to JLR, such as outsourcing, research and development, software development, testing, validation, and support, across various domains, such as infotainment, connectivity, autonomous driving, electrification, and digital engineering. 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.

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

Based on the approval of the Audit Committee, the Board 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. None of the Directors, KMPs and or their respective relatives, are in any way, concerned or interested, financially or otherwise in this 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, whether the entity is a Related Party to the particular transaction(s) or not.

## Notice of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (Contd.)

### Item No. 5

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Third Amendment Regulations dated December 12, 2024 and Regulation 24A(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. The Company may appoint an individual as Secretarial Auditor for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

It is proposed to appoint M/S. V Sreedharan and Associates, Practicing Company Secretary, as Secretarial Auditors of the Company for an Audit period of five consecutive years commencing from 2025-26 till 2029-30, at a remuneration not exceeding ₹ 3,00,000 p.a. (Rupees Three Lakhs only), excluding applicable GST and out-of-pocket expenses incurred during the course of the Secretarial Audit, payable for the financial year 2025-26, and subject to revision in subsequent years, as may be mutually agreed upon, between the Board of Directors of the Company and the Secretarial Auditors. The firm has confirmed its eligibility and provided the necessary documents, including the consent letter, peer review certificate, and eligibility confirmation.

The Board and the Audit Committee, while considering the appointment of M/s V Sreedharan and Associates as Secretarial Auditors of the Company, evaluated the firm's credentials, expertise to manage secretarial audits in the sector that the Company operates, its professional standing, technical competence, and the diversity of its client portfolio. Based on this assessment, M/s V Sreedharan and Associates was found to be well-qualified to conduct the Secretarial Audit for the Company.

Based on the approval of the Audit Committee, the Board recommends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company by way of an Ordinary Resolution.

None of the Directors, KMPs and or their respective relatives, are in any way, concerned or interested, financially or otherwise in this Resolution.

### Item No. 6

The Members of the Company at the 32<sup>nd</sup> Annual General Meeting held on July 27, 2017, had approved the appointment of Prof. Anurag Kumar (DIN: 03403112) as an Independent Director of the Company from November 15, 2020 upto November 14, 2025.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on April 17, 2025, approved the re-appointment of Prof. Anurag Kumar as an Independent Director of the Company for a second term commencing from November 15, 2025 upto July 12, 2030, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, subject to members approval.

The Company has, in terms of Section 160(1) of the Act, received in writing a Notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Prof. Anurag Kumar that he meets the criteria of independence as provided in Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the opinion of the Board of Directors, Prof. Anurag Kumar is independent of the management.

### Brief Profile of Prof. Anurag Kumar:

Prof. Anurag Kumar, B.Tech (1977) IIT Kanpur, PhD (1981) Cornell University, was a Member of Technical Staff in AT&T Bell Laboratories (1981-1988), before returning to India and joining the Indian Institute of Science (IISc) as a faculty member in the ECE Department. He became a Professor in 1996, and

Notice of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (Contd.)

held the position of the Director of IISc during 2014-2020. He has published over 200 peer-reviewed papers in journals and conferences, in the area of communications networking and distributed systems. He has consulted for government and private organisations and has mentored a networking start-up from its early years to now having global clients. He has led the authorship of two major books that have been used around the world. He was the 1977 President's Gold Medalist in IIT Kanpur. He has been elected Fellow of the IEEE, the Indian National Science Academy (INSA), the Indian National Academy of Engineering (INAE), the Indian Academy of Science (IASc), and The World Academy of Sciences (TWAS). He received the 2015 Vasvik Award for Information Technology, and the 2017 IEI-IEEE Award for Engineering Excellence. He is a recipient of the J.C. Bose National Fellowship, awarded by the Department of Science Technology, for the period 2011-2021.

He is currently an Indian National Science Academy Distinguished Professor, and is continuing his academic work in the ECE Department in IISc.

In compliance with the provisions of Section 149, read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the re-appointment of Prof. Anurag Kumar as an Independent Director is now being placed before the Members for their approval.

The Board is of the view that Prof. Anurag Kumar possess the required expertise and experience to be re-appointed as an Independent Director. Further, Prof. Anurag satisfies the requirements set forth under the Act and the SEBI Listing Regulations and remains independent of the management. The Board believes that his continued association would be of significant value to the Company and the Board recommends his re-appointment as an Independent Director as detailed in Item No. 6 of the accompanying Notice, for approval by the Members by way of special resolution.

Except Prof. Anurag Kumar, none of the other Directors, Key Managerial Personnel of your Company and their relatives are in any way concerned or interested in this resolution. Further details of Prof. Anurag Kumar is provided in the Annexure to this Notice.

April 17, 2025

Bengaluru

Registered Office:

**Tata Elxsi Limited**

ITPB Road, Whitefield, Bengaluru - 560048

E-mail: [investors@tataelxsi.com](mailto:investors@tataelxsi.com)

Website: [www.tataelxsi.com](http://www.tataelxsi.com)

CIN: L85110KA1989PLC009968

By Order of the Board of Directors

**Cauveri Sriram**

Company Secretary & Compliance Officer



Notice of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (Contd.)

**Disclosure on appointment/re-appointment of Director pursuant to Clause 1.2.5 of Secretarial Standards-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Name	Mr. N Ganapathy Subramaniam		Prof. Anurag Kumar	
DIN	07006215		03403112	
Date of Birth (Age)	May 20, 1959 (65 years)		July 13, 1955 (69 years)	
Date of appointment on the Board (initial)	November 01, 2014		November 15, 2020	
Qualifications	M. Sc. (Mathematics)		B.Tech. Electrical Engineering, IIT Kanpur Ph.D - Cornell University	
Brief Resume	Please refer to the Corporate Governance Report Section of the Annual Report for details on the brief profile of Mr. N Ganapathy Subramaniam.		Please refer to the Corporate Governance Report Section of the Annual Report for details on the brief profile of Prof. Anurag Kumar.	
Expertise in specific functional areas	✓ IT Industry		✓ IT Industry	
	✓ General Management		✓ General Management	
Terms and Conditions of re-appointment	Proposed to be re-appointed as Non-Executive Non-Independent Director, liable to retire by rotation.		Proposed to be re-appointed as Non-Executive Independent Director, commencing from November 15, 2025 up to July 12, 2030, not liable to retire by rotation.	
Shareholding in Tata Elxsi Limited as on March 31, 2025	Nil		Nil	
Relationship with Directors/KMP of Tata Elxsi Limited	No inter-se relationship with Directors and KMP's of Tata Elxsi Limited.		No inter-se relationship with Directors and KMP's of Tata Elxsi Limited.	
Attendance at Board Meetings during 2024-25	Number of meetings held	Number of meetings attended	Number of meetings held	Number of meetings attended
	6	6	6	5
Remuneration drawn for 2024-25	₹ 4,80,000 (Sitting fees paid for attending the Board and Committee Meetings)		₹ 5,60,000 (Sitting fees paid for attending the Board and Committee Meetings) Commission for 2024-25 is ₹ 1,32,33,000.	
Details of remuneration sought to be paid	Mr. N Ganapathy Subramaniam shall be paid sitting fees for attending the Board and Committee meetings.		Prof. Anurag Kumar shall be paid sitting fees & commission for attending the Board and Committee meetings.	

Notice of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (Contd.)

Name	Mr. N Ganapathy Subramaniam	Prof. Anurag Kumar
<b>Directorship, Committee Chairmanship/ Membership in other public companies</b>	<b>Directorship:</b> <ul style="list-style-type: none"> <li>Tata Communications Limited</li> <li>Tejas Networks Limited</li> </ul> <b>Committee Membership:</b> <p><b>Tata Communications Limited</b></p> <ul style="list-style-type: none"> <li>Member – Nomination &amp; Remuneration Committee</li> </ul> <p><b>Tejas Networks Limited</b></p> <ul style="list-style-type: none"> <li>Member – Nomination &amp; Remuneration Committee</li> </ul>	Nil
<b>Details of listed companies from which the appointee has resigned during the last three financial years.</b>	Nil	Nil

# Directors' Report to the Members

## TO THE MEMBERS OF TATA ELXSI LIMITED

- Your Directors are pleased to present the Thirty Sixth Integrated Annual Report on the business and operations of the Company along with the audited financial statements for the financial year ended March 31, 2025.

## 2. FINANCIAL SUMMARY

The highlights of financial performance of the Company, for the financial year ended March 31, 2025, are summarised hereunder:

	₹ in crores	
Particulars	FY 2024-25	FY 2023-24
Revenue from operations	3,729.05	3,552.15
Other income (Net)	179.31	121.95
<b>Total Income</b>	<b>3,908.36</b>	<b>3,674.10</b>
Profit before financial expenses, depreciation and tax	1,152.26	1,168.39
Less: Financial expenses	18.98	20.26
Depreciation/Amortisation	104.87	99.45
<b>Profit before tax</b>	<b>1,028.40</b>	<b>1,048.68</b>
Tax expenses	243.47	256.44
<b>Profit after tax for the year</b>	<b>784.94</b>	<b>792.24</b>
Other Comprehensive income	(4.77)	(9.98)
<b>Net Profit for the year</b>	<b>780.17</b>	<b>782.26</b>
Add: Profit brought forward	2,277.06	1,907.53
Less: Dividend	435.94	377.40
Transfer to General Reserve	10.00	10.00
<b>Balance Profit carried to Balance Sheet</b>	<b>2,586.73</b>	<b>2,277.06</b>

## 3. REVIEW OF OPERATIONS AND PERFORMANCE

The total income during the year under review increased by 6.40% which stood at ₹ 3,908.36 as against ₹ 3,674.10 crores in the previous financial year. The Profit Before Tax (PBT) was ₹ 1,028.40 crores as against ₹ 1,048.68 crores in the previous year. The Profit After Tax (PAT) was ₹ 784.94 crores as against ₹ 792.24 crores in the previous financial year.

## 4. DIVIDEND

The Board of Directors are pleased to recommend a dividend of ₹ 75 per share (750%) subject to tax, for the financial year ended March 31, 2025, on 6,22,84,124 equity shares of ₹ 10 each fully

paid-up, in comparison to ₹ 70 per share (700%) on 6,22,76,440 equity shares of ₹ 10 each fully paid-up in the previous financial year.

The said dividend on equity shares is subject to the approval of the Members at the ensuing Annual General Meeting ("AGM") scheduled to be held on June 25, 2025. If approved, this will involve an outflow of ₹ 467.13 crores, compared to ₹ 435.94 crores, in the previous year.

According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 01, 2020, and the Company is required to deduct tax at source from the dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961.



## Director's Report to the Members (Contd.)

The Company's Dividend Distribution Policy, as adopted in line with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations" or "SEBI Listing Regulations") is available on the website of the Company at the link: <https://www.tataelxsi.com/investors/policies-and-disclosures>.

**5. TRANSFER TO RESERVES**

Your Directors have approved a transfer of ₹ 10 crores to the General Reserves for the financial year ended March 31, 2025, as against an amount of ₹ 10 crores transferred in the previous financial year.

**6. SHARE CAPITAL**

As on March 31, 2025, the authorised share capital of the Company consisted of 7,00,00,000 equity shares of ₹ 10 each. During the year under review, there was an increase in paid up equity share capital of the Company. The Company had issued and allotted 7,684 equity shares with a face value of ₹ 10 each, consequent to exercise of the Performance Stock Option by the eligible employees of the Company. The paid-up equity share capital stands at ₹ 62,28,41,240 comprising of 6,22,84,124 equity shares of ₹ 10 each fully paid up as on March 31, 2025.

**7. TATA ELXSI LIMITED PERFORMANCE STOCK OPTION PLAN 2023**

Pursuant to the approval of the Members vide special resolution passed through Postal Ballot on March 04, 2023, the Company had adopted and implemented the "Tata Elxsi Limited Performance Stock Option Plan 2023" (hereinafter referred to as "PSOP 2023" or "the Plan"), for grant of 3,11,000 fully paid equity shares of ₹ 10 (Rupees Ten Only), representing 0.50% of the issued share capital of the Company to the eligible employees of the Company.

The Plan is intended to reward, motivate and retain the Eligible Employees of the Company as defined in the PSOP 2023, (hereinafter

collectively referred to as 'eligible employees') for their performance and participation in the growth and profitability of the Company. The said initiative to link the employee's performance in the Company along with other initiatives would contribute to improve the performance of the Company. The Plan has been formulated in accordance with the provisions of the Companies Act, 2013 ('the Act') and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB&SE Regulations") and during the year under review, there was no change in terms of PSOP 2023.

The eligible employees shall be granted Performance Stock Options (PSOP), as determined by the Nomination and Remuneration Committee of the Board, which will vest as per the approved vesting schedule and are be exercisable into fully paid-up equity shares of ₹ 10 (Rupees Ten Only) each of the Company, on the terms and conditions as provided under the Plan, in accordance with the provisions of the applicable laws and regulations for the time being in force.

During the year under review, the Nomination and Remuneration Committee approved a grant of 43,169 stock options to eligible employees of the Company as per the terms and conditions of the Plan. No employee was granted stock options equal to or exceeding 1% of the issued share capital of the Company. The vesting period for the stock options granted under the PSOP 2023 shall not be less than one year and all the stock options would vest, based on the and conditions as detailed out in the Plan.

The statutory disclosures as mandated under the Act and SBEB&SE Regulations and a certificate from the Secretarial Auditor, confirming implementation of the Plan in accordance with SBEB&SE Regulations and shareholder's resolution have been hosted on the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures> and will be

## Director's Report to the Members (Contd.)

available for electronic inspection by the Members during the AGM of the Company. Members desirous of inspecting the certificate, may follow the procedure listed down in the Notes to the Notice of the Annual General Meeting.

### 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2025, the Board of the Company comprised of six (6) Directors, with three (3) Non-Executive Independent Directors, two (2) Non-Executive Non-Independent Directors and one (1) Executive Director. The details of the Board composition including the profile of the Directors are available in the Corporate Governance Report section of the Annual Report. During the year under review, on account of completion of their term as Independent Director(s) of the Company, Mrs. Shyamala Gopinath (DIN: 02362921) and Mr. Sudhakar Rao (DIN: 00267211) ceased to be Independent Director(s) of the Company effective June 20, 2024 and September 02, 2024, respectively. The Board of the Company placed on record their appreciation for the valuable contribution and guidance rendered by Mrs. Shyamala Gopinath and Mr. Sudhakar Rao during their tenure as Members of the Board.

During the year under review, Mr. Soumitra Bhattacharya (DIN: 02783243) and Ms. Ashu Suyash (DIN: 00494515), were appointed as Independent Director(s) of the Company for a term of 5 (five) consecutive years with effect from April 04, 2024 up to April 03, 2029.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors, considered and approved the re-appointment of Prof. Anurag Kumar (DIN: 03403112), as Non-Executive Independent Director for second term commencing from November 15, 2025 up to July 12, 2030, subject to the approval of the Members of the Company

at the ensuing AGM. Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. N. Ganapathy Subramaniam, Non-Executive Director (DIN:07006215), retires by rotation and being eligible, offers himself for re-appointment.

During the year under review, six (6) Board meetings were held on April 03, 2024, April 23, 2024, July 10, 2024, October 10, 2024, January 09, 2025 and January 31, 2025, respectively. Further details of the Board Meeting and Committee Meetings including the attendance of the Directors are provided in the Corporate Governance Report forming part of this Annual Report. The calendar of meetings for FY 2024-25 had been circulated to all the directors in advance detailing the schedule of Board and Committee meetings during the FY 2024-25.

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. The Directors have further confirmed that they are not debarred from holding the office of the director under any SEBI Order or any other such authority. During the FY 2024-25, there has been no change in the circumstances affecting their status as Independent Directors of the Company. Pursuant to Clause VII (1) of Schedule IV of the Act, a separate meeting of the Independent Directors was held on April 22, 2024.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel





## Director's Report to the Members (Contd.)

of the Company as on March 31, 2025 are Mr. Manoj Raghavan, Managing Director & CEO; Mr. Gaurav Bajaj, Chief Financial Officer and Ms. Cauveri Sriram, Company Secretary & Compliance Officer.

### 9. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures.
- b. The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of our state of affairs at the end of the financial year and of our profit for that period.
- c. The Directors had taken proper and sufficient care, for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Directors have prepared the annual accounts on a going concern basis.
- e. The Directors had laid down internal financial controls to be followed by the Company

and that such internal financial controls are adequate and were operating effectively.

- f. The Directors have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

### 10. PARTICULARS ON REMUNERATION

The statement containing particulars of the top 10 employees and the employees drawing remuneration in excess of limits prescribed under Section 197(12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in the Annexure forming part of this Report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary.

The particulars pursuant to Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **Annexure A**.

### 11. PERFORMANCE EVALUATION

The Company has laid down a process for performance evaluation of the Board and its Committees as well as a framework for evaluation of the performance of each of its Directors. The evaluation criteria include, inter alia, structure of the Board, qualifications, experience and competency of Directors, diversity in Board, effectiveness of the Board process, information and functioning, Board culture and dynamics, quality of relationship between the Board and management, meetings of the Board, including regularity and frequency, discussion and dissent, corporate culture and values, governance and compliance, evaluation of risk amongst others.

## Director's Report to the Members (Contd.)

The criteria is based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017. The evaluation process is conducted and monitored by the Chairperson, Nomination & Remuneration Committee ('NRC') in consultation with the members of the Committee. Upon the receipt of feedback from Directors, the Chairperson, NRC conducts a one-to-one meeting with the Members. Thereafter, the Chairperson, NRC briefs the Chairman of the Board on the outcome, which is subsequently discussed at the Board Meeting. For the FY 2024-25, the performance evaluation has been conducted as per the process adopted by the Company, which is detailed out above.

### 12. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 and Schedule V of the Listing Regulations, a separate section on Management Discussion and Analysis Report is annexed to the Directors' Report.

### 13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars pursuant to Section 134(m) of the Act and read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed to this Report as **Annexure B**.

### 14. INTEGRATED REPORT

The Integrated Report of the Company is prepared in accordance with the International Integrated Reporting (IR) framework published by the Value Reporting Foundation (VRF) which reflects the Company's approach to its value creation. This report aims to provide a holistic view of the Company's strategy, governance and performance, and how they work together to create value over the short, medium and long term for our stakeholders. The narrative section of the Integrated Report is guided by the

Integrated Reporting (IR) framework outlined by the International Integrated Reporting Council (IIRC).

### 15. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

In terms of Regulation 34(2) (f) of Listing Regulations the Business Responsibility and Sustainability Report, in the prescribed format, forms an Integral Part of the Annual Report. An assurance report on the sustainability disclosures in the Business Responsibility and Sustainability Reporting for the financial year 2024-25 is a part of BRSR. This assurance report has been issued vide SEBI circular number SEBI/HO/CFD/CFDSEC-2/P/CIR/2023/122 dated July 12, 2023.

### 16. CORPORATE GOVERNANCE

In terms of Regulation 34(3) of the Listing Regulations, the Corporate Governance Report, Management Discussion & Analysis Report, and the Auditors' Certificate regarding Compliance to Corporate Governance requirements forms part of this Annual Report.

### 17. CORPORATE SOCIAL RESPONSIBILITY

In line with Section 135 of the Act read with applicable rules made thereunder, Corporate Social Responsibility (CSR) Committee has been constituted for the purposes of recommending and monitoring the CSR initiatives of the Company.

The Board, based on the recommendation of the CSR Committee, has formulated and adopted a CSR Policy, in line with Section 135 of the Act read with the applicable rules made thereunder, which is available on the website of the Company at [www.tataelxsi.com/investors/policies-and-disclosures](http://www.tataelxsi.com/investors/policies-and-disclosures).

The CSR objectives are designed to serve societal, local and national goals in the locations we operate, create a significant and sustained



## Director's Report to the Members (Contd.)

impact on local communities and provide opportunities for our employees to contribute to these efforts through volunteering.

The Annual Report on the CSR initiatives undertaken by the Company as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended) including the reasons for not utilising the complete amount for CSR as approved by the CSR Committee, is annexed to this Report as **Annexure C**. The details relating to the composition of the CSR Committee is provided in the Corporate Governance Report, forming part of this Annual Report.

### 18. RISK MANAGEMENT POLICY

The Board has adopted a Risk Management Policy to identify and categorise various risks, implement measures to minimise impact of these risks where it is deemed necessary and possible, and a process to monitor them on a regular basis including to review and monitor the cyber security measure. Further details on the Risk Management Framework is provided in the Corporate Governance Report, forming part of the Annual Report.

### 19. DEPOSITS FROM PUBLIC

During the year under review, the Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

### 20. LOANS, INVESTMENTS AND GUARANTEES

During the year under review, there were no loans, guarantees and investments made by the Company under Section 186 of the Act.

### 21. AUDIT COMMITTEE

The Company has constituted an Audit Committee in compliance with Section 177 of the Act and Regulation 18 of the Listing Regulations.

The Composition of the Audit Committee in terms of Section 177(8) along with its terms of reference incorporating its functions are provided in the Corporate Governance Report forming part of the Annual Report.

During the year under review, there were no such instances where the Board has not accepted the recommendations of the Audit Committee.

### 22. RELATED PARTY TRANSACTIONS

During the year under review, all the Related Party Transactions were entered at arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations.

Pursuant to Section 188 of the Act read with rules made thereunder and Regulation 23 of the Listing Regulations, all Material Related Party Transactions ("material RPTs") require prior approval of the shareholders of the Company vide ordinary resolution.

Accordingly, the Members of the Company had, inter alia, approved Material RPTs of the Company with Jaguar Land Rover Limited, UK ("JLR") for an aggregate amount not exceeding ₹ 1,000 crores for the FY 2024-25. Further, during the FY 2025-26, the Company proposes to enter into material RPTs with Jaguar Land Rover Limited, UK, for an amount not exceeding ₹ 1,200 crores, subject to approval of the shareholders of the Company at the ensuing AGM.

The Company has formulated and adopted a policy on dealing with related party transactions, in line with Regulation 23 of the Listing Regulations, which is available on the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

As a part of the mandate under the Listing Regulations and the terms of reference, the Audit Committee undertakes quarterly review of related party transactions entered into by the Company with its related parties. Pursuant

## Director's Report to the Members (Contd.)

to Regulation 23 of Listing Regulations and Section 177 of the Act, the Audit Committee has granted omnibus approval in respect of transactions which are repetitive in nature, which may or may not be foreseen, not exceeding the limits specified thereunder. The transactions under the purview of omnibus approval are reviewed on quarterly basis by the Audit Committee. Pursuant to Regulation 23(9) of the Listing Regulations, your Company has filed the disclosures on Related Party Transactions in prescribed format with the Stock Exchanges.

Pursuant to Section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, the details of contracts/arrangements entered with related parties in prescribed Form AOC-2, is annexed to this Report as **Annexure D**.

## 23. AUDITORS

### 23.1. STATUTORY AUDITORS AND THEIR REPORT

The Members of the Company at the 33<sup>rd</sup> AGM held on June 23, 2022, approved the appointment of M/s. BSR & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W - 100022) as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 33<sup>rd</sup> AGM, until the conclusion of the 38<sup>th</sup> AGM of the Company to be held in 2027.

The report issued by Statutory Auditors for financial year 2024-25 does not contain any qualifications or adverse remarks. The Statutory Auditors have not reported any frauds under Section 143(12) of the Act.

### 23.2. SECRETARIAL AUDIT AND REPORT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Ms. Jayashree Parthasarathy

of M/s. Jayashree Parthasarathy & Co., Company Secretary in Practice, was appointed to undertake the Secretarial Audit for the FY 2024-25.

The Report of the Secretarial Auditor along with the certificate of non-disqualification of Directors for the year ended March 31, 2025, is annexed to this Report as **Annexure E**. The Report issued by Secretarial Auditor for the FY 2024-25 does not contain any qualifications or adverse remarks.

## 24. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY 2024-25 is available on Company's website at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

## 25. VIGIL MECHANISM

Your Company has established a "Vigil Mechanism" for its Employees and Directors, enabling them to report any concerns of unethical behaviour, suspected fraud or violation of the Company's 'Code of Conduct'.

To this effect, the Board has adopted a 'Whistle Blower Policy' (WBP), which is overseen by the Audit Committee. The Policy inter alia provides safeguards against victimisation of the Whistle Blower, Employees and other Stakeholders have direct access to the Chairperson of the Audit Committee for lodging concerns if any, for review. The same is available on Company's website at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

The said policy has also been posted on our intranet where all the employees have access. The Company conducts 'Policies Awareness Campaign' regularly for its employees across its various centers and the WBP features in these campaigns.



## Director's Report to the Members (Contd.)

**26. COST RECORDS**

Considering the services rendered by the Company, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 and hence, there was no Cost Auditor appointed by the Company during the year under review.

**27. PREVENTION OF SEXUAL HARASSMENT**

Your Company has zero tolerance for sexual harassment at workplace and have adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the Rules made thereunder for prevention and redressal of complaints under the above Act. The Company has constituted an Internal Complaints Committee under the POSH Act. The following no. of complaints were received under the POSH Act and the rules framed thereunder during the year:

- number of complaints filed during the financial year - 2
- number of complaints disposed of during the financial year - 3\*
- number of complaints pending as on end of the financial year - 0

\*Pertained to a complaint filed in FY 2023-24, on which investigation which has been completed and grievance redressed during the FY 2024-25.

**28. OTHERS**

- There are no material changes and commitments affecting the Company's financial position between the end of the financial year to which

this financial statement relates and the date of this Report.

- There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.
- There are no instances where your Company required the valuation for one time settlement or while taking the loan from any Banks or Financial Institutions.
- The Company does not have any subsidiary, associate or joint venture as on the date of this Report.
- The details regarding remittance of Unclaimed Dividend to Investors' Education & Protection Fund (IEPF) for financial year 2017-18 and thereafter in terms of Section 125 of the Act and are provided in the Corporate Governance Report forming part of the Annual Report.

**29. SECRETARIAL STANDARDS**

Your Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

**30. ACKNOWLEDGEMENTS**

Your Directors wish to thank employees, customers, partners, suppliers, and above all, our shareholders and investors for their continued support and co-operation.

**For and on behalf of the Board**

**N. G. Subramaniam**

Chairman

April 17, 2025  
Bengaluru



## ANNEXURE “A” to the Directors’ Report

Particulars pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, are provided as under:

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary for the financial year:

Non-Executive Director	Ratio to median remuneration	% increase in the remuneration of Directors/KMP in the Financial year
Mr. N. G. Subramaniam*	-	-
Prof. Anurag Kumar	15.75	(23.95%)
Mrs. Shyamala Gopinath	8.13	Please refer to Note (i) below
Mr. Sudhakar Rao	12.37	
Ms. Ashu Suyash^	12.20	
Mr. Soumitra Bhattacharya^	16.26	
Mr. Ankur Verma*	-	-
<b>Executive Director</b>		
Mr. Manoj Raghavan, Managing Director & CEO	59.52	(19.23%)
<b>Key Managerial Personnel</b>		
Mr. Gaurav Bajaj, Chief Financial Officer	-	2.11%
Ms. Cauveri Sriram, Company Secretary & Compliance Officer	-	5%

(i) Since the remuneration is only for part of the year, the ratio of their remuneration to median remuneration and percentage increase in remuneration is not comparable and hence, not stated.

\* In line with the internal guidelines of the Company, no payment is made towards commission to the Non-Executive Director of the Company, who are in full-time employment with any other Tata Company and hence not stated.

^ Appointed as Independent Director(s) of the Company w.e.f. April 04, 2024.

- (ii) The percentage increase/(decrease) in the median remuneration of employees in the financial year: 1.82%
- (iii) The number of permanent employees on the rolls of the Company: 12,414
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:



## ANNEXURE "A" to the Directors' Report (Contd.)

The average increase in salaries of employees other than the managerial personnel in FY 2024-25 was 6.10%. The percentage increase/ (decrease) in the managerial remuneration for the year was (10.89%).

- (v) The Company hereby affirms that the remuneration is as per the Remuneration Policy of the Company, which was adopted by the Board and is also laid out in the Charter for the Nomination & Remuneration Committee (NRC). The Policy covers the matters related to remuneration to the Managing Director, Key Managerial Personnel and other officers. The Charter lays down the rights, roles and responsibilities of the NRC. A Policy on Board diversity and Governance Guidelines have also been adopted by the Board, on the recommendation of NRC. The Guidelines lay down the following:

- Composition and Role of the Board (Role of the Chairman, Directors, size of the Board, Managing Director, Executive Director, Non-Executive Directors, Independent Directors, their term, tenure and directorship)
  - ▶ Board appointment
  - ▶ Directors' Remuneration (Guided by the Remuneration Policy)
  - ▶ Subsidiary Oversight
  - ▶ Code of Conduct (Managing Director, Executive Director, Non-Executive Directors, Independent Directors)
  - ▶ Board effectiveness review
  - ▶ Mandate of the Board Committee

The Remuneration Policy and the Charter for NRC are available at [www.tataelxsi.com/investors/policies-and-disclosures](http://www.tataelxsi.com/investors/policies-and-disclosures).

## Annexure “B” to the Directors’ Report

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

#### (A) CONSERVATION OF ENERGY:

##### i. Steps taken or impact on conservation of energy:

Your Company has prioritised energy conservation and implemented several measures to achieve this goal. The important steps and measures taken in achieving this objective are as follows:

- a. Resourceful energy utilisation is ensured through careful monitoring, stakeholder training, and the adoption of technology to aide energy optimisation.
- b. Your Company aligns with market trends and has implemented LED lighting across its locations. Energy optimisation has been achieved by transitioning from CFL to LED light fittings. All newly built facilities are using LED Light fittings from the project stage.
- c. Your Company has installed VFD for AHU motors that optimises the energy consumption in HVAC System.
- d. The VRF (Variable Refrigerant Flow) air-conditioning system represents the latest in energy-efficient HVAC solutions. It enhances operational reliability while utilising environmentally friendly refrigerants. This advanced technology has been successfully implemented at the Hoody campus in Bengaluru and in all the newly developed interior projects.
- e. The Variable Air Volume (VAV) controllers facilitate to switch ON/OFF air-conditioning from centralised AHU basis requirements and are being inherently fixed in all the new interior projects. Also, in existing facilities multiple meeting rooms and conference rooms are brought in the ambit of VAV’s.
- f. Your Company believes in taking steps to capture all possible energy efficiency options available. Thereby in Hoody campus the cafeteria lift is being refurbished and its main motor is being replaced with latest technology energy efficient motor which will function on VFD.

##### ii. Steps taken by the Company for utilising alternate sources of energy:

Your Company has committed to reduce its carbon footprint to fifty percent (50%) of its benchmarked carbon footprint by 2025. This goal is taken up earnestly and being targeted by opting to use green energy in many of the locations. Listed below are some of the major steps taken to achieve the objective:

- a. All the newly leased facilities are selected basis criteria that the facility has provision to supply green power.
- b. The initiative to procure green power directly from the utility service provider through a formal agreement was successfully completed at the RN Development Centre in the FY 2024-25. This accomplishment reinforces the organisation’s commitment to sustainable energy practices and environmental responsibility.
- c. Your Company has successfully commissioned a 120-kW rooftop solar project at the SBH facility in Pune in the FY 2024-25. With this addition, the overall rooftop solar capacity now stands at 320 kW, reflecting a remarkable 60% increase from the existing capacity. This achievement underscores the organisation’s dedication to sustainable energy initiatives.
- d. During the FY 2024-25, your Company proudly achieved a significant milestone, mitigating 51.15% of our Scope 2 emissions through the adoption of green energy solutions. This accomplishment underscores the Company’s unwavering commitment to sustainability and environmental stewardship.



## Annexure “B” to the Directors’ Report (Contd.)

**(B) TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION:**

Your Company provides learning and development initiatives to develop critical organisational capabilities, cross-skill resources across business units, train on new methodologies, and develop leadership abilities at various levels.

These programs are created to assist design and engineering teams to get ready and improve their delivery capability and capacity for upcoming projects. The results of these programs also help the Company to demonstrate their technological and developmental expertise to potential clients without revealing the confidentiality of their ongoing work in the same field.

Furthermore, some programs concentrate on developing reusable software components and frameworks, which can potentially generate future revenue streams through commercialisation and licensing.

**R&D Activities and Expenditure**

During the year, the Company invested 1.89% of revenue towards R&D activities. The Company intends to continue investing in technology IP development, especially those related to automotive, broadcast and communication. Expenditure incurred in the R&D during the FY 2024-25 is given below:

Capital	Nil
Recurring	₹ 70.66 crores
Total	₹ 70.66 crores
Total R & D expenditure as a total percentage of turnover	1.89%

**Foreign exchange earnings and Outgo:**

Export revenue constituted 80% of the total revenue in the FY 2024-25:

	₹ In crores
Foreign exchange earnings	2,973.83
CIF Value of imports	53.32
Expenditure in foreign currency	814.25

**For and on behalf of the Board**

**N. G. Subramaniam**  
Chairman

April 17, 2025  
Bengaluru

## Annexure “C” to the Directors’ Report

### 1. Brief Outline on CSR Policy of the Company

Our CSR activities are designed to:

- Serve, societal, local and national goals in all the locations where we operate.
- Create a significant and sustained impact on communities affected by our businesses.
- Provide opportunities for Tata Employees to contribute to these efforts through volunteering.

Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 issued thereunder, the Company has formulated and adopted a CSR Policy and the same is available on the Company’s Website at the following link:

<https://www.tataelxsi.com/investors/policies-and-disclosures>

### 2. Composition of CSR Committee

Sl. No.	Name of the Director	Designation/Nature of Directorship	No. of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Anurag Kumar <sup>#</sup>	Chairman, Independent Director	3	2
2	Mr. Soumitra Bhattacharya <sup>§</sup>	Member, Independent Director	3	3
3	Mr. Manoj Raghavan	Member, CEO & MD	3	3
4	Mr. Sudhkar Rao <sup>*</sup>	Chairman, Independent Director	2	2
5	Mrs. Shyamala Gopinath <sup>^</sup>	Member, Independent Director	1	1

<sup>#</sup>Appointed as the Chairman & Member of the Committee w.e.f. September 02, 2024.

<sup>§</sup>Appointed as the Member of the Committee w.e.f. June 20, 2024.

<sup>\*</sup>Ceased as the Chairman and Member of the Committee w.e.f. September 02, 2024.

<sup>^</sup>Ceased as the Member of the Committee w.e.f. June 20, 2024.

- Provide the web-link where composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company: <https://www.tataelxsi.com/investors/policies-and-disclosures>
- Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **Not Applicable**
- Average net profit of the Company as per sub-section (5) of Section 135: ₹ **7,66,22,87,107**
  - Two percent of average net profit of the Company as per sub-section (5) of Section 135: ₹ **15,32,45,742**
  - Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: **Nil**
  - Amount required to be set-off for the financial year, if any: **Nil**
  - Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ **15,32,45,742**





## Annexure “C” to the Directors’ Report (Contd.)

6. (a) Amount spent on CSR Projects (both Ongoing Projects and other than Ongoing Projects): ₹ **12,82,59,581**  
(Please refer to Annexure 1 attached to this Report)
- (b) Amount spent in Administrative Overheads: ₹ **67,17,313**
- (c) Amount spent on Impact Assessment, if applicable: **Not Applicable**
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ **13,49,76,894**

**(e) CSR amount spent or unspent for the financial year:**

Total Amount spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount Transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the fund	Amount	Date of Transfer
13,49,76,894	1,82,68,848	April 30, 2025	-	-	-

**(f) Excess amount for set off, if Any**

Sl. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	15,32,45,742
(ii)	Total amount spent for the financial year	13,49,76,894
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

**7. Details of Unspent CSR amount for the preceding three financial years:**

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	2023-24	1,27,05,947	-	1,27,05,947	-	-	-	-
2	2022-23	1,17,34,725	-	1,17,34,725	-	-	-	-
3	2021-22	44,87,000	-	44,87,000	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

If Yes, enter the number of Capital assets created/acquired: **Not applicable**

## Annexure “C” to the Directors’ Report (Contd.)

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
					CSR Registration Number	Name	Registered Address

**Not Applicable**

### 9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per subsection (5) of Section 135.

With reference to 6 (e) of Annual CSR report, ₹ 1,82,68,848 is transferred to unspent account towards the multi-year projects as approved by the CSR Committee and in accordance with Section 135 of Companies Act, 2013, and rules made thereunder. Amount that has been set aside is as per the terms of eight of the projects taken up in the year. Below are the details of unspent amount for FY 2024-25:

1.	Deshpande Educational Trust	₹ 20,00,000
2.	Sustain Plus Energy Foundation	₹ 52,64,500
3.	Eco-Watch	₹ 4,00,000
4.	Sri Kanchi Kamakoti Educational and Cultural Centre	₹ 72,05,000
5.	Ramana Maharshi Centre for Learning	₹ 21,70,000
6.	Royal Commonwealth Society for the Blind	₹ 10,06,863
7.	Wildlife Research and Conversation Society	₹ 1,51,800
8.	Kanal Innovation Charitable Trusts	₹ 70,685

The amount thus set aside will be spent as per MCA guidelines and as per contract with the above implementing partners.

April 17, 2025  
Bengaluru

**Prof. Anurag Kumar**  
Chairman of CSR Committee

**Manoj Raghavan**  
Managing Director & CEO



## Annexure “C” to the Directors’ Report (Contd.)

## DETAILS OF CSR EXPENDITURE OF TATA ELXSI LIMITED DURING THE FINANCIAL YEAR 2024-25

Sl. No.	Name of the project	Item from the list of activities in Schedule VII to the Act	Location of the project		Amount spent in the current financial Year (in lakhs)	Amount transferred to Unspent CSR Account for the project as per Sec 135(6) (in lakhs)	SDG areas covered	Mode of Implementation - (Direct) (Yes/No)	Mode of Implementation - if through Implementing Agency	
			State	District					Name	CSR Registration Number
1	Creating a natural biodiverse environment in 20 acres of arid public land in Khed Taluka, Pune	(iv)	Maharashtra	Pune	40.00		13	No	14 Trees Foundation	CSR00055456
2	Sponsoring educational for needy students for MSc programme in Environmental Studies. No. of students impacted - 45	(ii)	Karnataka	Bengaluru	30.00		4	No	Ashoka Trust for Research in Ecology and the Environment	CSR00004694
3	Restoration, water conservation and improvement of quality of water of Kannamangala lake	(iv)	Karnataka	Bengaluru	76.44		13,14,15	No	Ashoka Trust for Research in Ecology and the Environment	CSR00004695
4	Coffee Plantation, Allied Agriculture Activities, poultry farming, mushroom cultivation and bee-keeping for Sustainable Livelihoods Development. No. of beneficiaries addressed - 1500	(ii)	Karnataka	Kodagu	90.21		8	No	BAIF Institute for Sustainable Livelihoods and Development	CSR00000259
5	Project DISHA (Directive for Slum Health Action). No. of beneficiaries addressed for healthcare - 15000	(i)	Karnataka	Bengaluru	79.44		3	No	Bengaluru Baptist Hospital	CSR00005121
6	Palliative Care for critical ill cancer patients	(i)	Karnataka	Bengaluru	5.00		3	No	Bengaluru Hospice Trust	CSR00002889
7	Integrated Educational support project No. of children impacted - 5000	(ii)	Kerala	Thiruvananthapuram & Kozhikode	49.55		4	No	Centre to Promote Self-organised Learning	CSR00023228
8	Integrated Educational support project No. of children impacted - 500	(ii)	Karnataka	Bengaluru	8.66		4	No	Centre to Promote Self-organised Learning	CSR00023229
9	Scholarship program for graduation student volunteers	(ii)	Kerala	Entire Kerala	7.22		4	No	Centre to Promote Self-organised Learning	CSR00023230
10	English Shiksha Programme - Education in Public schools of Haliyal taluk of Karnataka No. of students impacted - 1500	(ii)	Karnataka	Uttara Kannada	35.00		4	No	CherYsh Trust	CSR00007957
11	Research on a a diagnostic method for early detection of cancer using blood sample	(i)	Kerala	Thiruvananthapuram	88.75		3	No	CSIR - National Institute of Interdisciplinary Science and Technology	CSR00017422

## Annexure “C” to the Directors’ Report (Contd.)

Sl. No.	Name of the project	Item from the list of activities in Schedule VII to the Act	Location of the project		Amount spent in the current financial Year (in lakhs)	Amount transferred to Unspent CSR Account for the project as per Sec 135(6) (in lakhs)	SDG areas covered	Mode of Implementation - (Direct) (Yes/No)	Mode of Implementation - if through Implementing Agency	
			State	District					Name	CSR Registration Number
12	Afforestation in the 53 Acres NIIST campus	(iv)	Kerala	Thiruvananthapuram	2.50		13,15	No	CSIR - National Institute of Interdisciplinary Science and Technology	CSR00017423
13	Employability training to graduating students and placement. Beneficiaries - 200	(ii)	Karnataka	Davangere & Haveri	20.00	20	4, 10	No	Deshpande Educational Trust	CSR00001647
14	Direct expense on education	(ii)	Karnataka	Bengaluru	0.82		4	Yes	Direct	
15	Creartion of urban forest at North Bengaluru	(v)	Karnataka	Bengaluru	7.00	4	13,15	No	Eco-Watch	CSR00001382
16	Research and development of mobility devices for the specially abled	(i), (ix/b)	Tamil Nadu	Chennai	115.00		3	No	IIT Madras R2D2	CSR00004320
17	Holistic education including sports training for girl children from as aspirational district. Beneficiaries - 1000	(ii)	Karnataka	Raichur	60.00		4,5,10	No	K C Mahindra Education Trust	CSR00021962
18	Coastal shoreline restoration through beach cleanup activities	(iv)	Kerala	Thiruvananthapuram	6.36	0.71	13,14,15	No	Kanal Innovations Charitable Trust	CSR00027541
19	Mobile health clinics. No of beneficiaries - 32,844	(i)	Maharashtra	Pune	57.72		3	No	KEM Hospital Research Centre	CSR00004640
20	Preserving Ramana Maharshi Centre of Learning's four decades of Archive of Indian Cultural Heritage, Creatiion of new cultrual material, online learning material for children about our heritage	(ii)	Karnataka	Bengaluru	3.30	21.7	4	No	Ramana Maharshi Centre for Learning	CSR00021962
21	Education including vocational training for Spastic individuals. Beneficiaries - 45	(i), (ii)	Karnataka & Tamil Nadu	Bengaluru & Chennai	30.00		3, 10	No	Ramana Sunritya Aalaya Trust	CSR00004975
22	Eye care for the underserved in villages. No of beneficiaries - 1458	(i)	Maharashtra	Ahmednagar	4.74	10.07	3	No	Royal Commonwealth Society for the Blind	CSR00001381
23	Skill development and placement for adult women. Direct beneficiaries - 100	(ii)	Telangana & Tamil Nadu	Khammam & Virudhanagar	25.30		4, 5,8,10	No	Samarthanam Trust for the Disabled	CSR00000063
24	Creating lung space in Bengaluru through crreation of Miyawaki forest of 24,000 trees	(v)	Karnataka	Bengaluru	57.46		13,15	No	SayTrees Environment Trust	CSR00000702



## Annexure “C” to the Directors’ Report (Contd.)

Sl. No.	Name of the project	Item from the list of activities in Schedule VII to the Act	Location of the project		Amount spent in the current financial Year (in lakhs)	Amount transferred to Unspent CSR Account for the project as per Sec 135(6) (in lakhs)	SDG areas covered	Mode of Implementation - (Direct) (Yes/No)	Mode of Implementation - if through Implementing Agency	
			State	District					Name	CSR Registration Number
25	Infrastructure development of Shree Kanchi Shankara Public School, Gota. Beneficiaries - 600	(ii)	Gujarat	Ahmedabad	7.2	72.05	4	No	Shree Kanchi Kamakoti Educational and Cultural Centre	CSR00027811
26	Sponsorship for a 192 slice CT machine for a charitable hospital	(i)	Kerala	Thiruvananthapuram	56.00		3	No	Sri Ramakrishna Charitable Hospital	CSR00002806
27	Equipment for setting up a blood bank in technopark and for running orphanages, old age homes and day school for autistic students. Beneficiaries - 3500	(i)	Kerala	Thiruvananthapuram	159.41		3, 10	No	Sri Sathya Sai Orphanage Trust - Kerala	CSR00006904
28	Livelihood enhancement for farmers through a farm to fork initiative. Beneficiaries - 200	(ii)	Maharashtra	Dhule	28.87	52.65	1,7,8,13	No	Sustain Plus Energy Foundation	CSR00034881
29	Scholarship for graduate education for students from slums in Pune. Beneficiaries - 50	(ii)	Maharashtra	Pune	14.08		4	No	Swa Roop-Wardhinee	CSR00002033
30	Scholarship for graduate education for students from underserved communities. Beneficiaries - 100	(ii)	Tamil Nadu & Karnataka	Chennai & Bengaluru	42.00		4	No	Team Everest	CSR00003848
31	Afforestation project	(iv)	Tamil Nadu	Chennai	11.15		13,14,15	No	The Bodhi Tree Foundation	CSR00074643
32	Support for children in an orphanage. Beneficiaries - 10	(ii)	Karnataka	Bengaluru	10.84		4	No	Vishranthi Trust	CSR00006482
33	Scholarship for diploma student from underserved communities. Beneficiaries - 200	(ii)	Kerala	Several districts	44.72		4	No	Viswasanthi Development Foundation	CSR00004579
34	Afforestation project	(iv)	Maharashtra	Satara	6.07	1.52	13,15	No	Wildlife Research and Conservation Society	CSR00004158
35	Sponsoring food for an old age home	(i)	Kerala	Thiruvananthapuram	0.04		2	Yes	Direct Expense	
36	Washing machines for an old age home - Beneficiaries 40 Nos.	(i)	Kerala	Thiruvananthapuram	0.84		3	Yes	Direct Expense	
37	Glass boards for a school - Beneficiaries 150	(ii)	Karnataka	Bengaluru	0.54		4	Yes	Direct Expense	



# Annexure “D” to the Directors’ Report

## FORM NO. AOC-2

### Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 (‘the Act’) including certain arm’s length transactions under third proviso thereto:

#### 1. Details of contracts or arrangements or transactions not at arm’s length basis:

Tata Elxsi Limited (the Company) has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm’s length during the financial year 2024-25.

- (a) Name(s) of the related party and nature of relationship: Not Applicable
- (b) Nature of contracts/arrangements/transactions: Not Applicable
- (c) Duration of the contracts/arrangements/transactions: Not Applicable
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- (e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
- (f) Date(s) of approval by the Board: Not Applicable
- (g) Amount paid as advances, if any: Not Applicable
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188 of the Act: Not Applicable

#### 2. Details of material contracts or arrangement or transactions at arm’s length basis:

- (a) Name(s) of the related party and nature of relationship: Jaguar Land Rover Limited, UK (‘JLR’) is a subsidiary of Tata Motors Limited, Jaguar Land Rover Limited, UK is a related party to Tata Elxsi under the ambit of Section 2(76) of the Act read with Regulation 2(1)(zb) of SEBI Listing Regulations, considering its association with the promoter group member and related party, Tata Motors Limited.
- (b) Nature of contracts/arrangements/transactions: Contract/agreement to provide design, technology and engineering services, in the areas of mechanical, electronics and software development and complete vehicle programme management.
- (c) Duration of the contracts/arrangements/transactions: Ongoing, multi-year engagements.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Tata Elxsi provides a range of services to JLR, such as outsourcing, research and development, software development, testing, validation, and support, across various domains, such as infotainment, connectivity, autonomous driving, electrification, and digital engineering.
- (e) The total value of transactions during the FY 2024-25 was ₹ 856.47 crores.
- (f) Date(s) of approval by the Board, if any: April 17, 2025, for an amount aggregating upto ₹ 1,200 crores for the FY 2025-26, subject to shareholders approval at the ensuing Annual General Meeting.
- (g) Amount paid as advances, if any: None

**For and on behalf of the Board**

**N. G. Subramaniam**

Chairman

April 17, 2025  
Bengaluru



# Annexure “E” to the Directors’ Report

Form No. MR - 3

## Secretarial Audit Report

For the financial year ended March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

TO,

**THE MEMBERS OF TATA ELXSI LIMITED**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tata Elxsi Limited (hereinafter called the ‘Company’). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit and as per the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2025, according to the applicable provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”): -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (No event reported during the audit period);
  - (f) The Securities and Exchange Board of India (Issue of Listing of Debt Securities) Regulations, 2008 (No event reported during the audit period);

## Annexure “E” to the Directors’ Report (Contd.)

- (g) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. (No event reported during the audit period);
  - (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. (No event reported during the audit period);
  - (j) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018. (No event reported during the audit period).
- (vi) Other Laws as informed and certified by the Management of the Company which are specifically applicable to the Company based on their sector/industry are:
- (a) The Information Technology Act, 2000 and the Rules made thereunder;
  - (b) Software Technology Parks of India Rules and its Regulations;
  - (c) The Indian Copyright Act, 1957;
  - (d) The Patents Act, 1970;
  - (e) The Trade Marks Act, 1999;
  - (f) The Special Economic Zone Act, 2005 & the Rules made thereunder.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Board and General Meetings (SS-1 & SS-2)
- ii. Listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

### **We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the law.

Adequate notice was given to all Directors to schedule the Board Meetings and Committee Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system/process exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, all the decisions at the Board Meetings and Committee Meetings were carried out unanimously.

**We further report that** based on the compliance mechanism established by the Company, and on the basis of Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

## Annexure “E” to the Directors’ Report (Contd.)

**We further report that** during the review period, the following major events were reported which had bearing on the Company’s affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

1. The Members of the Company on May 31, 2024, vide Special Resolution passed through Postal Ballot by means of remote e voting.
  - a) Approved the appointment of Ms. Ashu Suyash (DIN: 00494515) as Non-Executive Independent Director of the Company; and
  - b) Approved the appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as Non-Executive Independent Director of the Company.
2. The Nomination and Remuneration Committee of the Company at its meeting held on April 23, 2024 approved vesting of 49,343 options to the eligible employees under Tata Elxsi Limited Performance Stock Option Plan 2023 (PSOP 2023). The Board of Directors has in accordance with the terms of PSOP 2023 allotted equity shares of the face value of ₹ 10/- each to the eligible employees of the Company who exercised their vested options under this scheme.

Sl. No.	Date of passing resolution	No. of equity shares	Nature of allotment
1.	September 02, 2024	3,175	PSOP 2023
2.	October 10, 2024	2,361	PSOP 2023
3.	December 04, 2024	1,365	PSOP 2023
4.	January 09, 2025	257	PSOP 2023
5.	February 28, 2025	526	PSOP 2023

3. Mrs. Shyamala Gopinath (DIN: 02362921) & Mr. Sudhakar Rao (DIN: 00267211) ceased as Non-Executive Independent Directors of the Company w.e.f. June 20, 2024 & September 02, 2024, respectively.

**For Jayashree Parthasarathy & Co**  
Company Secretaries  
ICSI unique code S2018KR608600

**Jayashree Parthasarathy**  
FCS NO. 4610; CP NO. 1988  
UDIN: F004610G000133035  
Peer Review No. 2603/2022

April 17, 2025  
Bengaluru

**Note:** This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report

## Annexure “E” to the Directors’ Report (Contd.)

### ANNEXURE: A

#### TO THE MEMBERS OF TATA ELXSI LIMITED

Our report on even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on their secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed provide a reasonable basis for my opinion.
3. The correctness and appropriateness of the financial records and books of accounts of the Company have not been verified.
4. Wherever required, we have obtained the Management Representation about the

compliances of laws, rules, regulations and happening of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination is limited to verification of procedure on random test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Jayashree Parthasarathy & Co**

Company Secretaries

ICSI unique code S2018KR608600

**Jayashree Parthasarathy**

FCS NO. 4610; CP NO. 1988

UDIN: F004610G000133035

Peer Review No. 2603/2022

April 17, 2025  
Bengaluru





## Certificate of Non-disqualification of Directors

**[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To The Members,  
Tata Elxsi Limited  
ITPB Road, Whitefield,  
Bengaluru-560048

We have examined the following documents:

1. Declaration of non-disqualification as required under Section 164 of the Companies Act 2013.
2. Disclosure of concern of interest as required under Section 184 of the Companies Act, 2013. (hereinafter referred to as relevant documents)

As received from the Directors of **Tata Elxsi limited** bearing CIN-L85110KA1989PLC009968, having its registered office at ITPB Road, Whitefield, Bengaluru-560048 (hereinafter referred to as 'the Company'), and the relevant registers, records, forms, and returns maintained by the Company and made available to us by the Company for the purpose of issuing this certificate in accordance with Regulation 34(3) read with Schedule V Part C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015. Based on the examination as aforesaid, and such other verification carried out by us as deemed necessary and adequate [Including Director Identification Number (DIN)] status of the respective directors at the portal [www.mca.gov.in](http://www.mca.gov.in). In our opinion and best of our belief, information and knowledge and according to the explanations provided by the Company, its officers and authorised representatives and written representation made by the respective directors, we hereby certify that none of the directors on the Board of the Company as stated below for the financial year ended March 31, 2025 have been debarred or disqualified from being appointed or continuing as the Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of the Director	DIN	Date of appointment*	Date of cessation
1.	Mr. N. Ganapathy Subramaniam	07006215	November 01, 2014	Nil
2.	Mrs. Shyamala Gopinath	02362921	August 18, 2011	June 20, 2024
3.	Mr. Sudhakar Rao	00267211	August 01, 2016	September 02, 2024
4.	Mr. Ankur Verma	07972892	August 01, 2018	Nil
5.	Mr. Manoj Raghavan	08458315	October 02, 2019	Nil
6.	Mr. Anurag Kumar	03403112	November 15, 2020	Nil
7.	Ms. Ashu Suyash	00494515	April 04, 2024	Nil
8.	Mr. Soumitra Bhattacharya	02783243	April 04, 2024	Nil

\*Date of appointment is as per MCA website

Ensuring the eligibility for the appointment/continuity as the director of the board is the responsibility of the Management of the Company. Our responsibility is to express an opinion based on our verification and representation made by the respective directors.

This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Jayashree Parthasarathy & Co**  
Company Secretaries  
ICSI unique code S2018KR608600

**Jayashree Parthasarathy**  
FCS NO. 4610; CP NO. 1988  
UDIN: F004610G000132969  
Peer Review No. 2603/2022

April 17, 2025  
Bengaluru

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS ENVIRONMENT

During 2024-25, the world saw a year marked by a sense of global uncertainty, including elections in over 70 countries and the continued impact of conflicts like the Russia-Ukraine war and the Israel-Hamas war. The year was characterised by a general sense of geopolitical uncertainty and subdued business sentiments.

Extreme weather events such as floods, heatwaves, and wildfires became increasingly frequent and severe, causing significant damage and loss of life. 2024 was the first calendar year to be more than 1.5°C above the pre-industrial era, requiring action from industry and the government alike.

There were also positive developments, including advancements in renewable energy, more electric cars on the road, the discovery of plastic-decomposing worms, and the UK becoming coal-free and more organisations adopting science-based targets and sustainability goals.



### Technology Spend

From a technology perspective, Gen AI continued to gain adoption leading to digital acceleration and bringing Experience Innovation to centre stage. Cloud computing on the edge, APIs and microservices, IoT and sensors continued to dominate the solution discussions. The interdisciplinary nature of solutions to business problems is seen as essential.

Enterprises are investing in organisational efficiency and optimisation projects. Businesses are disproportionately spending on adopting AI, cloud, and cybersecurity solutions, registering a >25% increase in spend in these areas. Productivity improvement, faster time to market, and areas which are less customer-facing are being targeted to calibrate and mature AI adoption in most organisations.

The overall technology spends in 2024-25 remained stable at 2023-24 levels. However, the spend saw significant increases in AI cloud infrastructure, embracing AI internally, data maturity programmes and internal talent development.

In general, organisations are focussed on streamlining data, doing several pilot engagements on AI and Gen AI with a view to build internal capability and acquiring talent. Many have taken the approach of setting up Global Competency Centres (GCC) in India, Eastern Europe and other low-cost locations.

As Tata Elxsi steps into the next financial year, it is seeing tariff regime-related issues. Globalisation and trade were used to produce goods wherever it is lower cost and efficient and sell them wherever there is demand for such goods & services. The

tariff regime is forcing organisations to rethink their strategies of value chain realisation, including supply chains. This would create new opportunities but will create short-term flux for technology companies. Agility, lower CAPEX spends, SaaS models of consumption, and platforms for non-differentiating services are likely to be in demand. In such an environment, new regulations and compliance needs will emerge, and they will get prioritised.

In summary, it has been a challenging year for Tata Elxsi, as some of its clients and prospects are focussed on doing things internally, deferring spending in view of market uncertainties and conserving cash. Some of these are likely to continue in 2025-26, at least for the short term.



## INDUSTRY OUTLOOK



### Automotive

The global automotive industry faced a challenging environment during the year under review, with sales growth stagnating, and the outlook appears muted in the short term. The 2024 year-on-year sales growth of light vehicle sales globally is estimated to be less than 2%. In particular, the European auto industry is facing increased challenges where the growth is likely to be less than 1%.

Electric vehicle adoption continued to increase due to factors like government incentives and consumer awareness. However, the industry faced challenges like slow consumer spending, high interest rates, supply chain disruptions, and more, especially in Europe, the Middle East and Africa.

India, China and Southeast Asia contributed significantly to this volume growth, and consumers were willing to pay for connected vehicle services. Consumers are aware of cybersecurity threats owing to such connectivity of vehicles and are demanding advanced security measures.

In this context, leading OEM players across the world are expected to continue the innovation journey, while being cautious about the R&D budget spending. Some of the key technologies that would see significant interest from OEMs would be Telematics and Connected Vehicles, Cybersecurity, Vehicle to Everything (V2X), and fast charging technologies—apart from investments in Software Defined Vehicles (SDVs) and Advanced Driver



Assistance Systems (ADAS). It is expected that by 2030, an overwhelming majority of the new vehicles in advanced economies will be SDVs and will feature a good level of ADAS features.

In 2025, the automotive industry is anticipated to innovate on technology, particularly in electric vehicles (EVs), software-defined vehicles (SDVs),

integrated powertrain systems, servitisation, shared mobility, sustainability, and redefining supply chain issues, trade tensions, and economic pressures. The industry is likely to witness higher consolidation, partnerships and alliances among OEMs and sharing of platforms in order to drive down costs of ownership and time to market.





## Media & Communications

In 2024, the Media & Communication industry saw a significant shift towards digital platforms, with digital media overtaking television as the largest segment. AI, 5G, and cloud computing played a crucial role in shaping the communications industry, with AI being used for cost management, customer

service, and network operations hitherto. Key trends included:

- ▷ The rise of digital advertising, particularly on social media and e-commerce platforms.
- ▷ Over-the-top (OTT) streaming services continued to be a strong

growth area within the media and entertainment sector.

- ▷ TSPs continued their 5G deployment, albeit selectively, owing to the absence of new revenue streams on 5G as ROCE concerns on 5G persists.
- ▷ Increase in paid music subscriptions, the growth of organised events, including concerts, content creation and design services are seen as growth drivers.
- ▷ Adapt to increased scrutiny on large online platforms for content moderation, focussing on privacy and regulations.

The industry in 2025 is expected to be driven by technological advancements, particularly in AI and digital platforms, leading to increased personalisation, immersive experiences, and content creation and diversification. Gen AI tools will increasingly be used in content creation, recommendation systems, focussed on enhancing customer experience, improving network reliability, and delivering innovative connectivity solutions.

The industry believes that revenue growth in coming years would be highly correlated with the R&D investments in AI and other emerging technologies. Direct to Mobile (D2M) is likely to gain momentum as TSPs are looking to offload content on broadcast infrastructure and more efficiently use the spectrum for voice and data services.





## Healthcare

Healthcare, MedTech, and Pharma have reached an inflection point where incremental improvement initiatives are giving way to more holistic digitalisation. The medical devices market is investing a significant part of the R&D budget towards connecting them and gaining useful insights for better health management using data analytics and AI. The industry also believes that they will need to navigate external pressures on pricing and reimbursement, regulatory processes, and geopolitical uncertainty.

In 2025, the Life Sciences, Healthcare, and MedTech industries are expected to be driven by:

- Adoption of AI in improving diagnostics, developing personalised treatments, and optimising drug discovery.

- Widespread adoption of digital home monitoring, wearable technology, and telehealth to enhance patient care and accessibility. Integration of behavioural and mental health services into primary care to enhance overall well-being.
- Advances in genomics and biomarkers will enable more precise and targeted

treatments, improving efficacy and reducing side effects.

- Robotics will enhance surgical precision, reduce recovery times, and enable remote or teleoperated surgeries.
- A stronger emphasis on prevention and early intervention will reduce long-term healthcare costs.



## Engineering Research & Development (ER&D)

According to an estimate by NASSCOM, the average annual growth in the global ER&D market is expected to be in the range of 8-9% during the period 2023 to 2030. And this growth is anticipated to be led by Healthcare & Medical Devices, Automotive and Telecommunications.

The Engineering Research and Development (ER&D) outsourcing services market is expected to show a stable or increasing trend driven by the following demand drivers:



The need to make the products current by embracing new design trends enabling them to be interactive and connected.



Industry 4.0 design for better manufacturability and quality.



Cost optimisation and standardisation of components and overcoming supply chain constraints.



DIY and self-service nature of product installations.

## Business Performance Analysis

Tata Elxsi has been on the journey of building a robust portfolio of clients by diversifying on both geography and industry vertical dimensions. During 2024-25, the Company further strengthened its presence in North America, Europe and Japan through calibrated investments in client servicing teams, establishing design studios and labs. In addition to the Transportation, Media & Communication, and Healthcare sectors, the Company started to win engagements in semiconductor, defence & aerospace verticals during 2024-25. Tata Elxsi continued to consolidate its domain expertise, digital capabilities, and a design-driven approach in each of these verticals to differentiate its offerings. The Company's clients perceive it as a specialised technology partner, delivering

a better combined value proposition. Moreover, Tata Elxsi has been rated by its clients as agile, quick to respond comprehensively and easy to do business with.

During 2024-25, the Company announced operating revenues of Rs. 3,729.0 crores, reflecting a year-on-year (YoY) increase 5.0%. This growth was primarily driven

by volume, with a constant currency growth rate of 3.1% YoY. Tata Elxsi's operating profit, measured as EBITDA, reached Rs. 972.9 crores, with EBITDA margin of 26.1%. Profit before tax amounted to Rs. 1,028.4 crores. The Company's profit after tax (PAT) for the year was reported at Rs. 784.9 crores.



### Industry Verticals

**01**

Transportation, Media & Communication, Healthcare & Life Sciences are the three main verticals. During the year, the Company started to position itself in Semiconductor, Defence & Aerospace segments.

**02**

Tata Elxsi's offerings are seen by its clients as contextual, compliant and comprehensive, be it SDV and EV offerings, OTT, network transformation solutions, digital platforms and services for the healthcare industry.

**03**

Tata Elxsi's clients duly acknowledge the human-centric approach, end-user intuitive experience design and sustainability dimensions in its solutions, which truly act as a differentiator.





## In terms of industry verticals

The Transportation vertical accounted for 54.2% of SDS operating revenues in 2024-25 as compared to 49.9% in 2023-24. During the financial year, your Company further pivoted its automotive business towards OEMs, with large deals and engagements for their strategic product development projects. 69% of the total vertical business was attributable to OEMs in FY25.

Media & Communication vertical accounted for 32.5% of SDS operating revenue in 2024-25 as compared to 35.3% during 2023-24.

Healthcare & Life Sciences vertical accounted for 12.3% of SDS operating revenue in 2024-25 as compared to 14.0% during 2023-24.

The geographic contribution to revenues in 2024-25 was 31.4% from Americas, 40.8% from Europe and the UK, and 27.8% from Rest of the World, including India.

The Company continues to sharpen its core offshore-led delivery model, enabling it to utilise the extensive expertise available throughout the organisation and optimising the use of specialised skills, resulting in an offshore revenue contribution of 74.0% during the financial year.

Your company had a workforce of 12,414 at the end of FY 2024-25, with the employee attrition rate at 13.3% which is amongst the best in industry. The Company continues to attract and retain top-tier talent by recognising and rewarding performance and excellence across all levels.

Tata Elxsi's operations across verticals and geographies are effectively supported by the main service lines, i.e., Software Development and Services (SDS) and Systems Integration and Support (SIS).



## Software Development and Services (SDS)

SDS provides cohesive design, software, and digital solutions across verticals. The Company had established a strategy to embed its design services in its offerings through a design-led approach. As a result, Tata Elxsi is gaining early insights into customer product roadmaps and facilitating larger downstream development agreements. The Company sees green shoots of this playing out in 2024-25, and we expect this strategy to drive growth in the coming year and beyond.

The SDS accounted for revenues of Rs. 3,617.3 crores across verticals, reflecting a year-over-year growth of 4.8% during 2024-25.

Over 90% of design revenues are generated from existing clients as the Company is taking focussed steps to pivot towards consumer-packaged goods, retail, energy and utilities, and manufacturing. This diversification enriches the application of Design Digital and opens avenues for potential future verticals for the Company.



## System Integration and Support (SIS)

The SIS business has gradually been pivoting to value-added professional services and monitoring and management of cloud-based applications for enterprises. This business has now aligned with the three verticals and offers consulting-led end-to-end solutions to clients, including Hardware, Software, IT infrastructure, and Cloud, among others, in a multivendor environment.

With the amalgamation of leading technology capabilities like AR/VR, Digital Twins and data analytics-based decision support services for running large IT infrastructure, the opportunities for the SIS business are immense.

The SIS business accounted for revenues of Rs. 111.7 crores across verticals, reflecting a year-over-year growth of 12.5% during 2024-25.

During the year, Tata Elxsi was recognised as the 'Top Customer Experience ISG Partner' by Dell Technologies at their Service Partner Awards ceremony in Austin, Texas.



## Products and Platforms

Tata Elxsi's products and platforms are gaining traction and registered multiple wins during 2024-25. They are maturing across geographies and the Company's focus is to bring non-linearity to its business using these products and platforms.

**AVENIR**, Tata Elxsi's SDV software suite, which is a cloud-agnostic SDV development, validation, and deployment framework, has further strengthened Tata Elxsi's capabilities in the SDV domain. It presents an attractive, ready-to-implement solution which when combined with Company's extensive digital and software knowledge and a large pool of skilled professionals, helps global OEMs in expediting their SDV and future mobility strategies. AVENIR is supported by the Snapdragon Digital Chassis platform in collaboration with Qualcomm.

**NEURON**, the Company's autonomous network platform that enables telecommunication operators to progress towards Zero-Touch Automation and provides a single pane of glass to operate and manage network across domains. By harnessing the power of NEURON, telcos can expedite shift towards seamless automation, cloud integration, service orchestration, and robust assurance. NEURON helps streamline operations and drive substantial reduction in operational expenditure, paving the way for enhanced efficiency and profitability.

**MOBIUS+**, A Battery Lifecycle Management Platform by Tata Elxsi which was launched at CES 2025, provides real time visibility into battery ecosystem, helping companies align with upstream, midstream, downstream and end of life stakeholders, thus supporting every step of battery's journey, from raw material sourcing to end-of-life recycling.

It also helps monitor, calculate and report the carbon footprint of batteries throughout their lifecycle, enabling data driven decisions to reduce environmental impact.



## State-of-the-art Labs

**Tata Elxsi + NI Mobility Innovation Centre** (TENMIC) at Bengaluru, established in collaboration with NI Emerson's Test and Measurement business. It enables OEMs to 'shift left' by validating performance and functionality through virtual and physical testing well before production.

**xG-Force** lab in Bengaluru aimed at accelerating 5G innovation by providing ready-to-use infrastructure, cutting-edge tools, and an integrated partner ecosystem for diverse applications across Media & Communication, Transportation and Healthcare verticals.

**Robotics and Automation Innovation Lab** at Frankfurt in collaboration with DENSO Robotics Europe and AAttek to drive the future of robotics automation across sectors such as medical devices, pharmaceuticals, life sciences and food science.



## Key Wins

Tata Elxsi won significant multi-million USD and long-term deals with leading automotive customers from across the world, including some landmark SDV deals with global top 10 automotive brands.

During Q3 FY2025, we also announced an Offshore Development Centre for Suzuki Corporation, Japan, to support their global technology, software and engineering development. The inauguration of SUZUKI-TATA ELXSI Offshore Development Centre marks a significant milestone in our partnership with Suzuki Corporation and our shared vision for the future of mobility. Tata Elxsi's design-led, digital-first approach is uniquely positioned to support Suzuki's energy minimisation and sustainability goals, advancing the future of automotive engineering with precision and responsibility.



Tata Elxsi has set up a Global Development Centre with Nidec Corporation, Japan. Nidec is the world's No.1 comprehensive motor manufacturer handling 'everything than spins and moves'. This centre will support the software and system development, and localization of motors and electrification technologies for the automotive industry.

Our Healthcare and Life Sciences business saw some strategic deal wins across modalities and services lines, spanning connected care, next-gen product engineering, R&D and innovation.

Skanray, a leading global MedTech R&D and manufacturing company specialising in diagnostic imaging, critical care and surgery/OT solutions, has chosen Tata Elxsi as a strategic partner for advanced surgical imaging core technology and software platform development. This collaboration aims to revolutionise diagnosis and treatment by leveraging cutting-edge technology modules, making them predictable, accurate, and consistent.

**Our Media & Communications business secured several strategic deal wins that leveraged the differentiated design digital proposition of your Company that brings together design and technology to deliver compelling end-user experiences.**

Tata Elxsi has been chosen by Multi-choice, Africa's largest operator with presence in over 16 countries, to lead the revamp of its flagship sports platform, with a focus on enhancing user experience (UX) and Application performance. This involves modernising the UI/UX design, integrating advanced front-end technologies and incorporating AI-driven features to optimise the overall user journey.

Your Company successfully delivered the world's first integration of the RDK-B software stack for Qualcomm® on its 5G Fixed Wireless Access (FWA) Gen 3 Platform. This first-of-its-kind integration opens a new pathway for telecom and multi-service operators to deliver fast, reliable, and scalable high-speed FWA solutions. This integration includes key features such as Wi-Fi 6 connectivity, packet statistics, and advanced security options, ensuring the platform is versatile and can be deployed in both indoor and outdoor environments. Operators can now deliver value-added services like Quality of Service (QoS), band steering, parental control, and VPN, enhancing the overall broadband experience.

Tata Elxsi worked with the leading gaming company Turtle Beach, to design and engineer the Turtle Beach VelocityOne™ Race Wheel, Pedal set and direct-drive force feedback base, to provide fans all over the world with realistic simulation racing experiences.

This award-winning design delivers on high fidelity, affordability, & versatility while providing pro-level management via Race Management Display™, magnetic paddle shifters, and adjustable pedals. In the global sim racing industry, this wheel redefines immersion with its ergonomic, modular design for Xbox and PC with Dynamic Brake Tek™ for realism. This design won the prestigious iF DESIGN Award 2025 in the gaming/VR/AR category.

# Leaning forward with AI and Gen AI

Your Company fully recognises the transformative power and potential of AI and Gen AI, to accelerate innovation, product development lifecycles and software quality. With a strategic vision to become an AI-first design and technology partner, the Company is driving a strategic initiative across its business units and operations, to adopt, absorb and deliver AI-powered services and solutions across its chosen verticals.

This strategic initiative is aimed at transforming Tata Elxsi not just as a provider of technology—but as a trusted partner in the AI-led transformation of our customers' product development lifecycles and their product portfolios.



## AI in Action

### Creating AI Ready Workforce

To build a future-ready workforce, Tata Elxsi has implemented inclusive AI learning programmes. At the end of 2024-25, over 70% of employees have successfully completed the foundation AI learning, 200+ have gained advanced AI/Gen AI certifications, and 500+ experts now serve as Gen AI champions.

A specially crafted 'AI in Action' learning path has been deployed for all client-facing teams to ensure that every client interaction is informed by a deep understanding of AI's impact on our customers' business and products.

Going beyond delivery and engineering, your Company is integrating and deploying AI and Gen AI across various facets of our operations, including HR, Legal, Operations, and Marketing to enable higher efficiencies.



## AI for Customer Success: Driving Efficiency, Quality & Speed

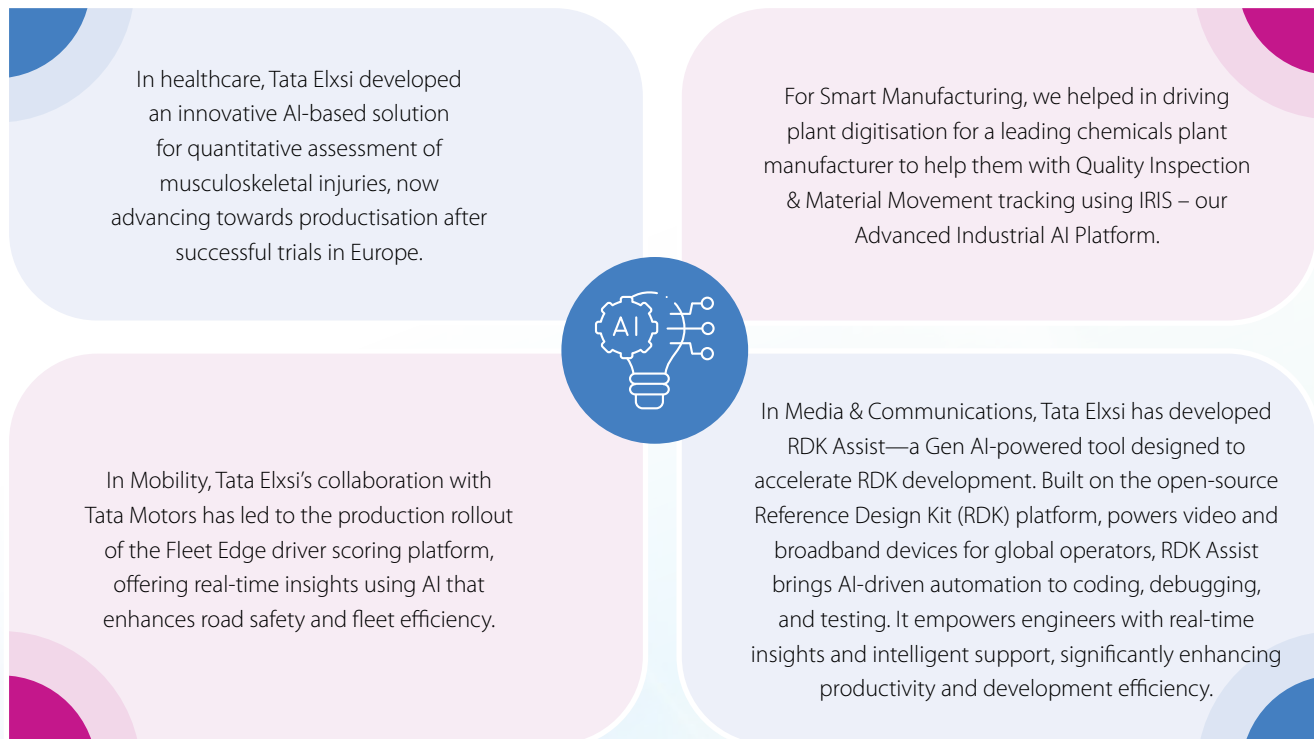
Tata Elxsi is embedding AI and Gen AI deeply into products, platforms, and service delivery across our key chosen industries (Transportation, Healthcare, Media & Communication and Smart Manufacturing) and forging strategic partnerships with technology leaders such as NVIDIA GIS, Azure and AWS to further its Gen AI roadmap.

In 2024-25, Tata Elxsi launched the 'AI for Leaders' Compendium Series - a set

of industry-specific guides curated at equipping CXOs and senior decision-makers to be better informed to navigate the evolving AI landscape. Focussed on Mobility, Media & Entertainment, and Healthcare, each compendium presents emerging AI trends, curated insights, real-world use cases, and provides actionable frameworks to navigate AI led transformation. The series underscores Tata Elxsi's role not only as a technology

enabler, but as a strategic AI advisor and innovation partner.

The following examples illustrate how your Company is embedding AI and Gen AI into the core of its solutions across applications and industries, to help deliver enhanced value and experience to end consumers, and business impact for its customers.



## Looking Ahead: Contextual, Connected and Co-created Intelligence

The future will be defined by the convergence of robotics, AI, and human-machine collaboration. Tata Elxsi envisions a world of next-generation robotics, humanoid interfaces, and multimodal AI agents that will become central to how we live, work, and engage. These systems will not only sense, decide, and act in real time, but will do so with contextual awareness—enabling seamless, intuitive interaction between humans and intelligent machines. Your company aims to leverage its deep software and product engineering expertise and design-led innovation capabilities to making machines more responsive, intuitive, and human-aware, thereby creating experiences that feel natural, seamless, and personalised.



# Business Responsibility & Sustainability Report





Since 1989, Tata Elxsi has been at the forefront of engineering and design-led innovation, helping businesses reimagine their products, services, and customer experiences through a human-centred, digital-first lens. At Tata Elxsi, purposeful design is more than a differentiator – it is the Company's response to an evolving world that demands innovation with intent and impact.

The Company's theme – '**Design Digital – Purpose Driven Experience**' captures this mindset, extending beyond products to the very way it builds a responsible and future-ready business. In a world facing pressing environmental, social, and economic challenges, the Company recognises that long-term value creation is only possible when sustainability is embedded into the core of strategy, operations, and culture.

Tata Elxsi's Business Responsibility and Sustainability Report reflects this integrated approach – combining design, technology, and ESG stewardship to drive systemic change, build resilient value chains, and create a greener, more inclusive tomorrow.



## SECTION A:

### GENERAL DISCLOSURES

#### I. Details of the listed entity

1.	>	Corporate Identity Number (CIN) of the Listed Entity:	L85110KA1989PLC009968
2.	>	Name of the Listed Entity:	Tata Elxsi Limited
3.	>	Year of incorporation:	1989
4.	>	Registered office address:	ITPB Road, Whitefield, Bengaluru – 560 048, India
5.	>	Corporate address:	ITPB Road, Whitefield, Bengaluru – 560 048, India
6.	>	E-mail:	<a href="mailto:investors@tataelxsi.com">investors@tataelxsi.com</a>
7.	>	Telephone:	080 2297 9123
8.	>	Website:	<a href="http://www.tataelxsi.com">www.tataelxsi.com</a>
9.	>	Financial year for which reporting is being done:	April 1, 2024, to March 31, 2025
10.	>	Name of the Stock Exchange(s) where shares are listed:	BSE Ltd. National Stock Exchange of India Limited
11.	>	Paid-up Capital:	₹ 6,227.99 lakhs comprising 622.79 lakhs equity shares of ₹ 10/- each
12.	>	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:	<b>Name:</b> Dr. Sajiv Madhavan <b>Designation:</b> Chief Risk & Sustainability Officer <b>Telephone:</b> +91 8022979123 <b>Fax:</b> 080 2841 1474 <b>E-mail:</b> <a href="mailto:investors@tataelxsi.com">investors@tataelxsi.com</a>
13.	>	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together):	The disclosures under this report are made on a standalone basis.
14.	>	Name of assurance provider:	ISOQAR
15.	>	Type of assurance obtained:	Reasonable assurance from third-party

## II. Products/Services

### 16. Details of business activities (accounting for 90% of the turnover):

Tata Elxsi provides design and technology services across industries, including Transportation, Healthcare, Media & Communication. The Company's services are broadly categorised into 'Software Development & Services' and 'Systems Integration & Support'.

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the Entity
1.	Software Development and Services	Software Design, Development and Testing	97%
2.	Systems Integration and Support	Systems Integration and Design Services	3%

### 17. Products/services sold by the entity (accounting for 90% of the entity's Turnover):

Product/service	NIC code	% of turnover of the entity
Software Development and Services	62013	97%
Systems Integration and Support	62020	3%

## III. Operations

### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	NA	8	8
International	NA	18	18

### 19. Markets served by the entity:

#### a. Number of locations

Location	Number
National (No. of states)	5 States and 1 UT
International (No. of countries)	35

**b. What is the contribution of exports as a percentage of the total turnover of the entity?**

More than 80% of the total revenue.

**c. A brief on types of customers**

Tata Elxsi's clientele spans industries like transportation, healthcare, media & communication worldwide. Moreover, this includes OEMs, service providers, and Tier 1 and Tier 2 suppliers.

**IV. Employees****20. Details as at the end of financial year:****a. Employees and workers (including differently abled):**

S. no.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1.	Permanent (D)	11,973	7,776	65%	4,197	35%
2.	Other than permanent (E)	441	356	80%	85	20%
3.	Total employees (D + E)	12,414	8,132	65.5%	4,282	34.5%
WORKERS						
4.	Permanent (F)	0	-	-	-	-
5.	Other than permanent (G)	440	325	74%	115	26%
6.	Total workers (F + G)	440	325	74%	115	26%

- Permanent employees constitute full-time employees, and the other than permanent employees include direct consultants and third-party contract employees.
- Workers constitute other than permanent (O&M third-party contractors).

**b. Differently abled employees and workers:**

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Differently abled employees						
1.	Permanent (D)	10	8	80%	2	20%
2.	Other than permanent (E)	0	-	-	-	-
3.	Total differently abled employees (D + E)	10	8	80%	2	20%
Differently abled workers						
4.	Permanent (F)	0	-	-	-	-
5.	Other than permanent (G)	0	-	-	-	-
6.	Total differently abled workers (F + G)	0	-	-	-	-

The above count constitutes disability disclosed by the employee/workers. In the worker category, Tata Elxsi presently does not have any workers with disabilities. The Company maintains a non-discriminatory approach towards people with disabilities and applies the same policies to all employees and workers, including during recruitment.

## 21. Participation/inclusion/representation of women

	Total (A)	No. and percentage of females	
		No. (B)	% (B/A)
Board of Directors	6	1	16.67%
Key Management Personnel	3	1	33.33%

Key Management Personnel includes the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS).

## 22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)			FY 2022-23 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent employees	13%	13.9%	13.3%	12.6%	12.1%	12.4%	17.5%	17.1%	17.3%
Permanent workers	Not applicable since there are no permanent workers for Tata Elxsi.								

## V. Holding, subsidiary and associate companies (including joint ventures)

### 23. (a) Names of holding/subsidiary/associate companies/joint ventures

Name of the holding/ subsidiary/associate companies/joint ventures (A)	Indicate whether holding/ subsidiary/associate/joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
Tata Sons Private Limited	Holding	42.22%	Yes

## VI. CSR details

### 24.

(i) **Yes**  
Whether CSR is applicable as per section 135 of Companies Act, 2013:  
For details, refer to the CSR Report in the Statutory section of the Integrated Report

(ii) **3,72,904.83 Lakh**  
Turnover (in ₹):

(iii) **2,85,996.89 Lakh**  
Net worth (in ₹):





## VII. Transparency and disclosures compliances

### 25. Complaints/grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom the complaint is received	Grievance redressal mechanism in place (Yes/No)	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	-	-	0	-	-
Investors (other than shareholders)	Yes	0	-	-	0	-	-
Shareholders	Yes	77	3	As per SEBI filing and as per internal records.	94	7	-
Employees and workers	Yes	14	2	At the time of preparation of this report, the closure of 2 complaints is in progress and within the resolution lead time.	1	0	-
Customers	Yes	14	0	-	21	0	-
Value chain partners	Yes	0	-	-	0	-	-
Others (please specify)	-	-	-	-	-	-	-

- The policies guiding Tata Elxsi's conduct, including the grievance redressal mechanism, are available on the Company's website at: <https://www.tataelxsi.com/investors/policies-and-disclosures>
- The Company provides a mechanism to address grievances of its shareholders. TSR Consultants Private Limited has been appointed as the Share Transfer Registrars/Agents and is responsible for addressing shareholders' inquiries, requests, and complaints. The Share Transfer Registrars/Agents operate within the guidelines established by SEBI and respond to such grievances through a designated email address.
- The Company's Whistle Blower Policy is available to all employees and workers. The Company offers various communication channels, including an email address, and written complaints, to address any grievances through the Whistle Blower mechanism.
- Customers have multiple communication channels to address their grievances, including project reviews, periodic meetings at various levels and portal to raise issues/complaints.
- Value chain partners can avail the grievance redressal mechanism through various channels, including an email address, a shared service helpdesk, and the Global Whistle Blower Policy

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:


**Opportunity**122 | Tata Elxsi 36<sup>th</sup> Integrated Report 2024-25



Risk



Opportunity

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5.	Climate Change		Climate change is a threat to the Company's infrastructure that may disrupt operations and potentially impact the safety and well-being of employees. Also, as Tata Elxsi delivers to customers across various geographies, it expects global compliance on climate change to impact its customers' strategies. Thus, resulting in disruptions in their operations, causing an impact on the Company's revenues.	Business continuity policies and emergency response plans are in place.	Negative
6.	Supply Chain Sustainability		Tata Elxsi's focus on sustainable suppliers may impact cost, time, and availability.	Planning and supporting existing suppliers to embrace sustainability.	Negative
			The Company prioritises sustainability to further ESG compliance.	-	Positive
7.	Diversity, Equity, and Inclusion		In line with Tata Elxsi's Code of Conduct and stakeholder expectations.	-	Positive
8.	CSR		As a part of the Company's commitment to society, comprehensive interventions are undertaken in education, healthcare, and the environment.	-	Positive
9.	Product and Service Stewardship		To contribute towards a sustainable ecosystem.	-	Positive
10.	Waste		Aligning with the principle of reducing resource use.	Reduction of waste through awareness and responsible disposal leads to recycling.	Negative
11.	Water		Supporting UN SDG goals of better water management	Water treatment facilities are established to ensure water treatment, recycling, and recharge.	Negative
12.	Biodiversity		Objective of contributing to the preservation of the environment.	Afforestation and reinstating biodiversity.	Negative

For more information, please refer to the Enterprise Risk Management section of the Integrated Report

## SECTION B:

# MANAGEMENT AND PROCESS DISCLOSURES



The Company's Design Digital – Purpose Driven Experience philosophy reflects its deep-rooted commitment to creating solutions that are not only transformative but are also backed by some responsible purpose. By aligning with the National Guidelines on Responsible Business Conduct (NGRBC), Tata Elxsi embeds ethical practices, global standards, and strong governance frameworks into its operations. This ensures that its cutting-edge design and digital engineering offerings are delivered through a lens of integrity, inclusivity, and sustainable value creation.



Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>										
1.	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	c. Web link of the policies, if available	Y	Y	Y	Y	Y	Y	Y	Y	Y
	P1 to P9: Tata Code of Conduct (TCoC) P1: Whistle Blower Policy P2: Sustainable Supply Chain Policy P3 and P5: Employee-related Policies P4 and P8: CSR Policy P6: HSE Policy and Sustainability Policy <a href="https://www.tataelxsi.com/investors/policies-and-disclosures">https://www.tataelxsi.com/investors/policies-and-disclosures</a>									
2.	Whether the entity has translated the policy into procedures. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Name of the national and international codes/certifications/ labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001:2015 – Quality Management System ISO 27001:2022 – Information Security Management System ISO 45001:2018 – Occupational Health and Safety Management System ISO 14001:2015 – Environmental Management System ISO 13485:2016 – Medical Device Certification ISO 31000:2018 - Enterprise Risk Management CMMi V2.0 Level 3 – Digital Applications for Medical Domain Auto SPICE – Automotive Projects TISAX – Information Security Certification for Automotive Projects								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	N	N	N	N	N	Y*	N	N	N
6.	Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.	NA	NA	NA	NA	NA	Y**	NA	NA	NA

\*50% Reduction in Scope 1 + Scope 2 emissions by 2025 (vs the base year 2021), Carbon Neutral by 2030

\*\*Renewable energy use at 51.15%



Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Governance, leadership, and oversight</b>									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)  As an Engineering Design & Research organisation, Tata Elxsi believes in going beyond what it has already achieved by accelerating the sustainability initiatives. The Company has crafted its ESG strategy, conducted a materiality study, and established a baseline of ESG parameters. Though Tata Elxsi's operations have minimal or no impact on the environment, Tata Elxsi has committed itself to ambitious goals of halving its carbon footprint by 2025 and achieving 100% carbon neutral by 2030. Towards this, the Company continues to invest in: <ul style="list-style-type: none"> <li>Using energy-efficient infrastructure</li> <li>Increasing the use of renewable energy</li> </ul> Sustainability is integrated into all aspects of Tata Elxsi's business. The Company's sustainability framework aims to reduce its operational carbon footprint and implement product and service stewardship towards larger social benefit.									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: Manoj Raghavan Designation: CEO & Managing Director DIN: 08458315								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	Yes, the Stakeholders' Relationship Committee constituted by the Board is responsible for decision-making on sustainability-related issues.								

**10. Details of Review of NGRBCs by the Company:**

Subject for Review	Indicate whether review was undertaken by the Director/Committee of the Board/ Any other Committee									Frequency (annually/half yearly/ quarterly/any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	Q	H	Q	Q	Q	H	H	Q	Q
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	A quarterly compliance certificate on relevant laws is submitted to the Board of Directors.																	

Tata Elxsi's Integrated Quality Management System brings together the specific needs of its chosen industries, aligning with global best practices, recognised frameworks, and established standards. These include ISO 9001:2015, ISO 27001:2022, ISO 31000:2018, TISAX, and health, safety, and environmental benchmarks like ISO 14001:2015 and 45001:2018. The system also incorporates domain-specific standards such as Automotive SPICE Level 5 and ISO 13485:2016 for medical devices. Beyond compliance, the Company upholds international laws and ethical norms, guided by the Universal Declaration of Human Rights, the ILO's core principles, and the UN Guiding Principles on Business and Human Rights.

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? Yes Name of agency- ISOQAR	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Y	Y	Y	Y	Y	Y	Y	Y	Y

Tata Elxsi holds certifications for ISO 14001:2015 and ISO 45001:2018, reflecting its commitment to environmental management and workplace safety.

**12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:**

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	NA								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									



## SECTION C:

# PRINCIPLE WISE PERFORMANCE DISCLOSURE



This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.



### PRINCIPLE 1

Businesses should conduct and govern itself with ethics, transparency and accountability.



### PRINCIPLE 2

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.



### PRINCIPLE 3

Businesses should respect and promote the well-being of all employees.



### PRINCIPLE 4

Businesses should respect the interests of, and be responsive towards, all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.



### PRINCIPLE 5

Businesses should respect and promote human rights.



### PRINCIPLE 6

Businesses should respect, protect and make efforts to restore environment.



### PRINCIPLE 7

Businesses when engaged in influencing public and regulatory policy/policies, should do so in a responsible and transparent manner.



### PRINCIPLE 8

Businesses should promote inclusive growth and equitable development.



### PRINCIPLE 9

Businesses should engage with and provide value to their customers and consumers in a responsible manner.



## Principle 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.



Tata Elxsi upholds the highest standards of corporate governance through ethical leadership, transparent practices, and a strong culture of accountability. With a clean record free of fines, penalties, or regulatory breaches, the Company continues to uphold the highest standards of integrity and accountability. A well-defined anti-bribery policy, robust conflict-of-interest management, and comprehensive training initiatives- spanning business ethics, compliance, and sustainability – underscore a culture where responsibility is shared across every level of the organisation. From leadership to associates, everyone is empowered to act with purpose and accountability.



### Essential Indicators

#### 1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	2	Business responsibility and sustainability	100%
Key Managerial Personnel	1	The KMP participated in sessions covering the Tata Code of Conduct, business ethics, risk, strategy, ESG topics, workplace conduct, and legal and compliance. These topics are also outlined in greater detail within the guiding principles.	100%
Employees other than BoD and KMPs	6,617	P1, P3, P5, P6, P8, P9	100%
Workers	690	P1, P3, P5, P6, P8, P9	100%

The count reflects trainings aligned with all BRSR principles, conducted via virtual sessions, in-person classes, and self-paced modules on the Learning Management System during FY 2024-25.

#### 2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format.

(Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI Listing Obligations and Disclosure Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (in ₹)	Brief of the case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	NA	Nil	Nil	NA	NA
Settlement	NA	Nil	Nil	NA	NA
Compounding fee	NA	Nil	Nil	NA	NA

Non-Monetary				
	NGRBC principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)
Imprisonment	NA	Nil	NA	NA
Punishment	NA	Nil	NA	NA

The Company did not incur any fines, penalties, settlements, or payments to regulators, law enforcement bodies, or judicial authorities during the financial year.

**3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
	NA

The Company did not face any fines, penalties, settlements, or compounding fees in proceedings with regulators, law enforcement agencies, or judicial institutions during the financial year. Consequently, no appeals or revisions were filed in such cases.

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, Tata Elxsi has developed an anti-bribery policy to ensure that the Company has adequate procedures in place to prevent any involvement in bribery, facilitation payments, or corruption, even if unintentional. The policy can be accessed at: <https://www.tataelxsi.com/investors/policies-and-disclosures>.

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:**

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

**6. Details of complaints with regard to conflict of interest:**

	FY 2024-25 (Current Financial Year)		FY 2023-24 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	NIL	NA	NIL	NA
Number of complaints received in relation to issues of conflict of interest of the KMPs	NIL	NA	NIL	NA

**7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.**

Tata Elxsi has not faced any fines, penalties, or actions from regulators, law enforcement agencies, or judicial institutions related to corruption or conflict of interest during the financial year.

**8. Number of days of accounts payables ((Accounts payable \*365)/Cost of goods/services procured) in the following format:**

<b>FY 2024-25</b> <b>(Current financial year)</b> <b>Number of days of accounts payable</b>	<b>7</b>	<b>FY 2023-24</b> <b>(Previous financial year)</b> <b>Number of days of accounts payable</b>	<b>8</b>
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**9. Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	-	-
	b. Number of dealers/distributors to whom sales are made	-	-
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	-	-
Share of RPTs in	a. Purchases (Purchases with related parties/Total purchases)	27%	20%
	b. Sales (Sales to related parties/Total sales)	29%	23%
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	-	-
	d. Investments (Investments in related parties/Total investments made)	-	-

Concentration of purchase and sales is not relevant, as Tata Elxsi operates as an ER&D organisation within the Business-to-Business (B2B) segment.

### Leadership Indicators

**1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:**

Total number of awareness programmes held	Topics/principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	P1, P2, P3, P4, P5, P6, P7, P8, P9	100%

The value chain awareness programme is a continuous activity that spans vendor creation, evaluation, meetings, self-declarations, certifications, and feedback.

**2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/ No) If yes, provide details of the same.**

Yes, Tata Elxsi has established processes to ensure Board members avoid conflict of interest in line with the Tata Code of Conduct. Potential conflicts are identified in advance, and the Board of Directors makes periodic declarations, which are reviewed during Board meetings.



## Principle 2

Businesses should provide goods and services in a manner that is sustainable and safe.



By combining engineering excellence with a deep commitment to environmental and social responsibility, Tata Elxsi works towards creating measurable impact across ecosystems it touches. From optimising energy usage and enabling clients to achieve their sustainability goals, to promoting ethical sourcing and managing waste responsibly, every step is guided by a purpose to innovate responsibly and build a better future in collaboration with its partners and communities.



### Essential Indicators

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)	Details of improvements in environmental and social impacts
R&D	1.89%	1.81%	Tata Elxsi invests in the development of technology IP, with a particular focus on the automotive, broadcast, and healthcare domains.
Capex	NA	NA	NA

2.

- Does the entity have procedures in place for sustainable sourcing?

**Yes**

- If yes, what percentage of inputs were sourced sustainably?

**39%**

This includes value-wise percentages from OEMs and resellers. Tata Elxsi works with a wide network of local and global suppliers, prioritising local partnerships wherever possible. All suppliers are required to adhere to the Company's Supplier Code of Conduct, reinforcing the Company's commitment to a responsible supply chain.

<https://www.tataelxsi.com/investors/policies-and-disclosures>

- Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Being an engineering research and development organisation, Tata Elxsi emphasises sustainability and safety in providing design and development services. Serving global customer segments and not manufacturing products, the Company has established processes for reusing, recycling, and safely disposing of used items. The Company's e-waste recycling process takes care of obsolete computers, monitors, computer accessories and other electronic office equipment. It has employed specialised agencies to carry out the e-waste disposal. The Company encourages reduced use of paper. Hazardous waste like UPS batteries is responsibly given to licensed agencies for recycling.

- The organisation's standard operating procedure to dispose waste is detailed in Waste Management process document.
- Hazardous waste like battery, used oil, oil soaked cotton waste and DG set Filters are disposed to PCB authorised vendors.





- The E-waste is disposed to authorised e-waste collectors.
- The existing assets removed from a facility if re-usable is stored appropriately and repurposed, taking into consideration all aspects of Safety and Environment.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

No, extended producer responsibility is not applicable to the Company's activities.

## Leadership Indicators

**1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product/ Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No) If yes, provide the web-link
Nil	NA	NA	NA	NA	NA

NA, as Tata Elxsi is an ER&D company that does not offer physical products, the Company does not have reclaimed products or packaging materials.

**2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same.**

No Life Cycle Assessment was conducted by the Company for the financial year, and there are no concerns or risks related to environmental or social issues.

**3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Tata Elxsi, an ER&D company, does not recycle or reuse any of its products or services.

**4. Of the products and packaging reclaimed at the end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

NA, as Tata Elxsi is an ER&D company and does not have physical products as a part of its offerings.

Indicate input material	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Nil	Nil	Nil	Nil	Nil	Nil
E-waste	Nil	Nil	Nil	Nil	Nil	Nil
Hazardous waste	Nil	Nil	Nil	Nil	Nil	Nil
Other waste	Nil	Nil	Nil	Nil	Nil	Nil

Tata Elxsi is a research and development organisation with primary activity as software and design services. There are no products and packaging applicable at the end of life which may require reuse, recycle or safe disposal.

**5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

NA, as Tata Elxsi is an ER&D company and does not have physical products as a part of its offerings; subsequently, the Company does not have any reclaimed products and their packaging materials.



## Principle 3

Businesses should respect and promote the well-being of all employees, including those in their value chains.



Tata Elxsi is committed to nurturing a skilled and future-ready workforce by ensuring employees, particularly its engineering talent, are well-versed in emerging technologies and their practical applications. The Company supports this through structured learning programmes, clear career development paths, and initiatives focussed on employee well-being, diversity, and inclusion – creating a workplace where people can grow, contribute, and lead with confidence.



### Essential Indicators

#### 1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	7,776	7,776	100%	7,776	100%	NA	NA	7,776	100%	905	11%
Female	4,197	4,197	100%	4,197	100%	4,197	100%	NA	NA	339	8%
Total	11,973	11,973	100%	11,973	100%	4,197	100%	7,776	100%	1,244	10%
Other than Permanent Employees											
Male	All benefits extended to the contract workforce adhere to statutory provisions. As a principal employer, the Company is committed to ensuring compliance										
Female											
Total											

- Tata Elxsi does not offer day care facilities on its premises. Tata Elxsi has location-wise tie-ups with third-party run day care centres, which employees can avail.
- Tata Elxsi complies with social security measures as prescribed by the respective countries.

#### b. Details of measures for the well-being of workers:

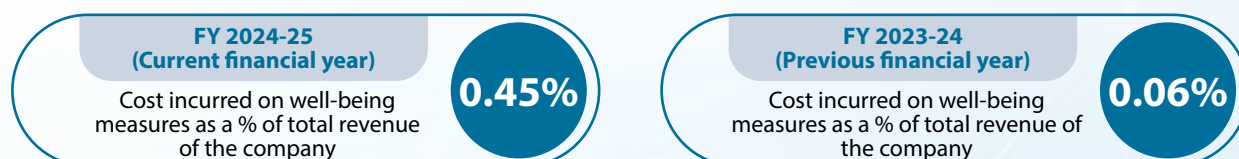
Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	0	-	-	-	-	-	-	-	-	-	-
Female	0	-	-	-	-	-	-	-	-	-	-
Total	0	-	-	-	-	-	-	-	-	-	-



Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Other than permanent workers											
Male	325	325	100%	325	100%	-	-	-	-	-	-
Female	115	115	100%	115	100%	115	100%	-	-	-	-
<b>Total</b>	<b>440</b>	<b>440</b>	<b>100%</b>	<b>440</b>	<b>100%</b>	<b>115</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

All benefits extended to the contract workforce (workers) are in line with statutory provisions. As a principal employer, Tata Elxsi is committed to ensuring compliance by its contractors.

**c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –**



Includes the cost details as per the Industry Standards Note on BRSR Core and includes actual costs incurred on health insurance, accident insurance, day care facilities, maternity benefits and health & safety measures.

**2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.**

Benefits	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	0.0005%	86%	Yes	0.28%	100%	Yes
Others – please specify	-	-	-	-	-	-

Tata Elxsi mandates its contractors to comply with all social security coverage in line with the applicable law in vogue. 14% of workers are above the ESI salary level and are covered in other appropriate social security schemes.

**3. Accessibility of workplaces**

**Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Yes. Tata Elxsi facilities are designed to be accessible for persons with disabilities, featuring lifts, ramps, and wheelchair support.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes, Tata Elxsi provides equal rights to its employees and does not discriminate on any grounds, including race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability, or any other category protected by applicable law. Additionally, the Company recruits, develops, and promotes Elxsians solely based on performance, merit, competence, and potential. Tata Elxsi complies with the RPWD 2016 Act and has established practices to promote DEI.

<https://www.tataelxsi.com/investors/policies-and-disclosures>

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	All benefits extended to the contract workforce (workers) are in line with statutory provisions and are extended by the respective contractor. As a principal employer, Tata Elxsi is committed to ensuring compliance by means of frequent audits on contractors.	
Female	100%	93%		
<b>Total</b>	<b>100%</b>	<b>99.2%</b>		

- Parental leave includes both maternity and paternity leave.
- The retention rate indicates the proportion of employees who returned from parental leave and remained employed through FY 2024-25.
- The return-to-work rate refers to the percentage of employees who resumed work after availing parental leave during FY 2024-25.

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent workers	Yes, the Company has implemented an open-door approach for every employee, regardless of their position.
Other than permanent workers	
Permanent employees	The Company offers various platforms to its employees for sharing their grievances and concerns, including Ethics Speak Up, HR Helpdesk and e-mails to their supervisors. Further, the Company follows the 'Tata Code of Conduct' (TCoC), encouraging employees to raise concerns about bribery and corruption, harassment and human rights issues, and insider trading, among others.
Other than permanent employees	

**7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Category	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
	Total employees/workers in the respective category	No. of employees/workers in the respective categories, who are part of association(s) or union	%	Total employees/workers in the respective category	No. of employees/workers in the respective categories, who are part of association(s) or union	%
<b>Total Permanent Employees</b>	Tata Elxsi acknowledges and respects its employees' right to peaceful association and collective bargaining. Additionally, the Company fosters active employee participation through focussed groups aimed at building capabilities, strengthening engagement, and addressing workplace concerns.					
- Male						
- Female						
<b>Total Permanent Workers</b>						
- Male						
- Female						

**8. Details of training given to employees and workers:**

Category	FY 2024-25 (Current financial year)					FY 2023-24 (Previous financial year)				
	Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	7,776	7,776	100%	7,776	100%	8,299	8,299	100%	8,299	100%
Female	4,197	4,197	100%	4,197	100%	4,670	4,670	100%	4,670	100%
Total	11,973	11,973	100%	11,973	100%	12,969	12,969	100%	12,969	100%
Workers										
Male	325	325	100%	-	-	307	307	100%	-	-
Female	115	115	100%	-	-	98	98	100%	-	-
Total	440	440	100%	-	-	405	405	100%	-	-

Training is integral to safety awareness, with health and safety training included in the employee induction module at the time of joining to ensure minimum mandatory awareness of health and safety (H&S). Regular reinforcement sessions are also conducted through webinars, training, posters, e-mails, and floor meetings. While Tata Elxsi recommends training to contractors, TE has no operational control on the skill upgrade training for the contract workers.

**9. Details of performance and career development reviews of employees and worker:**

Category	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	7,776	7,776	100%	8,299	8,299	100%
Female	4,197	4,197	100%	4,670	4,670	100%
<b>Total</b>	<b>11,973</b>	<b>11,973</b>	<b>100%</b>	<b>12,969</b>	<b>12,969</b>	<b>100%</b>
<b>Workers</b>						
Male	All benefits provided to the contract workforce are in accordance with statutory provisions and are extended by the respective contractors. Tata Elxsi ensures compliance through regular contractor audits and also shares constructive feedback to support performance improvement where required.					
Female						
<b>Total</b>						

**10. Health and safety management system:****a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?**

Yes, Tata Elxsi has implemented a health and safety management system in line with ISO 45001:2018 and is assessed for ISO 45001:2018 and ISO 14001:2015 (for Environmental Management System).

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Tata Elxsi has several processes in place to identify work-related hazards and assess risks on a routine and non-routine basis, including:

- Hazard Identification and Risk Analysis (HIRA) Process: Tata Elxsi uses a structured approach to identify and evaluate potential hazards in its operations.



- Incident Reporting by Employees and Workers: Tata Elxsi encourages its employees and workers to report any incidents, accidents, or near-misses that occur in the workplace.
- Safety walkthroughs by the leadership and senior management: Tata Elxsi conducts regular safety walkthroughs of its facilities to identify potential hazards and assess their risk.

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.**

Yes, the Company provides its workers with multiple channels to report incidents and accidents, including an incident reporting system, emails, verbal reporting to supervisors, and the ethics helpline.

**d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services?**

Yes, Tata Elxsi provides a doctor-on-campus facility and has corporate partnerships with nearby multi-specialty hospitals for emergencies. Additionally, the Company offers 24/7 telemedicine support through MediBuddy and a one-on-one helpline for employee assistance during times of distress.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.04	0
	Workers	1.02	0
Total recordable work-related injuries	Employees	1	0
	Workers	1	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

\*Includes contract workforce

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace.**

The Company implemented several measures to ensure a safe and healthy workplace, including:

- Adopting an Organisation Health and Safety System in alignment with the ISO 45001:2018 standard
- Offering training through awareness programmes on physical and mental well-being
- Requiring medical check-ups for high-risk categories
- Providing on-campus doctor services
- Offering one-on-one counselling sessions and providing access to a 24/7 telemedicine facility for support

**13. Number of complaints on the following made by employees and workers:**

Category	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	28	0	-	11	0	-
Health & safety	7	0	-	11	0	-

Marginal increase may also be attributed to change in methodology and classification of complaints.

**14. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working conditions	100%

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.**

There were no high-consequence safety-related incidents from assessments of health & safety practices and working conditions. However, Tata Elxsi views safety as an important work process.

Sustenance and ensuring safety are continuous processes in the organisation. The following actions are continuously taken up:

- Recording Incident reports for any safety related incidents across all locations
- Conducting safety training, mock drills to employees and out-sourced employees to reiterate importance of safety
- Identifying and expanding the footprint of Fire detection system and its upgradation
- External safety audits, encompassing Electrical, Fire and Infrastructure are taken up
- Safety Walk through audits, ISO 45001 audits and TBEM assessments are conducted to identify gaps and compliance made to bridge the gaps
- The safety processes are continuously reviewed and upgraded
- Work permit process and SSOW processes are implemented

**Leadership Indicators****1. Does the entity extend any life insurance or any compensatory package in the event of death of****(A) Employees - Y****(B) Workers - Y****2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

- Tata Elxsi ensures compliance of value chain partners by monitoring the timely remittance of statutory dues to the relevant authorities. Contractors are required to provide proof of payment periodically.
- The consultant ecosystem keeps the Company updated on existing regulations, upcoming data preparation deadlines, and due taxes. They also inform Tata Elxsi about any new rules, regulations, or statutory compliances/benefits introduced that need to be followed.
- The Company uses a global compliance tool and content library, to track important dates, due filings, and overdue items. The system highlights potential monetary penalties for non-compliance or late payments. A dashboard flags all relevant compliance issues and escalates them to the next level for review and action by compliance leaders.

3. **Provide the number of employees/workers having suffered high consequence work related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

Category	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Employees	0	0	0	0
Workers	0	0	0	0

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?**

No. However, Tata Elxsi provides post-retirement benefits to its employees.

5. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100%
Working conditions	100%

6. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

No safety-related incidents were identified during the assessment of health & safety practices and working conditions for value chain partners. As a result, no corrective actions were necessary this financial year. However, the Company has processes in place to address any concerns should they arise.



## Principle 4

Businesses should respect the interests of and be responsive to all its stakeholders.



Tata Elxsi recognises that meaningful stakeholder engagement is central to responsible and sustainable business practices. By actively involving stakeholders across its ecosystem, the Company gains valuable insights into interconnected social, environmental, and economic risks and opportunities. This approach not only fosters trust but also ensures that strategic priorities are aligned with the evolving expectations and interests of its stakeholders.



### Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

Tata Elxsi identifies anyone – individuals, groups, or institutions—that adds value to its business chain or is impacted by its actions as a key stakeholder. The Company has identified the following key stakeholders:

- Shareholders
- Employees
- Customers
- Academic Institutions
- Suppliers, Vendors and Partners
- Communities

## 2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half yearly/ Quarterly/others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Annual reports, earnings calls, newspaper advertisements/notices, the Company's website, annual general meetings, and press releases	Quarterly/Yearly	Providing information and update on the Company's performance
Employees	No	Code of conduct, trainings, workshops, employee touch base and grievance mechanisms	Need-based, quarterly	Rewards, training and development, wellness and safety measures
Customers	No	Tech days at customer premise, events, conferences, trade shows, leadership meetings, programme reviews and satisfaction surveys	Need-based, half-yearly	Product/service information, customer feedback
Academic Institutions	No	MoUs, technology meetings, conferences, and seminars	Ongoing basis	Capability development and research
Suppliers, Vendors, and Partners	No	Supplier code of conduct, contracts, training & awareness, and appraisals	Ongoing and need-based	Supplier sustainability
Communities	No	CSR Policy, volunteering programmes, Shiksha, Niramay, Paryavaran initiatives	Quarterly and annually	Community development
Regulatory Bodies	No	Statutes and regulations	Need-based	Statutory and regulatory compliances

### Leadership Indicators

#### 1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Tata Elxsi has processes aligned with economic, environmental, and social topics, which are discussed during the Annual General Board meeting, and necessary actions are taken among stakeholders. The Committee(s) of the Company deliberate on the economic, environmental, and social topics relevant to the Company and industries in which it operates. These are further discussed at the Board meetings of the Company and accordingly, necessary actions are taken.

#### 2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, Tata Elxsi has conducted a materiality assessment based on insights gathered from stakeholder consultations. Key topics were identified and prioritised according to their relevance to stakeholders and potential impact on the business. For details, please refer to the Materiality section.

#### 3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

No concerns were raised during engagements with the identified stakeholder groups. Any future concerns, if raised, will be addressed appropriately.



## Principle 5

Businesses should respect and promote human rights.



Tata Elxsi is committed to upholding human rights by embedding fairness, inclusivity, and ethical practices across its operations. The Company ensures this through structured employee training, fair remuneration, and designated personnel responsible for overseeing human rights matters. Accessible grievance redressal mechanisms, including anonymous reporting systems, further promote transparency and accountability, enabling a safe and respectful work environment for all.



### Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	11,973	11,973	100%	12,969	12,969	100%
Other than permanent	441	441	100%	182	182	100%
<b>Total employees</b>	<b>12,414</b>	<b>12,414</b>	<b>100%</b>	<b>13,151</b>	<b>13,151</b>	<b>100%</b>
<b>Workers</b>						
Permanent	All workers (including contract workers) are required to undergo mandatory Tata Code of Conduct orientation, which includes essential training on human rights issues.					
Other than permanent						
<b>Total workers</b>						

2. **Details of minimum wages paid to employees and workers, in the following format**

Category	FY 2024-25 (Current financial year)					FY 2023-24 (Previous financial year)				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	11,973	-	-	11,973	100%	12,969	-	-	12,969	100%
Male	7,776	-	-	7,776	100%	8,299	-	-	8,299	100%
Female	4,197	-	-	4,197	100%	4,670	-	-	4,670	100%
Other than permanent	441	-	-	441	100%	182	-	-	182	100%
Male	356	-	-	356	100%	144	-	-	144	100%
Female	85	-	-	85	100%	38	-	-	38	100%





Category	FY 2024-25 (Current financial year)					FY 2023-24 (Previous financial year)				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Workers										
Permanent	0	-	-	0	-	0	-	-	0	-
Male	0	-	-	0	-	0	-	-	0	-
Female	0	-	-	0	-	0	-	-	0	-
Other than permanent	440	-	-	440	100%	405	-	-	405	100%
Male	325	-	-	325	100%	307	-	-	307	100%
Female	115	-	-	115	100%	98	-	-	98	100%

Tata Elxsi ensures that all employees and workers receive wages above the statutory minimum. Contract workforce benefits are provided by their respective contractors, in line with legal requirements. As the principal employer, the Company frequently audits contractors to ensure continued compliance.

### 3. Details of remuneration/salary/wages

#### a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/salary/ wages of respective category (in ₹ lakhs)	Number	Median remuneration/salary/wages of respective category (in ₹ lakhs)
Board of Directors (BoD)	5	894.84	1	177.55
Key Managerial Personnel	2	151.29	1	36.40
Employees other than BoD and KMP	7,774	9.15	4,196	7.33
Workers	325	All statutory benefits for contract workers are provided by the respective contractors. As the principal employer, Tata Elxsi ensures compliance through regular contractor audits.	115	All statutory benefits for contract workers are provided by the respective contractors, in accordance with applicable laws. As the principal employer, Tata Elxsi ensures compliance through frequent audits and oversight mechanisms.

Employees refer to full-time personnel directly employed by Tata Elxsi and listed on the Company's payroll.

#### b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Gross wages paid to females as % of total wages	29%	29%

### 4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? Yes

Yes, responsibility for overseeing human rights issues and impacts at Tata Elxsi rests with the Head of the Human Resources department.

## 5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Tata Elxsi has put in place several internal mechanisms to address grievances related to human rights. These include:

- Open-door Policy: Encourages employees to raise concerns directly with managers or supervisors in a safe and approachable environment
- Grievance Redressal Mechanism: Enables employees to report human rights violations or concerns anonymously
- Code of Conduct: Outlines the Company's commitment to upholding human rights and maintaining ethical business practices
- Ethics Helpline: Serves as a confidential channel through which employees and workers can report issues related to human rights, misconduct, or other ethical concerns
- HR Helpdesk: Acts as a point of contact for employees to seek support or raise concerns related to human rights and workplace issues
- Employee Touch Base: Fosters open dialogue between employees and management, including inputs on human rights matters
- Elxsia (AI Chatbot): Interacts with employees at key milestones to understand their experience and gather feedback, supporting early identification or concerns

## 6. Number of complaints on the following made by employees and workers:

	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual harassment	2	0	NA	4	1	NA
Discrimination at workplace	0	NA	NA	0	NA	NA
Child labour	0	NA	NA	0	NA	NA
Forced labour/Involuntary labour	0	NA	NA	0	NA	NA
Wages	0	NA	NA	0	NA	NA
Other human rights related issues	0	NA	NA	0	NA	NA

## 7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Total complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	2	4
Complaints on POSH as a % of female employees/workers	0.04%	0.08%
Complaints on POSH upheld	2	4

## 8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Tata Elxsi has established multiple mechanisms to safeguard complainants, including POSH, a grievance redressal system, and an ethics helpline to promote protected disclosures.

## 9. Do human rights requirements form part of your business agreements and contracts?

Yes

**10. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	100%

\*Note: Tata Elxsi design and development facilities are assessed as follows:

ISO 9001: 2015 – Quality Management System

ISO 27001: 2022 – Information Security Management System

ISO 45001: 2018 – Occupational Health and Safety Management System

ISO 14001: 2015 – Environmental Management System

ISO 13485: 2016 – Medical Device Certification

ISO 31000:2018 – Enterprise Risk Management

CMMi V2.0 Level 3 – Digital applications for Medical Domain

Auto SPICE – Automotive Projects

TISAX – Information Security certification for Automotive Projects

**11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.**

No significant risks or concerns have been identified from assessments of child labour, involuntary labour, sexual harassment, discrimination or wage problems. Therefore, no corrective actions were taken this financial year, and the Company has mechanisms in place to address these issues.

## Leadership Indicators

**1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.**

Tata Elxsi has not received any complaints or grievances related to human rights. However, the Company continues to strengthen its commitment through awareness initiatives and robust reporting mechanisms. A Business and Human Rights (BHR) learning module has been introduced, along with Speak-Up—an anonymous, third-party-managed platform that enables employees and workers to report concerns related to human rights, ethical misconduct, or other issues.

**2. Details of the scope and coverage of any Human rights due diligence conducted.**

While Tata Elxsi has not undertaken a formal human rights due diligence exercise, its employee satisfaction survey (VoTE) and the group-level LBE survey cover several parameters linked to human rights considerations.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes

#### 4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	100%
Discrimination at workplace	100%
Child labour	100%
Forced labour/Involuntary labour	100%
Wages	100%
Others – please specify	-

#### 5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.

NA



### Principle 6

Businesses should respect and make efforts to protect and restore the environment.



Tata Elxsi integrates sustainability into its core operations by focussing on energy efficiency, responsible water use, waste minimisation, and environmental compliance. With a forward-looking approach, the Company continues to invest in renewable energy, improve resource efficiency, and strengthen disaster preparedness systems. These initiatives reflect Tata Elxsi's ongoing commitment to reducing environmental impact and aligning its operations with sustainable business practices.



#### Essential Indicators

#### 1. Details of total energy consumption (in Giga Joules) and energy intensity, in the following format:

Parameter	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
<b>From renewable sources</b>		
Total electricity consumption (A)	25,407.19	19,213.16
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
<b>Total energy consumption (A+B+C)</b>	<b>25,407.19</b>	<b>19,213.16</b>
<b>From non-renewable sources</b>		
Total electricity consumption (D)	24,265.23	28,592.81
Total fuel consumption (E)	421.42	368.80
Energy consumption through other sources (F)	-	-
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>24,686.65</b>	<b>28,961.61</b>
<b>Total energy consumed (A+B+C+D+E+F)</b>	<b>50,093.85</b>	<b>48,174.77</b>



Parameter	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
<b>Energy intensity per rupee of turnover</b> (Total energy consumption (GJ)/Revenue from operations (INR Crores))	13.43	13.56
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed (GJ)/Revenue from operations adjusted for PPP)	30.09	30.92
<b>Energy intensity (per employee) –</b> Total energy consumed/Employee headcount	4.04	3.66

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - Yes – ISOQAR

All energy values are reported in Giga joules. Accordingly, the FY 23-24 data has been recalculated to maintain consistency. The PPP Value is recorded at 22.4 for 2024-25 and 22.8 for 2023-24, based on figures from the Industry Standards Note on BRSR Core.

**2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any**

No, Tata Elxsi has no sites or facilities classified as designated consumers (DCs) under the Government of India's Performance, Achieve, and Trade (PAT) Scheme.

**3. Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	-	-
(ii) Groundwater	11,659	13,806
(iii) Third party water	62,045	53,573
(iv) Seawater/desalinated water	-	-
(v) Others	-	-
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>73,704</b>	<b>67,379</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>73,704</b>	<b>67,379</b>
<b>Water intensity per rupee of turnover</b> (Water consumed/Revenue from operations (INR Crores))	19.76	18.97
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption/Revenue from operations adjusted for PPP)	44.27	43.25
<b>Water intensity</b> (per employee) – Total water consumption/Employee headcount	5.94	5.12

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency -Yes- ISOQAR

Note: The PPP Value is recorded as 22.4 for 2024-25 and 22.8 for 2023-24, based on data from the Industry Standards Note on BRSR Core. Water discharge reflects treated STP outflow, maintained within prescribed emission norms at Tata Elxsi-operated facilities.

#### 4. Provide the following details related to water discharged:

Parameter	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To surface water	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	72,089	65,949
(ii) To groundwater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To seawater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third parties	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
<b>Total water discharged (in kilolitres)</b>	<b>72,089</b>	<b>65,949</b>

Water discharge refers to treated outflow from Sewage Treatment Plants (STPs), maintained within standard emission limits at locations where Tata Elxsi exercises operational control.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency – Yes - ISOQAR

#### 5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, Tata Elxsi has placed judicious use of water on its high priority requisites with regards to its environmental commitments. The organisation is into software development, owing to which, water treatment is limited to sewage water treatment, and the installation of an ETP (Effluent Treatment Plant) is not required. Efforts are being made by the Company to implement initiatives to have Zero Liquid Discharge. The Tata Elxsi-owned facilities have sewage treatment plants that are continuously monitored with standard operating procedures, treated water samples are tested, and the plant is manned 24/7. The treated water is fully consumed for gardening purposes. The leased facilities also have Sewage Treatment Plants (STPs) wherein water is treated and reused for flushing purposes. At the headquarters (Hoody), ten water harvesting pits have been constructed to collect rooftop rainwater which is used to maintain the groundwater levels. Further, surface rainwater runoff is diverted to the harvesting pits to maximise water percolation.



**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

As an ER&D service company, Tata Elxsi has minimal air emissions, with DG sets used only during power outages. The Company complies with all regulatory requirements related to stack emission parameters, including nitrous oxide, non-methyl hydrocarbons, carbon monoxide, and particulate matter. Emissions are monitored as per the frequency mandated under the Consent to Operate (CTO) by the Pollution Control Board.

Parameter	Please specify unit	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
NOx	NA	-	-
SOx	NA	-	-
Particulate matter (PM)	NA	-	-
Persistent organic pollutants (POP)	NA	-	-
Volatile organic compounds (VOC)	NA	-	-
Hazardous air pollutants (HAP)	NA	-	-
Others - Non methyl hydrocarbon	NA	-	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Yes ISOQAR

The only identifiable source of air emissions is from diesel generator (DG) operations, which are infrequent and used only during power outages. As these emissions (excluding GHGs) are minimal and not material, they are not measured. All DG sets undergo regular pollution checks and remain well within prescribed limits.

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	114.9	107.4
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	4,826	6,433.38
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations (INR Crores))	Metric tonnes of CO <sub>2</sub> equivalent per INR Crores	1.32	1.84
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)	Metric tonnes of CO <sub>2</sub> equivalent per revenue adjusted to PPP	2.97	4.20
<b>Total Scope 1 and Scope 2 emission intensity</b> (per employee) – Total Scope 1+2 GHG emission/ Employee headcount	Metric tonnes of CO <sub>2</sub> equivalent per employee	0.40	0.50

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency – Yes-ISOQAR

The PPP Value is recorded as 22.4 for 2024-25 and 22.8 for 2023-24, based on data from the Industry Standards Note on BRSR Core provided by the website.

Scope 1 emissions include those from diesel generators and company-owned vehicles. Scope 2 includes emissions from purchased electricity.

## 8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Tata Elxsi has committed to reducing its carbon footprint to 50% of the benchmarked carbon footprint by 2025. This goal is taken up earnestly and targeted by opting to use green energy in many of the locations. Listed below are some of the major steps taken to achieve the objective.

- All the newly leased facilities are selected based on the criteria that the facility has provisions to supply green power
- In the RN Development Centre, the Company has implemented measures to purchase green power directly from utility service providers by enacting an agreement
- Invested in a rooftop solar project at the SBH facility in Pune to implement 120 kW of rooftop solar. This entails an overall capacity of 320 kW of rooftop solar, which is a 60% increase from the existing capacity

The organisation has targeted a 50% reduction in carbon footprint by 2025 and has taken multiple steps to achieve it by opting for green power in the PPA model at Hoody premises and mandating owners of leased facilities where the organisation has taken up space to opt for green power like what we have at BTP facility. Installation and commissioning of rooftop solar plants, optimised energy use by replacing old HVAC assets with high energy-efficient assets, migrating to LED light fittings across all facilities and imparting training to employees during induction for minimising energy use and separate training to outsourced staff to minimise energy use are some of the steps taken to reduce Green House Gas emission.

## 9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
<b>Total waste generated (in metric tonnes)</b>		
Plastic waste (A)	3.61	0.40
E-waste (B)	1.22	20.68
Bio-medical waste (C)	NIL	NIL
Construction and demolition waste (D)	NIL	NIL
Battery waste (E)	14.31	1.10
Radioactive waste (F)	NIL	NIL
Other hazardous waste. Please specify, if any. (G)	NIL	NIL
Other non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	26.56	17.67
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>45.7</b>	<b>39.85</b>
<b>Waste intensity per rupee of turnover</b> (Total waste generated/Revenue from operations (INR Crores))	0.012	0.011
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated/Revenue from operations adjusted for PPP)	0.027	0.025
<b>Waste intensity (per employee) –</b> Total waste generated/Employee headcount	0.0037	0.0030
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	14.31 (Battery waste)	1.10 (Battery Waste)
(ii) Re-used	NIL	NIL
(iii) Other recovery operations	NIL	NIL
<b>Total</b>	<b>14.31</b>	<b>1.10</b>

Parameter	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	NIL	NIL
(ii) Landfilling	NIL	NIL
(iii) Other disposal operations	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - Yes-ISOQAR

The PPP Value stands at 22.4 for 2024-25 and 22.8 for 2023-24, as per the data from the Industry Standards Note on BRSR Core available on the website. Waste classification excludes construction debris, which is not currently measured. However, careful selection of contractors ensures responsible disposal practices. All waste is segregated at the source and disposed of in accordance with local regulations for responsible disposal.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

All solid waste is handed over to the respective authorised municipal waste collection agencies for recycling and responsible disposal. The hazardous waste and the solid waste are handed over to the agencies appointed by the statutory authority, i.e., PCB, in the respective locations. At Tata Elxsi, the solid garden waste is recycled on the premises. All premises are ISO 14001/EMS certified by Bureau Veritas.

The organisation's standard operating procedure to dispose of waste is detailed in the Waste Management process document. The organisation's core business is designing and providing software services and does not use any hazardous or toxic chemicals in day-to-day business-related activities.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:**

S. no.	Location of operations/offices	Type operations of	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any
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NA, as Tata Elxsi's offices are neither located in nor near ecologically sensitive areas

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA notification no.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant web link
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NA, as Tata Elxsi, an ER&D organisation, has not conducted any environmental impact assessments for projects for the current financial year

**13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Yes, Tata Elxsi adheres to the relevant environmental laws, regulations, and guidelines in India.

S. no.	Specify the law/regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken if any
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NA

## Leadership Indicators

### 1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):

For each facility/plant located in areas of water stress, provide the following information:

- (i) Name of the area: NA
- (ii) Nature of operations: NA

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - Yes - ISOQAR

### 2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Total Scope 3 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	2,606	2,037.5
Total Scope 3 emissions intensity per rupee of turnover (Total Scope 3 GHG emission/Revenue from operations (INR Crores))	Metric tonnes of CO <sub>2</sub> equivalent per INR Crores	0.69	0.57
Total Scope 3 emission intensity (employee) – Total Scope 3 GHG emission/Employee headcount	Metric tonnes of CO <sub>2</sub> equivalent per employee	0.20	0.15

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - Yes- ISOQAR

Scope 3 calculations encompass employee commuting and air travel organised by the Company.

### 3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Tata Elxsi operates no offices in or near ecologically sensitive areas, ensuring no significant direct or indirect impact on local biodiversity. As such, no prevention or remediation measures are necessary.

### 4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

All Tata Elxsi facilities are ISO 14001:2015 certified, meeting the highest global standards for environmental management.

### 5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/web link.

Tata Elxsi has an approved process for 'Business Continuity and Disaster Recovery Management' in place. This document captures stakeholder information and identifies points of contact during a BCP situation. Additionally, it outlines various BCO scenarios considered during BCP drills. Periodic BCP test drills are conducted in coordination with respective teams according to a defined schedule, and the test results are documented and shared with the IT team. Furthermore, the BCP test report includes all relevant information like the project selected for the drill, start date and time, and points of contact from the BCP team, project team, and other relevant teams. The Company has a defined and approved Business Continuity and Disaster Recovery plan with all the relevant BCP office contact, critical contact details of business units, various BCP and DR scenarios and the same is reviewed periodically to ensure the information available in the document is up to date. Biannual BCP drills are conducted, and results are shared with relevant stakeholders.

### 6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

As an ER&D organisation, Tata Elxsi has no negative impact on the environment.

### 7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Environmental impact assessments are conducted for all value chain partners during the vendor evaluation and creation process.



## Principle 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.



Tata Elxsi integrates compliance into the core of its operations, supported by vigilant monitoring systems and clearly defined governance processes. Our approach is designed not just to meet regulatory expectations but to uphold the highest standards of ethical conduct across all functions.



### Essential Indicators

1. **a. Number of affiliations with trade and industry chambers/associations.**  
Nil
- b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.**  
NA
2. **Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.**  
NA

### Leadership Indicators

1. **Details of public policy positions advocated by the entity:**  
Nil



## Principle 8

Businesses should promote inclusive growth and equitable development.



Tata Elxsi believes that purposeful design extends beyond products and solutions to include its role in society. With a focus on inclusive growth, its CSR programmes span education, healthcare, environment, and livelihood development, targeting underserved and marginalised communities. These initiatives are thoughtfully designed to create sustainable impact, empower communities, and contribute to a more equitable and resilient future.



### Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and Brief Details of Project	SIA Notification No.	Date of Notification	Whether Conducted by Independent External Agency (Yes/No)	Results Communicated in Public Domain (Yes/No)	Relevant Weblink
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NA, as Tata Elxsi's facilities are situated in multi-tenanted technology parks, and therefore, no social impact assessment projects are undertaken by the Company

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No.	Name of Project for which R&R is Ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs Covered by R&R	Amounts paid to PAFs in the FY (In INR)
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NA, as Tata Elxsi's facilities are situated in multi-tenanted technology parks, and therefore, the Company does not engage in any Rehabilitation and Resettlement.

**3. Describe the mechanisms to receive and redress grievances of the community.**

Tata Elxsi adheres to the Tata Code of Conduct, ensuring that all agreements with stakeholders include clear provisions for addressing grievances, disputes, and related matters. Additionally, stakeholders are made aware of an ethics helpline to report any concerns.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Directly sourced from MSMEs/small producers	18%	27%
Directly from within India	60%	58%

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost.**

Location	FY 2024-25 (Current financial year)	FY 2023-24 (Previous financial year)
Rural	-	-
Semi-urban	-	-
Urban	-	-
Metropolitan	100%	100%

(Place are categorized as per RBI Classification System - rural/semi-urban/urban/metropolitan)

## Leadership Indicators

**1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

NA

**2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

S. No	State	Aspirational District	Amount Spent (In ₹)
1	Karnataka	Raichur	60,00,000

- 3.** (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? No  
 (b) From which marginalized/vulnerable groups do you procure? NA  
 (c) What percentage of total procurement (by value) does it constitute? NA

**4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge: Nil**





**5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Nil

**6. Details of beneficiaries of CSR Projects:**

S. No.	CSR Project	No. of Persons Benefitted from CSR Projects	% of Beneficiaries from Vulnerable and Marginalized Groups
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For details, refer to the CSR Report in the Statutory section of the Integrated Report



## Principle 9

Businesses should engage with and provide value to their consumers in a responsible manner.



Tata Elxsi combines human-centric design with engineering excellence to deliver differentiated value to global clients. By embedding customer experience at the core of its digital design strategy, the Company ensures its solutions are intuitive, effective, and aligned with client expectations. Structured feedback mechanisms, defined escalation paths, and ongoing engagement with business unit heads enable swift resolution of concerns and drive continuous improvement.



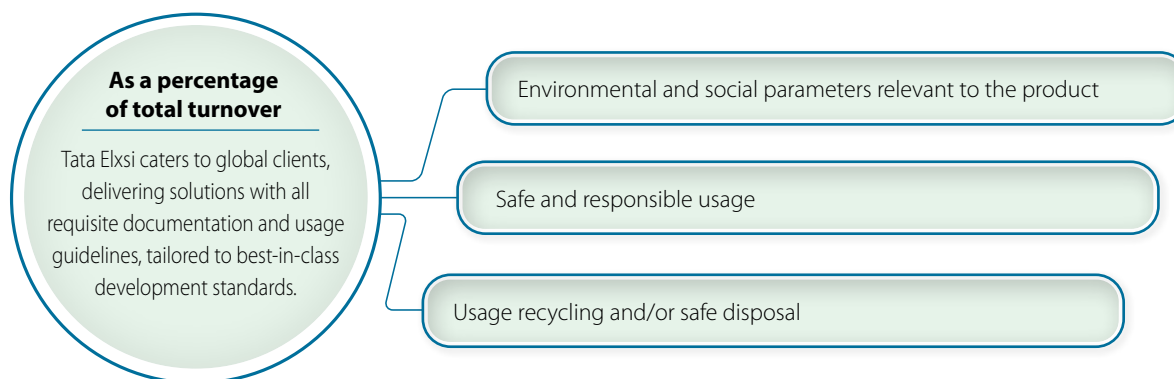
### Essential Indicators

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:**

Tata Elxsi has a structured process and framework to capture, analyse and take action on customer complaints and concerns. All project proposals also have a clearly defined escalation matrix to raise such complaints. This is further supplemented by regular weekly CEO meetings with BU Heads and Sales Heads. The Company obtains instant feedback from its customers on perceived dissatisfaction. The quality team monitors every project executed in the Company. Individual quality team members track complaints/concerns and follow up with the necessary stakeholders for resolution. The complaint or concern is treated as closed only after confirmation from the customer. The quality team presents an aggregated analysis, every quarter, to the divisional and functional heads for appropriate improvement actions.

**2. Turnover of products and services as a percentage of turnover from all products/services that carry information about:**

NA



### 3. Number of consumer complaints in respect of the following:

	FY 2024-25 (Current financial year)			FY 2023-24 (Previous financial year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	Nil	Nil	Nil	Nil	Nil
Advertising	Nil	Nil	Nil	Nil	Nil	Nil
Cybersecurity	Nil	Nil	Nil	Nil	Nil	Nil
Delivery of essential services	Nil	Nil	Nil	Nil	Nil	Nil
Services	Nil	Nil	Nil	Nil	Nil	Nil
Restrictive trade practices	Nil	Nil	Nil	Nil	Nil	Nil
Unfair trade practices	Nil	Nil	Nil	Nil	Nil	Nil

### 4. Details of instances of product recalls on account of safety issues:

As an ER&D organisation in the Business-to-Business (B2B) segment, Tata Elxsi delivers services under contractual agreements with global clients, where voluntary or forced recalls are not applicable.

### 5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide the weblink to the policy:

Yes. The Information Security Policy can be accessed at:

<https://www.tataelxsi.com/investors/policies-and-disclosures>

### 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on the safety of products/services:

Tata Elxsi has not encountered any reported concerns related to advertising, essential service delivery, cybersecurity, customer data privacy, or product recalls. Consequently, there have been no penalties or regulatory actions regarding the safety of the Company's products or services.

### 7. Provide the following information relating to data breaches:

- Number of instances of data breaches - 0
- Percentage of data breaches involving personally identifiable information of customers - 0
- Impact, if any, of the data breaches - NA

## Leadership Indicators

### 1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

<https://www.tataelxsi.com/>

### 2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Tata Elxsi, as an ER&D organisation operating in the business-to-business space, is not engaged in consumer education related to safe or responsible product usage.

### 3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

There was no disruption or discontinuation of any essential services.

### 4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole?

Not applicable, as Tata Elxsi is an ER&D-focussed organisation and is not involved in product manufacturing.



## Certificate of Reasonable Assurance on ESG Disclosures

This is to certify that

### **Tata Elxsi Limited**

has been assessed and assured for ESG KPI's

(details in verified KPI's)

as per the requirements of the SEBI Circular

No SEBI/HO/CFD/CFD-SEC2/P/CIR/2023/122 dated July 12, 2023

to support the Design, Development, Verification, Validation, and

Maintenance of Software and Solutions for the customers of Tata Elxsi Limited

with its Global Headquarters at ITPB Road, Whitefield,

Bangalore 560048, Karnataka, India

### **INDEPENDENT ASSURANCE STATEMENT**

#### **Introduction**

ISOQAR (India) Private Limited has undertaken a reasonable assurance engagement for Tata Elxsi Limited. This engagement involves providing reasonable assurance for the BRSR Core Indicators as mandated by SEBI under "SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122." The relevant information is included in the Business Responsibility and Sustainability Report of the Company's Integrated Annual Report for the year ended March 31, 2025.

#### **Reporting Standard/Framework**

The disclosures have been prepared for Tata Elxsi as per the below standards/frameworks:

- BRSR reporting guidelines for listed entity as per SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562, dated May 10, 2021, and the incorporated Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.
- BRSR Core: Framework for assurance and ESG disclosures for the value chain, as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023.
- Measures to facilitate ease of doing business with respect to the framework for assurance or assessment, ESG disclosures for value chain, and introduction of voluntary disclosure on green credits as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2025/42 dated March 28, 2025.
- ISO 14064-1:2018 - Specification with guidance at the organization level for quantification and reporting of greenhouse gas emissions and removals.

## Level of Assurance

- Reasonable assurance for BRSR Indicators

## Scope, Boundary, and Limitations

- The scope of our engagement includes reasonable independent assurance for the BRSR Indicators. The validation process includes onsite reviews of documents, policies, procedures, and measures, along with related supporting data for the reporting period.
- The boundary encompasses the operations of Tata Elxsi across all locations that fall under the company's compliance structure.
- The assurance scope has the following limitations:
  - Measurement of some KPI's is limited due to a lack of operational control on such facilities. These limitations (if any) are called out in the note section.
  - The assurance only covers data and information for the specified reporting period.

## Assurance process

As part of ISOQAR's assurance process, this reasonable assurance engagement is conducted in two phases

- Phase 1 (March 5-7, 2025):** Onsite validation and verification of documents, policies, procedures, and measures, along with related supporting data for the reporting period up to Q3 FY 2024-2025.
- Phase 2 (April 8, 2025):** Remote validation and verification of additional data for Q4 FY 2024-2025.

## Verified Key Performance Indicators

SI No	Attribute	Parameter	Unit of Measure	Assured Values
1	Green-house gas (GHG) footprint	Total Scope 1 emissions*1	MT of CO <sub>2</sub> e*21	114.9
		Total Scope 2 emissions*2	MT of CO <sub>2</sub> e*21	4826
		Total Scope 1 and Scope 2 emission intensity per rupee of turnover	MT CO <sub>2</sub> e/ Revenue from operations in INR Cr	1.32
		Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*3	MT CO <sub>2</sub> e/ Revenue from operations in ₹ adjusted to PPP	2.97
		Total Scope 1 and Scope 2 emission intensity in terms of physical output	MT CO <sub>2</sub> e/ Employee head count	0.40
2	Water footprint	Total Water consumption	KL	73704
		Water consumption intensity per rupee of turnover	KL/ Revenue from operations in INR Cr	19.76
		Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*3	KL / Revenue from operations in ₹ adjusted for PPP	44.27
		Water intensity in terms of physical output	KL/Employee Headcount	5.94
		Water discharge by destination and levels of Treatment*4	KL	72089
3	Energy footprint	Total Energy consumed*5	Giga Joules (GJ)	50093.84
		% of energy consumed from renewable sources*6	In % terms	51%
		Energy intensity per rupee of turnover	GJ/ Revenue from operations in INR Cr	13.43
		Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*3	GJ/ Revenue from operations in ₹ adjusted for PPP	30.09
		Energy intensity in terms of physical output	GJ/ Employee head count	4.04



SI No	Attribute	Parameter	Unit of Measure	Assured Values
4	Embracing circularity - details related to waste management by the entity	Plastic waste (A)	MT	3.61
		E-waste (B) *7	MT	1.22
		Bio-medical waste (C)	MT	Nil
		Construction and demolition waste (D)*8	MT	Nil
		Battery waste (E)	MT	14.31
		Radioactive waste (F)	MT	Nil
		Other Hazardous waste. Please specify, if any. (G)	MT	Nil
		Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	MT	26.56
		Total Waste generated (A+B + C + D + E + F + G + H)	MT*21	45.70
		Waste intensity per rupee of turnover from operations	Total waste generated / Revenue from operations in INR Cr	0.012
		Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*3	Total waste generated / Revenue from operations in ₹ adjusted for PPP	0.027
		Waste intensity in terms of physical output	Total waste generated / Employee Headcount	0.0037
		Each category of waste generated, total waste recovered through recycling, re-using or other recovery operations*9		
		(i) Recycled	MT	14.31 (battery waste)
		(ii) Re-used	MT	0
		(iii) Other recover options	MT	0
		Total	MT*21	14.31
		For each category of waste generated, total waste disposed of by nature of disposal method*10		
		(i) Incineration	MT	0
		(ii) Landfilling	MT	0
		(iii) Other disposal options	MT	0
		Total	MT*21	0
5	Enhancing Employee Wellbeing and Safety	Spending on measures towards well-being of employees cost incurred as a % of total revenue of the company*11	In % terms	0.45%
	Details of safety related incidents for employees and workers (including contract workforce e.g. workers in the company's construction sites)	Number of permanent disabilities	In No's	0
		Employee: Lost Time Injury Frequency Rate (LTIFR)	Per one million-person hours worked	0.04
		Worker: Lost Time Injury Frequency Rate (LTIFR)	Per one million-person hours worked	1.02
		No. of fatalities	In No's	0
6	Enabling Gender Diversity in Business	Gross wages paid to females as % of wages paid	In % terms	29%
	Complaints on POSH	Total complaints on sexual harassment (POSH) reported	In No's	2
		Complaints on POSH as a % of female employees / workers	In % terms	0.04%
		Complaints on POSH upheld	In No's	2

SI No	Attribute	Parameter	Unit of Measure	Assured Values
7	Enabling Inclusive Development- Input material sourced from following sources as % of total purchases	Directly sourced from MSMEs/ small producers (As % of total purchases by value)	In % terms	18%
		Directly from within India- As % of total purchases by value)	In % terms	60%
	Job creation in smaller towns – Wages paid to persons employed in smaller towns (permanent or non-permanent /on contract) as % of total wage cost	Location (In % terms – As % of total wage cost) *12		
		Rural	In % terms	0
		Semi-urban	In % terms	0
		Urban	In % terms	0
		Metropolitan	In % terms	100%
8	Fairness in Engaging with Customers and Suppliers- Instances involving loss / breach of data of customers as a percentage of total data breaches or cyber security events	Total loss/breach of data of customers	In % terms	0
		Total cyber security breach	In % terms	0
		Number of days of accounts payable	(Accounts payable *365) / Cost of goods/services procured	7
9	Open-ness of business- Concentration of purchases & sales done with trading houses, dealers, and related parties	Purchases from trading houses as % of total purchases	In % terms	NA
		Number of trading houses where purchases are made from	In No's	NA
		Purchases from top 10 trading houses as % of total purchases from trading houses	In % terms	NA
	Loans and advances & investments with related parties	Sales to dealers / distributors as % of total sales	In % terms	NA
		Number of dealers / distributors to whom sales are made	In No's	NA
		Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	In % terms	NA
	Share of RPTs (as respective %age) in	Purchases	In % terms	27%
		Sales	In % terms	29%
		Loans & advances	In % terms	NA
		Investments	In % terms	NA
10	Business activities details	Turnover from software development and services	In % terms	97%
		Turnover from systems integration and support	In % terms	3%
11	Operations - Number of locations where offices of the entity situated	National	In No's	8
		International	In No's	18
	Market Served- Number of locations where market is served by the entity	National	In No's	5 States and 1 UT
		International	In No's	35
12	Employee & Worker Details*13	Total number of permanent employees	In No's	11973
		Male permanent employees	In No's	7776
		Female permanent employees	In No's	4197
		Total number of other than permanent employees	In No's	441





SI No	Attribute	Parameter	Unit of Measure	Assured Values
		Male other than permanent employees	In No's	356
		Female other than permanent employees	In No's	85
		Total number of other than permanent workers	In No's	440
		Male other than permanent workers	In No's	325
		Female other than permanent workers	In No's	115
		Total number of differently abled employees	In No's	10
		Male differently abled employees	In No's	8
		Female differently abled employees	In No's	2
13	Participation/Inclusion/Representation of women	Total BOD	In No's	6
		Female BOD	In No's	1
		Total KMP*14	In No's	3
		Female KMP	In No's	1
14	Turnover Rates for permanent employees	Total turnover rates	In % terms	13.3%
		Male turnover rates	In % terms	13%
		Female turnover rates	In % terms	13.9%
15	Financial Details	Net worth	In Lakhs	2,85,996.89
		Turnover	In Lakhs	3,72,904.83
16	Principle 1- Ethical, Transparent and Accountable business conduct	Coverage of training and awareness program held for BOD & KMP	In % terms	100%
		Coverage of training and awareness program held for Employees	In % terms	100%
		Coverage of training and awareness program held for Value chain partners	In % terms	100%
		Complaints on conflict of interest	In No's	Nil
17	Principle 2- Business to provide services in a Safe and sustainable manner	R&D expenditure	In % terms	1.89%
		Percentage of inputs were sourced sustainably	In % terms	39%
18	Principle 3- Business to respect and promote the well-being of employees and value chain partners	Percentage of permanent employees covered with Health & Accident Insurance (Both male & female)	In % terms	100%
		Percentage of permanent employees covered with Maternity & Paternity Benefits	In % terms	100%
		Percentage of permanent employees covered with Day Care Benefits*15	In % terms	10%
		Percentage of workers covered with Health & Accident Insurance (Both male & female) *16	In % terms	100%
		Percentage of workers covered with Maternity Benefits*16	In % terms	100%
		Percentage of employees and workers covered with PF	In % terms	100%
		Percentage of employees and workers covered with Gratuity	In % terms	100%
		Percentage of employees covered with ESI	In % terms	0.0005%
		Percentage of workers covered with ESI	In % terms	86%
		Percentage of performance and career development reviews of employees and worker	In % terms	100%
		Training given to employees on Health & Safety	In % terms	100%
		Training given to employees on Skill upgradation	In % terms	100%
		Number of complaints filed on Working Condition during the year*17	In No's	28
		Number of complaints pending resolution on Working Condition	In No's	0

SI No	Attribute	Parameter	Unit of Measure	Assured Values
19	Principle 5-Respecting and promoting human rights	Number of complaints filed on Health & Safety during the year	In No's	7
		Number of complaints pending resolution on Health & Safety	In No's	0
		Assessment of offices on Health & Safety practices	In % terms	100%
		Assessment of offices on Working Conditions	In % terms	100%
		Employees and workers provided with human rights training	In % terms	100%
		Employees and workers provided with Equal to minimum Wage	In No's	0
		Employees and workers provided with More than minimum Wage	In % terms	100%
		Median remuneration for male BOD	Lakh per annum	894.84
		Median remuneration for female BOD	Lakh per annum	177.55
		Median remuneration for male KMP	Lakh per annum	151.29
		Median remuneration for female KMP	Lakh per annum	36.40
		Median remuneration for male employees	Lakh per annum	9.15
		Median remuneration for female employees	Lakh per annum	7.33
		Assessments made for employees, workers and value chain partners on child labor, sexual harassment, forced labor, discrimination at workplace, and wages	In % terms	100%
		Number of complaints on Child labor, Discrimination at workplace, Wages, Forced labor or other human right related issues	In No's	0
20	Principle 6- To protect and restore the environment	Energy consumption from renewable sources	Giga Joules (GJ)	25407
		Total volume of water withdrawal	in kiloliters	73704
		No of Green credits generated or procured by the listed entity	In No's	0
		No of Green credits generated or procured by top 10 value chain partners	In No's	0
21	Details of Air Emission*18	NOx	MT	Not Measured
		Particulate matter	MT	Not Measured
		Non-methyl Hydrocarbon	MT	Not Measured
	Scope 3 emissions & its intensity	Total Scope 3 emissions*19	MT CO2e*21	2606
		Total Scope 3 emissions per rupee of turnover	MT CO2e/ Revenue from operations in ₹	0.69
		Total Scope 3 emission intensity	MT CO2e/ Employee head count	0.20
	Information on CSR projects	Aspirational district and Amount spend*20	Name and amount in INR	Raichur- 6000000
22	Principle 9- Value to consumers in a responsible manner	Consumer complaints on Data privacy & Cyber security	In No's	0
		Consumer complaints on Advertising, Delivery of essential services, Restrictive & Unfair Trade Practices	In No's	0

## Notes

\*1 Scope 1 includes emission from diesel generators and company owned vehicles.

\*2 Scope 2 includes emissions from purchased electricity

\*3 The PPP Value is revised as 22.4 for 2024-25, as per data obtained from Industry Standards Note on BRSR Core.

\*4 Water discharge indicates the STP discharge in line with standard emission norms at facilities where Tata Elxsi has operational control.



\*5 All energy values are presented in giga joules. Hence FY 23-24 data (represented in kWh) is reworked and presented in giga joules in FY 24-25 reporting.

\*6 Renewable energy as a % of overall energy requirement was increased to 51.15% by availing Green tariff in Trivandrum and installation of roof top solar panels in Pune

\*7 E-waste includes obsolete computer and related components, consumer electronics devices like air conditioner, refrigerator, microwave etc. and the same is measured in weight at the time of disposal.

\*8 The classification of waste excludes debris from construction, which is currently not measured. However, all efforts are taken in choice of contractor and its responsible disposal.

\*9 All waste is segregated at source and disposed in line with local regulations for responsible disposal.

\*10 Tata Elxsi is an R&D organization with primary activity as software and design services. There are no products and packaging applicable at the end of life which may require reuse, recycle or safe disposal.

\*11 Spending on wellbeing measure includes the cost details as per the Industry Standards Note on BRSR Core and includes actual costs incurred on health insurance, accident insurance, day care facilities, maternity benefits and health & safety measures

\*12 Disclosure on wages paid (including employees or workers employed on a permanent or non-permanent / on contract basis) are based on the categorization provided as per RBI Classification System

\*13 Permanent employees constitute full-time employees, and the other than permanent employees include direct consultants, and third-party contract employees. Workers constitute other than permanent (O&M third-party contractors)

\*14 Key Management Personnel includes the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS)

\*15 Tata Elxsi does not offer day care facilities on its premises. However, has location-wise tie-ups with third-party run day care centers, which employees can avail on a cost reimbursement basis. Daycare facilities are extended to both parents. The numbers shown above are employees eligible for this facility and includes those who may not have availed it.

\*16 All benefits extended to the contract workforce (workers) are in line with statutory provisions. As a principal employer, Tata Elxsi is committed to ensuring compliance by its contractors

\*17 Increase in complaints from employees & workers on working condition is due to change in methodology and introduction of tool to streamline the complaint management process

\*18 The only known source of air emission is DG operations which is not continues and operated only during power outages. Hence the air emissions of pollutants (other than GHGs) are not material and not measured. However, all DG's undergo pollution test and emissions are well within stipulated levels.

\*19 Scope 3 calculations include company organized Employee commuting and Air travel.

\*20 For more information on CSR, please refer to detailed CSR report

\*21 MT stands for Metric Tons



United Kingdom (Head Office)  
**Alcumus ISOQAR Limited**  
Cobra Court, 1, Blackmore Road,  
Stretford, Manchester M32 0QY,  
United Kingdom  
Ph: + 44 161 865 3699  
[www.alcumusgroup.com](http://www.alcumusgroup.com)

Ground floor, Dossabhoj Mansion,  
Plot no 796, Jame Jamshed Road,  
Dadar (East), Mumbai-400014,  
Maharashtra, India  
Tel No: 022 24100704/5

303, MATRIX, Behind Divya Bhaskar Press,  
Off. S. G. Highway, Makarba, Ahmedabad- 380 051, Gujarat, India  
Ph: +91 79 6617 2106, 07, 09, +91 98255 09181  
[contact@isoqarindia.com](mailto:contact@isoqarindia.com)  
GST Number: 24AABCI5647P1Z5  
CIN Number: U93090GJ2006PTC049103

[www.isoqarindia.com](http://www.isoqarindia.com)

# Compliance Report on Corporate Governance

## 1. A BRIEF STATEMENT ON THE COMPANY'S PHILOSOPHY ON THE CORPORATE GOVERNANCE

The corporate governance philosophy of your Company is based on the tenets of integrity, accountability, transparency, value and ethics, demonstrating the Company's commitment to adopting the highest standards of professionalism, honesty, integrity, and ethical behaviour. Strong leadership and effective Corporate Governance practices have been the Company's hallmark inherited from the Tata culture and ethos. Your Company constantly endeavours to create and sustain long-term sustainable value for all its stakeholders including, but not limited to shareholders, employees, customers, business partners, suppliers, and the wider communities that it serves. The Corporate Governance philosophy of your Company has been further strengthened through the Tata Code of Conduct, Tata Business Excellence Model, Tata Code for Prevention of Insider Trading and Code of Corporate Disclosure Practices Policies.

### Corporate Governance Philosophy



Your Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations or Listing Regulations"), as applicable, with regard to Corporate Governance.

## 2. BOARD OF DIRECTORS

The Board of Directors along with its Committee(s) provides leadership and guidance to the Management and directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. Your Company has an engaged and well-informed Board with qualifications and experience in diverse areas. The composition of the Board of the Company is in compliance with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 (the "Act").

The Board comprises of members having varied skills, experience and knowledge. The Board has an optimum combination of both Independent and Non-Independent Directors. As on March 31, 2025, the Board of Directors of your Company comprised of six (6) Directors, with three (3) Non-Executive Independent Directors, two (2) Non-Executive Non-Independent Directors and one (1) Executive Director. None of the Directors on the Board is a Member of more than ten (10) Committees and Chairperson of more than five (5) Committees (as specified under Regulation 26 (1) the SEBI Listing Regulations across all



## Compliance Report on Corporate Governance (Contd.)

the listed companies in which they hold directorship. Necessary disclosures regarding Committee positions have been made by the Directors. The Independent Directors are independent of the management and fulfil the requirements regarding criteria of independence as stipulated in Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Chairman of the Board is a Non-Executive, Non-Independent Director and not related to the Managing Director & Chief Executive Officer ('MD & CEO') of the Company. A clear distinction exists between the roles and duties of the Chairman and MD & CEO.

The composition of the Board of Directors as on March 31, 2025 is detailed below:

## BOARD OF DIRECTORS



**Mr. N.G. Subramaniam (DIN: 07006215)**  
Chairman, Non-Executive, Non-Independent Director



**Ms. Ashu Suyash (DIN: 00494515)**  
Non-Executive, Independent Director



**Mr. Ankur Verma (DIN: 07972892)**  
Non-Executive, Non-Independent Director



**Prof. Anurag Kumar (DIN: 03403112)**  
Non-Executive, Independent Director



**Mr. Soumitra Bhattacharya (DIN: 02783243)**  
Non-Executive, Independent Director



**Mr. Manoj Raghavan (DIN: 08458315)**  
Managing Director & CEO

### i Mr. N.G. Subramaniam (DIN: 07006215), Chairman, Non-Executive, Non-Independent Director

Mr. N. Ganapathy Subramaniam (NGS) has been a part of Tata Consultancy Services Limited (TCS) and the Indian IT Industry for over 40 years. He retired from TCS in May 2024 as the Chief Operating Officer & Executive Director. Presently, he is associated with India's indigenous telecom initiative working closely with Bharat 6G Alliance and TSDSI.

Currently, he is the Chairman and Non-Executive Director of the Board at Tata Elxsi Limited, Tejas Networks Limited and Tata Communications Limited. He is also a Director at TCS Foundation and part of the Governance Board/Institute Body at Sree Chitra Tirunal Institute for Medical Sciences and Technology and The Society for the Rehabilitation of Crippled Children, Mumbai.

Mr. Subramaniam has played a strategic role in several landmark initiatives across banking, telecom and public services globally. He has in-depth knowledge on technology, operations, product development, business transformation and change management and has contributed significantly to large-scale technology transformations. As a thought leader, he participates in global conferences and actively interacts to shape opinion across industry and the government.

The details of directorship of Mr. N.G. Subramaniam in other equity listed companies as on March 31, 2025, is as under:

Sl. no.	Name of the listed entity	Category of Directorship
1.	Tata Communications Limited	Chairman, Non-Executive, Non-Independent Director
2.	Tejas Networks Limited	Chairman, Non-Executive, Non-Independent Director

## Compliance Report on Corporate Governance (Contd.)

### ii Prof. Anurag Kumar (DIN: 03403112),

#### Non-Executive, Independent Director

Prof. Anurag Kumar, B.Tech (1977) IIT Kanpur, PhD (1981) Cornell University, was a Member of Technical Staff in AT&T Bell Laboratories (1981-1988), before returning to India and joining the Indian Institute of Science (IISc) as a faculty member in the ECE Department. He became a Professor in 1996, and held the position of the Director of IISc during 2014-2020. He has published over 200 peer-reviewed papers in journals and conferences, in the area of communications networking and distributed systems.

He has consulted for government and private organisations and has mentored a networking start-up from its early years to now having global clients. He has led the authorship of two major books that have been used around the world. He was the 1977 President's Gold Medalist in IIT Kanpur. He has been elected Fellow of the IEEE, the Indian National Science Academy (INSA), the Indian National Academy of Engineering (INAE), the Indian Academy of Science (IASc), and The World Academy of Sciences (TWAS). He received the 2015 Vasvik Award for Information Technology, and the 2017 IEI-IEEE Award for Engineering Excellence. He is a recipient of the J.C. Bose National Fellowship, awarded by the Department of Science Technology, for the period 2011-2021. He is currently an Indian National Science Academy Distinguished Professor, and is continuing his academic work in the ECE Department in IISc.

As on March 31, 2025, Prof. Anurag Kumar does not hold any directorship in any other listed company.

### iii Ms. Ashu Suyash (DIN: 00494515),

#### Non-Executive, Independent Director

Ms. Ashu Suyash is a successful leader with over three decades of experience in the financial services and the global information services sectors. She leverages her extensive expertise to foster innovative startups, drive growth, and sponsor diversity within the venture capital ecosystem. Her strategic vision and business acumen have been honed through a distinguished career of leading Indian and multinational enterprises, setting up and scaling new businesses, and driving transformation and change. Her experience spans banking, capital markets, investment management, wealth management, ratings, research, and analytics. Having managed global P&Ls, large multi-country teams, and led M&A, she brings sharp insight into strategy, portfolio management, people, finance, stakeholder management, risk, and regulatory affairs. Prior to founding Colossa Ventures, Ms. Suyash was the Managing Director & CEO of CRISIL Limited and a member of the Global Operating Committee of S&P Global Inc. She played a pivotal role in enabling CRISIL consolidate its Ratings Leadership position in India, grow globally and transform to become a leading Global analytics company.

Ms. Suyash's previous roles were as CEO of L&T Investment Management Limited and as the Country Head and Managing Director of Fidelity's Indian Mutual Fund Business, a business she helped set up and grow. She started her career with Citibank India where she held several key positions across their corporate and investment banking group.

Beyond her executive roles, Ms. Suyash's influence extends to corporate governance, education and societal progress. She is an Independent Director on the Boards of Hindustan Unilever Limited and Kotak Mahindra Bank. She is also on the Advisory Board of Aseema Charitable Trust, CII's Corporate Governance Council and the Executive Committee of IVCA.

She is a Chartered Accountant from the Institute of Chartered Accountants of India and holds a Bachelor's Degree in Commerce from the University of Mumbai.





## Compliance Report on Corporate Governance (Contd.)

Ms. Suyash over the years has been recognised as the top 50 women in business in India and Asia. She has also received a number of awards for her contributions to the Financial Services Industry.

Ms. Suyash was appointed as an Independent Director on the Board of Tata Elxsi on April 4, 2024.

The details of directorship of Ms. Ashu Suyash in other equity listed companies as on March 31, 2025, is as under:

Sl. no.	Name of the listed entity	Category of Directorship
1.	Hindustan Unilever Limited	Non-Executive, Independent Director
2.	Kotak Mahindra Bank Limited	Non-Executive, Independent Director

#### iv Mr. Soumitra Bhattacharya (DIN: 02783243),

##### Non-Executive, Independent Director

Mr. Soumitra Bhattacharya's career spans 41 years of professional experience in the Corporate World. He has been associated with the Bosch Group for more than 28 years. He served as the Managing Director of Bosch Ltd., and Regional President for the Bosch Group in India and retired in June 2023. Prior to Bosch Ltd., from 1984 to 1995 he served in various key management positions at TATA Steel (IPITATA), INDAL (Indian Aluminium Company Ltd.,) and was one of the starting members of Tanishq of Titan Company Limited.

He has led as chair of the CII (Confederation of Indian Industry) National Committee on MNCs from 2020 till 2023 and done stints as Chairman (2013-2014) for the Karnataka State Council for CII in India and as Co-Chair (2017-2019) for Skills Committee-CII at the National Level and as a CII National Council Member till date, and has been able to further share his passion for Business Excellence, Innovation and Quality, building agile corporate environments, economics, and finance. He currently is the Chairman of CII Institute of Quality.

Since July 2023, Mr. Bhattacharya has taken up the role of CEO and Director for IFQM an industry-led initiative focused on quality, excellence, and innovation. Currently, he serves as Chairman of Bosch Limited (since August 02, 2023) and Independent Director of Asian Paints Limited (since October 26, 2023) and Director of Tata IIS (a Tata Trust Company focused on Skilling).

He is a Chartered Accountant by profession from the Institute of Chartered Accountants of India since 1984 and completed his Bachelor of Commerce, Accounting & Finance, from Kanpur Vishwavidyalay, Kanpur, U.P. The details of directorship of Mr. Soumitra Bhattacharya in other equity listed companies as on March 31, 2025, is as under:

Sl. no.	Name of the Listed Entity	Category of Directorship
1.	Bosch Limited	Chairman, Non-Executive, Non-Independent Director
2.	Asian Paints Limited	Non-Executive, Independent Director

## Compliance Report on Corporate Governance (Contd.)

### V Mr. Ankur Verma (DIN: 07972892),

#### Non-Executive, Non-Independent Director

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.

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. He currently serves on the boards of several Tata group companies.

The details of directorship of Mr. Ankur Verma in other equity listed companies as on March 31, 2025, is as under:

Sl. no.	Name of the Listed Entity	Category of Directorship
1.	Tata Teleservices (Maharashtra) Limited	Non-Executive, Non-Independent Director
2.	Tata Communications Limited	Non-Executive, Non-Independent Director

### Vi Mr. Manoj Raghavan (DIN: 08458315),

#### Managing Director & CEO

Manoj Raghavan is the Managing Director ('MD') and Chief Executive Officer ('CEO') of Tata Elxsi Limited, and has over 27+ years of industry experience. Prior to taking over the role of CEO & MD, he served as the Executive Vice President and Head of the Embedded Product Design (EPD) division, spearheading the sales, overall delivery and P&L for this division. He joined Tata Elxsi Limited in 1997 as Regional Manager to set up and grow Japan operations. Subsequently, he was also responsible for developing the business in South Korea, Taiwan, Singapore and China.

Manoj Raghavan holds a B.Tech from IIT Madras, an MBA from the Indian Institute of Foreign Trade, New Delhi and has completed the Advanced Management Program from Harvard Business School.

As on March 31, 2025, Mr. Manoj Raghavan does not hold directorship in any other listed company.

Note:

- None of the Non-Executive Directors hold any shares and/or convertible instruments in the Company as at March 31, 2025.
- None of the Directors are related to each other within the meaning of the term "relative" as per Section 2(77) of the Companies Act, 2013.

### Core Competencies of the Board Members

Tata Elxsi is amongst the world's leading providers of design and technology services across industries including Automotive, Broadcast, Communications and Healthcare.

The Board has, taking into consideration the Company's nature of business, core competencies, key characteristics, identified the following core skills/expertise/competencies as required in the context of its business(es) & sector(s) for it to function effectively and which are available with the Board.

## Compliance Report on Corporate Governance (Contd.)

The mapping of the same with each of the Directors are as below:

Competencies	Name of Director					
	Mr. N.G. Subramaniam	Prof. Anurag Kumar	Ms. Ashu Suyash	Mr. Soumitra Bhattacharya	Mr. Ankur Verma	Mr. Manoj Raghavan
Understanding of IT services business	✓	✓	✓	✓	✓	✓
Knowledge on key industry and technology trends	✓	✓	✓	✓	✓	✓
International business management and familiarity with global policies and regulations	✓	✓	✓	✓	✓	✓
Corporate Strategy & Expertise	✓	✓	✓	✓	✓	✓
Risk management	✓	✓	✓	✓	✓	✓
Financial management	✓	✓	✓	✓	✓	✓
Governance and Compliance	✓	✓	✓	✓	✓	✓
Stakeholders' management	✓	✓	✓	✓	✓	✓
People & Performance Management	✓	✓	✓	✓	✓	✓

As part of its statutory function under the SEBI Listing Regulations (as amended), at the time of recommendation of a candidature for position of Director, the Nomination and Remuneration Committee ("NRC") of the Board in relation to the prospective appointee, undertakes reference and due diligence checks and meets potential candidates before making recommendations to the Board to evaluate his/her skills, experience and knowledge vis-à-vis the industry in which the Company operates in, to ensure that the Board is well-balanced with right blend of skills. Once a suitable candidate is identified, the NRC recommends his/her appointment to the Board for approval. Upon receiving the NRC's recommendation, the Board considers and appoints the individual as an Additional Director and proposes the appointment to the shareholders for their approval. Each Director of the Company is appointed with the approval of the Board and Shareholders. All Directors seek periodic re-appointment by the shareholders, and none of the Directors have perpetual term of office.

### Performance evaluation of the Board and the Committees

The board evaluation is an essential part of the Company's commitment to good corporate governance. The Company has laid down a process for performance evaluation of the Board and its Committees as well as a framework for evaluation of the performance of each of its Directors. The evaluation criteria include, inter-alia, structure of the Board, qualifications, experience and competency of Directors, diversity in Board, effectiveness of the Board process, information and functioning, Board culture and dynamics, quality of relationship between the Board and Management, meetings of the Board, including regularity and frequency, discussion and dissent, corporate culture and values, governance and compliance, evaluation of risk amongst others. The criteria is based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 05, 2017. The evaluation process is conducted and monitored by the Chairperson, Nomination & Remuneration Committee ('NRC') in consultation with the members of the Committee. Upon the receipt of feedback from Directors, the Chairperson, NRC conducts a one-to-one meeting with the other Board Members. Thereafter,

## Compliance Report on Corporate Governance (Contd.)

the Chairperson of NRC briefs the Board about the consolidated responses/outcome of the evaluation. The performance evaluation of Independent Directors is done by the entire Board of the Company collectively excluding the Independent Director being evaluated.

For the FY 2024-25, the performance evaluation has been conducted as per the process adopted by the Company, which is detailed out above. In a separate meeting of Independent Directors, the performance of Non-Independent Directors, the Board as a whole, and the Chairman of the Company was evaluated.

### Independent Directors

As on March 31, 2025, the Board of Tata Elxsi Limited comprised of three (3) Independent Directors, who in the opinion of the Board, fulfil the requirements as stipulated under Section 149 of the Act and the provisions of SEBI Listing Regulations, and are independent of the Management. The necessary declarations from Independent Directors affirming that they meet the criteria of independence as required under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, were obtained. The Independent Directors abide by the Code of Conduct adopted by the Company and as laid out under Schedule IV of the Act.

### Meeting of Independent Directors

A separate meeting of Independent Directors for the FY 2024-25 as per Clause VII(1) of Schedule IV under Section 149(8) of the Act and Regulation 25(3) of the SEBI Listing Regulations was held on Monday, April, 22, 2024, without the participation of the Non-Independent Directors and Management Members, wherein the Independent Directors reviewed:

- the performance of the Managing Director, Non-Independent Directors and the Board as a whole;
- the performance of the Chairman of the Company based on the views received from Directors of the Company; and
- the flow of information between Company management and the Board in terms of quality, timeliness and quantity, in order to ensure that the Board discharges its duty effectively.

### Familiarisation for Independent Directors

The Independent Directors immediately on appointment are issued a formal letter of appointment and a welcome kit outlining their rights, roles and responsibilities, and the business overview of the Company, Policies etc. The Chairman and the Managing Director of the Company, brief the Director individually on the industry and business of the Company. The Directors are briefed on the different business units of the Company, the industry as a whole and other details like customers, market etc., at the Business plan meeting, normally held in the third/fourth quarter of each financial year. For the FY 2024-25, the Annual Business Plan meeting was held on Friday, January 31, 2025, which included a session with the management team, wherein, the Directors were walked through the market of different Business units, the customers, the future prospects, emerging technologies etc. The details regarding the familiarisation of Independent Directors is available on the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

### Senior Management

Particulars of the Senior Management in compliance with Regulation 16 of the Listing Regulations, as on March 31, 2025, are as under:

Name of the Senior Management Personnel	Designation
Mr. Nitin Pai	Chief Marketing Officer and Chief Strategy Officer
Mr. Rajagopalan S	Head, Human Resources
Mr. Gaurav Bajaj	Chief Financial Officer
Ms. Cauveri Sriram	Company Secretary & Compliance Officer

### Details regarding Board Meetings

During FY 2024-25, six (6) Board Meetings were held and the gap between any two consecutive meetings did not exceed the prescribed time under the applicable laws for the time being in force. The necessary quorum was present at each of the meetings. During the FY 2024-25, Board Meetings were held on April 3, 2024, April 23, 2024, July 10, 2024, October 10, 2024, January 09, 2025 and January 31, 2025, respectively.



## Compliance Report on Corporate Governance (Contd.)

The name and categories of the Directors on the Board, their attendance at Board Meetings during the year and the last Annual General Meeting, as also the number of Directorships held by them in other companies are given below:

Name	Category	No. of Board Meetings attended during FY 2024-25	Whether attended AGM held on July 10, 2024	No. of Chairmanships/Directorships in other Boards/Committees* of public companies**			
				Chairman/Chairperson of the Board	Chairman/Chairperson of the Committee	Member of the Board	Member of the Committee
Mr. N.G. Subramaniam [DIN: 07006215]	Non Independent/ Non-Executive	6	Yes	2	-	-	-
Mrs. Shyamala Gopinath <sup>\$</sup> [DIN: 02362921]	Independent/ Non-Executive	2	No <sup>\$</sup>	-	-	-	-
Mr. Sudhakar Rao <sup>\$</sup> [DIN: 00267211]	Independent/ Non-Executive	3	Yes	-	-	-	-
Prof. Anurag Kumar [DIN: 03403112]	Independent/ Non-Executive	5	Yes	-	-	-	-
Ms. Ashu Suyash <sup>^</sup> [DIN: 00494515]	Independent/ Non-Executive	5	Yes	-	2	2	3
Mr. Soumitra Bhattacharya <sup>^</sup> [DIN: 02783243]	Independent/ Non-Executive	5	Yes	1	-	2	3
Mr. Ankur Verma [DIN: 07972892]	Non Independent/ Non-Executive	6	Yes	-	1	7	9
Mr. Manoj Raghavan [DIN: 08458315]	Managing Director	6	Yes	-	-	-	-

\*In terms of Regulation 26(1)(b) of the Listing Regulations, the disclosure includes Chairmanship/Membership of the Audit Committee and Stakeholders' Relationship Committee in other Indian Public companies (listed and unlisted).

\*\* For the purpose of reckoning Directorship/Committees position on which a Director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, deemed public companies, foreign companies, and companies under Section 8 of the Companies Act, 2013, have been excluded.

<sup>^</sup> Ms. Ashu Suyash (DIN: 00494515) and Mr. Soumitra Bhattacharya (DIN: 02783243) were appointed as Non-Executive, Independent Directors of the Company with effect from April 4, 2024.

<sup>\$</sup>Mrs. Shyamala Gopinath (DIN: 02362921) and Mr. Sudhakar Rao (DIN: 00267211), ceased to be Independent Directors of the Company upon completion of their term of office on June 20, 2024 and September 02, 2024, respectively.

## Compliance Report on Corporate Governance (Contd.)

### BOARD COMMITTEES



### **Audit Committee**

The Audit Committee comprises of four (4) Members, with three (3) Members as Independent Directors. Mr. Soumitra Bhattacharya, Independent Director, serves as the Chairman of the Committee with effect from September 02, 2024.

The Members of the Audit Committee have relevant experience in accounting matters and possess related financial management expertise and are considered financially literate as defined in Regulation 18(1)(c) of the Listing Regulations. The Chairman of the Audit Committee is an Independent Director and has expertise in banking, finance, corporate laws, and governance matters. The Chairman of the Audit Committee attended the last Annual General Meeting of the Company, to answer the queries of the shareholders. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

During the FY 2024-25, five (5) meetings of the Audit Committee were conducted. The meetings were held on April 22, 2024, April 23, 2024, July 10, 2024, October 10, 2024 and January 09, 2025, respectively.

The composition, name of the members, chairperson, and attendance of the members during the year are as follows:

Name of the Member	Category of Directorship	Number of meetings attended during FY 2024-25
Mrs. Shyamala Gopinath, Chairperson <sup>#</sup>	Non-Executive Independent Director	2
Mr. Sudhakar Rao, Chairman <sup>\$</sup>	Non-Executive Independent Director	3
Mr. Soumitra Bhattacharya, Chairman <sup>*</sup>	Non-Executive Independent Director	3
Ms. Ashu Suyash <sup>*</sup>	Non-Executive Independent Director	3
Mr. Ankur Verma	Non-Executive Non-Independent Director	3
Prof. Anurag Kumar	Non-Executive Independent Director	4

<sup>#</sup> Ceased as the Chairperson & Member of the Audit Committee w.e.f. June 20, 2024.

<sup>\$</sup> Appointed as the Chairman of the Audit Committee w.e.f. June 20, 2024 and ceased as the Chairman and Member of the Committee w.e.f. September 02, 2024.

<sup>\*</sup>Appointed as members of the Audit Committee w.e.f. June 20, 2024. Mr. Soumitra Bhattacharya was appointed as the Chairman of the Committee w.e.f. September 02, 2024.

The quorum as required under Regulation 18(2) of the Listing Regulations was maintained at all the meetings.





## Compliance Report on Corporate Governance (Contd.)

**Terms of reference/Charter of the Audit Committee:**

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  1. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  2. Changes, if any, in accounting policies and practices and reasons for the same.
  3. Major accounting entries involving estimates based on the exercise of judgment by management.
  4. Significant adjustments made in the financial statements arising out of audit findings.
  5. Compliance with listing and other legal requirements relating to financial statements.
  6. Disclosure of any related party transactions.
  7. Qualifications in the draft audit report, if any.
- v. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- vi. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the Company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the company, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

## Compliance Report on Corporate Governance (Contd.)

- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the Whistle Blower mechanism;
- xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Reviewing the utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding Rs. 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing;
- xxi. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- xxii. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### Mandatory review of information by Audit Committee

The Audit Committee reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
6. Statement of deviations:
  - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s)

in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- b) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee is also responsible for giving guidance and directions under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and to review the report of the Compliance Officer with the provisions of these regulations at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.

### Internal Audit

Your Company has appointed Grant Thornton Bharat LLP, Chartered Accountants, to oversee and carry out an internal audit of its activities. Design and operating effectiveness of process controls on financial transactions is also audited by an independent in-house internal audit team. The audit is based on an internal audit plan, which is reviewed and approved by the Audit Committee. In line with standard practices, the conduct of internal audit is oriented towards the review of internal controls and risks in the company's operations such as software delivery, accounting and finance, procurement, employee engagement, travel, insurance, IT processes etc.

### Related Party Transactions

In compliance with the requirements under the Listing Regulations and the Act, the Audit Committee undertakes quarterly review of Related Party Transactions entered by the Company with its related parties. Pursuant to Regulation 23 of Listing Regulations and Section 177 of the Act, the Audit Committee has granted omnibus approval in respect of transactions which are repetitive in nature, which may or may not be foreseen, not exceeding the limits specified thereunder. The transactions under the purview of omnibus approval are reviewed on quarterly basis by the Audit Committee. The details of Related Party Transactions during the FY 2024-25

## Compliance Report on Corporate Governance (Contd.)

including the details regarding approval granted for material related party transactions are provided in the Directors' Report segment of the Integrated Annual Report.

Pursuant to Regulation 23 of the Listing Regulations, only the Independent Directors of the Committee participate and vote in respect of related party transactions.

Further, the Company has formulated and adopted a policy on dealing with related party transactions, in line with Regulation 23 of the Listing Regulations, which is available on the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures>.



### ● **Nomination and Remuneration Committee**

In accordance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Company has formed its Nomination and Remuneration Committee (NRC). The NRC also acts as a Compensation Committee as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The NRC comprise of three (3) Members, out of whom two (2) Members are Independent Directors. Ms. Ashu Suyash, Independent Director is the Chairperson of the Committee, in compliance with Regulation 19 of the Listing Regulations.

During the FY 2024-25, two (2) meeting of the Committee was conducted on April 02, 2024 and April 23, 2024, respectively. The quorum as required under Regulation 19(2A) of the Listing Regulations was maintained at all the meetings.

The composition, name of the members, chairperson, and attendance of the members during the financial year are as follows:

Name of the Member	Category of Directorship	Number of meetings attended during FY 2024-25
Mrs. Shyamala Gopinath, Chairperson <sup>#</sup>	Non-Executive Independent Director	2
Mr. Sudhakar Rao <sup>\$</sup>	Non-Executive Independent Director	2
Ms. Ashu Suyash, Chairperson <sup>*</sup>	Non-Executive Independent Director	-
Mr. N.G. Subramaniam	Non-Executive Non-Independent Director	2
Mr. Soumitra Bhattacharya <sup>^</sup>	Non-Executive Independent Director	-

<sup>#</sup>Ceased as the Chairperson & Member of the Committee w.e.f. June 20, 2024.

<sup>\$</sup>Ceased as the Member of the Committee w.e.f. September 02, 2024.

<sup>\*</sup>Appointed as the Chairperson & Member of the Committee w.e.f. June 20, 2024.

<sup>^</sup>Appointed as the Member of the Committee w.e.f. September 02, 2024.

#### **Terms of reference of the Committee:**

The terms of reference of the Nomination and Remuneration Committee are as under:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. Devising a policy on Board diversity;
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

## Compliance Report on Corporate Governance (Contd.)

- v. Board composition and succession planning, evaluation of every Director;
- vi. To recommend remuneration policy for the directors, KMP, executives and other employees of the Company;
- vii. To oversee familiarisation programme for Directors, review of HR strategy, philosophy and practices and any other activities related to change as requested by the Board from time to time;
- viii. Oversee the implementation of the share-based employee benefits scheme by whatever name called as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, within the terms and conditions of the said Plan(s); and perform the function of overall superintendence of the scheme(s);
- ix. To review the Company's share-based incentive-based plans and recommend changes as necessary, oversee administration of these plans, grant incentives to eligible employees, in consultation with management, and allot shares when options are exercised;
- x. Any other matter as deemed necessary or incidental for the purpose of administration of the share based incentive Scheme.

The Board has also adopted a charter for the Nomination and Remuneration Committee covering its rights, roles and responsibilities.

### Remuneration Policy:

Based on the recommendation of NRC, the Board has formulated a comprehensive Remuneration Policy for its Directors, Key Managerial Personnel (KMPs), Senior Management, and other employees. The philosophy behind this policy is to create a culture of leadership and trust. This policy is in accordance with Section 178 of the Act and Regulation 19 of Listing Regulations and is available on the Company's website at <https://www.tataelxsi.com/investors/policies-anddisclosures>.

Under this policy, the Managing Director, KMPs, other Senior Management Personnel and all employees are compensated with a fixed salary that includes basic pay, allowances, perquisites, and other benefits. They may also receive annual incentive remuneration,

performance linked incentive, performance-based shares/units, based on specific performance criteria and other appropriate parameters determined by the NRC and the Board. The performance linked incentive is dependent on the outcome of the performance appraisal process and the Company's overall performance.

The Company's remuneration policy takes into account various factors, including the Company's performance throughout the year, and achievement of budgeted targets, growth & diversification, remuneration in other companies of comparable size and complexity, etc.

### Remuneration for Independent Directors and Non-Independent, Non-Executive Directors:

**Sitting Fees:** The Non-Executive Directors, and Independent Directors, are paid sitting fees for attending the meetings of the Board and its Committees. The Company pays a sitting fees of Rs. 40,000 per meeting per Director for attending meetings of the Board and Committee.

**Profit-related Commission:** Within the ceiling as prescribed under the Act, the Non-Executive Independent Directors are paid a commission, the amount whereof is recommended by NRC and approved by the Board. The basis of determining the specific amount of commission payable to a Non-Executive Director is related to his attendance at meetings, role and responsibility as Chairman or member of the Board/Committee and overall contribution as well as time spent on operational matters other than at the meetings.

The shareholders of the Company had approved payment of commission to the Non-Executive Directors at the Thirty-second Annual General Meeting held on June 25, 2021 for each financial year to be distributed among the Directors in such manner as the Board of Directors may, from time to time, determined within the overall maximum limit of 1% (one percent) per annum or such other Percentage as may be specified by the Act, from time to time. No Stock option has been granted to any Non-Executive Director.

The criteria for making payments to Non-Executive Directors forms part of the NRC Charter which



## Compliance Report on Corporate Governance (Contd.)

is available on the website of our Company at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

Other than sitting fees and commission paid to the Independent Directors on the net profits of the Company, no other remuneration is paid/payable to the Non-Executive Directors for the FY 2024-25.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, and reimbursement

of expenses incurred by them for the purpose of attending meetings of the Company.

### Performance Evaluation Criteria for Independent Directors

The NRC establishes the criteria for evaluating the performance of Independent Directors. The assessment covers various factors, such as the director's level of participation and contribution, commitment, effective utilisation of knowledge and expertise, integrity, maintenance of confidentiality, as well as independence in behaviour and decision making.

### Details of remuneration paid/payable for the financial year ended March 31, 2025

#### Non-Executive Directors (NEDs):

(in Rs.)

Sl. No.	Name of the Director	Sitting fees	Commission*
1.	Mr. N.G. Subramaniam <sup>#</sup>	4,80,000	-
2.	Mrs. Shyamala Gopinath	2,80,000	68,30,000
3.	Mr. Sudhakar Rao	4,40,000	1,03,91,000
4.	Prof. Anurag Kumar	5,60,000	1,32,33,000
5.	Mr. Ankur Verma <sup>#</sup>	3,60,000	-
6.	Ms. Ashu Suyash**	4,00,000	1,02,45,000
7.	Mr. Soumitra Bhattacharya**	3,60,000	1,36,60,000

\* The Commission for FY 2024-25 shall be paid subject to the approval of the annual audited accounts by the shareholders at the 36<sup>th</sup> Annual General Meeting.

\*\*Mr. Soumitra Bhattacharya & Ms. Ashu Suyash were appointed as Non-Executive, Independent Directors w.e.f. April 04, 2024.

<sup>#</sup>In line with the internal guidelines of the Company, no payment is made towards commission to the Non-Executive Directors of the Company, who are in employment with any other Company in the Tata Group. Accordingly, no commission is paid to Mr. N.G. Subramaniam & Mr. Ankur Verma.

### Managing Director & CEO:

#### Mr. Manoj Raghavan:

Component	Amount (in lakhs.)
Salary	240.40
Commission	500.00
Perquisites and allowances	77.07
Contribution to Retiral Funds	35.09
Stock Option/Sweat Equity	50.21
<b>Total</b>	<b>902.76</b>

The services of the Managing Director may be terminated by either party, giving the other party six months' notice or the Company paying six months' salary in lieu thereof. There is no separate provision for payment of severance pay.

## Compliance Report on Corporate Governance (Contd.)

The Board on the recommendation of the NRC adopted the Remuneration policy for Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company. The Board has also adopted a policy on Board diversity. The said policies are available at the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures>.



### ● Stakeholders' Relationship Committee

The constitution and composition of Stakeholders' Relationship Committee ("SRC") is in accordance with the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations. The SRC comprises of three (3) Members, out of which one (1) Member is an Independent Director.

During the FY 2024-25, two (2) meetings of the Committee were held on April 22, 2024 & January 08, 2025, respectively. The necessary quorum was present for each of the meetings.

The composition, name of the members, chairman, particulars of the Meetings and attendance of the members during the year are as follows:

Name of the Member	Category of Directorship	Number of meetings attended during FY 2024-25
Mr. Sudhakar Rao, Chairman <sup>#</sup>	Non-Executive Independent Director	1
Mr. N.G. Subramaniam, Chairman <sup>*</sup>	Non-Executive Non-Independent Director	1
Prof. Anurag Kumar	Non-Executive Independent Director	2
Mr. Manoj Raghavan	Executive Director	2

<sup>#</sup>Ceased as the Chairman and Member of the Committee w.e.f. September 02, 2024.

<sup>\*</sup>Appointed as Chairman and Member of the Committee w.e.f. September 02, 2024.

#### Terms of reference of the Committee:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
5. Oversight of the implementation of the ESG initiatives.
6. Approval of all relevant policies under ESG.
7. Any other terms that may be assigned by the Board time to time.





## Compliance Report on Corporate Governance (Contd.)

## Name and Designation of Compliance Officer

<b>Name</b>	Ms. Cauveri Sriram	
<b>Designation</b>	Company Secretary and Compliance Officer	
<b>Contact details</b>	<b>Address</b>	ITPB Road, Whitefield, Bengaluru - 560048.
	<b>Phone</b>	+91-80-22979316
	<b>E-mail</b>	<a href="mailto:investors@tataelxsi.com">investors@tataelxsi.com</a>

## Number of investor compliants received and redressed during the FY 2024-25:

Opening Balance	Received during the year	Resolved during the year	Closing balance as on March 31, 2025
7	76	80	3

## Registrar and Share Transfer Agent ('RTA')

Pursuant to Regulation 7 of the SEBI Listing Regulations, the Company has engaged the services of M/s. MUFG Intime India Private Limited (erstwhile known as M/s. Link Intime India Private Limited) for the purpose of share transfer facility and of dealing and processing investor services requests. The contact details of the RTA are given below:

<b>Name</b>	MUFG Intime India Private Limited	
<b>Contact details</b>	<b>Address</b>	C-101, 1 <sup>st</sup> Floor, Embassy 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083.
	<b>Phone</b>	+91 8108118484
	<b>Fax</b>	+91 22 6656 8494
	<b>E-mail</b>	<a href="mailto:csg-unit@in.mpms.mufg.com">csg-unit@in.mpms.mufg.com</a>
	<b>Web address</b>	<a href="https://in.mpms.mufg.com">https://in.mpms.mufg.com</a>

## Branches &amp; Collection centers of Registrar &amp; Transfer Agent:

<b>Mumbai:</b> MUFG Intime India Private Limited Building 17/19, Office No. 415 Rex Chambers, Ballard Estate, Walchand Hirachand Marg, Fort, Mumbai - 400 001 Tel: +91-7304874606	<b>Bengaluru:</b> MUFG Intime India Private Limited C/o. Mr. D. Nagendra Rao "Vaghdevi" 543/A, 7th Main 3 <sup>rd</sup> Cross, Hanumanthnagar Bengaluru - 560019 Tel: +91-80-26509004
<b>New Delhi:</b> MUFG Intime India Private Limited Noble Heights, 1 <sup>st</sup> Floor Plot No NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri New Delhi - 110058 Tel: +91-11-49411000	<b>Kolkata:</b> MUFG Intime India Private Limited Rasoi Court, 5 <sup>th</sup> Floor 20, Sir R.N. Mukherjee Road Kolkata - 700001 Tel: 033 - 69066200

## Compliance Report on Corporate Governance (Contd.)

<b>Jamshedpur:</b> MUFG Intime India Private Limited Qtr. No. L-4/5, Main Road, Bistupur (Beside Chappan - Bhog Sweet Shop) Jamshedpur - 831001 Tel: +91-657-2426937	<b>Ahmedabad:</b> MUFG Intime India Private Limited 5 <sup>th</sup> Floor, Amarnath Business Centre-1 (ABC-1) Beside Gala Business Centre Nr. St. Xavier's College Corner Off. C.G. Road, Ellisbridge Ahmedabad - 380006 Tel: +91-79-26465179
<b>Pune:</b> MUFG Intime India Private Limited Block No. 202 2 <sup>nd</sup> Floor, Akshay Complex Near Ganesh Temple Off. Dhole Patil Road Pune - 411001 Tel: 020 - 4601 4473	<b>Coimbatore:</b> MUFG Intime India Private Limited Surya 35, Mayflower Avenue Behind Senthil Nagar Sowripalayam Road Coimbatore - 641028 Tel: 0422-2314792/4958995/2539835/36
<b>Vadodara:</b> MUFG Intime India Private Limited "Geetakunj" 1, Bhakti Nagar Society Behind Abs Tower, Old Padra Road Vadodara - 390015 Tel: 0265 - 3566 768	

### Transfer of Unclaimed/Unpaid Dividend to the Investor Education and Protection Fund:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), dividends, if not claimed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to the Investor Education and Protection Fund ('IEPF').

Further, all the shares in respect of which dividend has remained unclaimed for seven (7) consecutive years or more from the date of transfer to unpaid dividend account, shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of shares. In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in newspapers and details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website at [www.tataelxsi.com/investors](http://www.tataelxsi.com/investors).

In light of the aforesaid provisions, the Company has during the year under review, transferred to IEPF the unclaimed dividends, outstanding for seven consecutive years. Further, shares of the Company, in respect of which dividend has not been claimed for seven consecutive years or more from the date of transfer to unpaid dividend account, have also been transferred to the demat account of IEPF Authority.

The details of unclaimed dividends and shares transferred to IEPF during the FY 2024-25 are as follows:

Financial Year	Amount of unclaimed dividend Transferred (Rs.)	Number of shares transferred
2016-17	74,79,472	9,938

## Compliance Report on Corporate Governance (Contd.)

Members who have a claim on the above-mentioned dividend and shares may claim the same from the IEPF Authority by sending the request letter along with the requisite documents to MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company and thereafter file an online application in the prescribed e-Form IEPF-5 upon receiving the entitlement letter from the Company. The e-Form IEPF-5 is available on the website of the IEPF Authority [www.iepf.gov.in](http://www.iepf.gov.in). No claims shall lie against the Company in respect of the dividend/shares so transferred. Members/claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

The following table gives information relating to various outstanding dividends and the date when they are due to be transferred to IEPF:

Financial Year	Date of declaration	Due date of transfer to IEPF
2017-18	July 25, 2018	August 24, 2025
2018-19	July 17, 2019	August 16, 2026
2019-20	July 21, 2020	August 20, 2027
2020-21	June 25, 2021	July 25, 2028
2021-22	June 23, 2022	July 23, 2029
2022-23	July 04, 2023	August 03, 2030
2023-24	July 10, 2024	August 10, 2031



### ● Risk Management Committee

The constitution and composition of the Risk Management Committee comprises of three (3) Members, out of which two (2) Members are Independent Directors. The constitution of Risk Management Committee is in conformation with the requirements of Regulation 21 of the Listing Regulations.

The RMC is responsible to provide oversight in achieving the Company's Enterprise Risk Management (ERM) objectives. The ERM helps these objectives by creating a comprehensive approach to anticipate, identify, prioritise and manage material risks attached to the Company's operations. The primary responsibility of the Committee is to ensure that sound policies, procedures and practices are in place for the enterprise-wide management of the Company's material risks and to report the results of the Committee's activities to the Company's Audit Committee.

During the FY 2024-25, three (3) meetings of the Committee were conducted on April 22, 2024, October 10, 2024 and January 08, 2025, respectively. The necessary quorum was present for each of the meetings.

The composition, name of the members, chairperson, particulars of the Meeting and attendance of the members during the year are as follows:

Name of the Member	Category of Directorship	Number of meetings attended during FY 2024-25
Prof. Anurag Kumar, Chairman	Non-Executive Independent Director	3
Mr. N G Subramaniam	Non-Executive Non-Independent Director	3
Ms. Ashu Suyash*	Non-Executive Non-Independent Director	2
Mr. Gaurav Bajaj <sup>#</sup>	Chief Financial Officer	1

\*Appointed as the Member of the Committee w.e.f. April 23, 2024.

<sup>#</sup>Ceased as the Member of the Committee w.e.f. April 23, 2024.

## Compliance Report on Corporate Governance (Contd.)

### Terms of reference of the Committee:

1. Provide ongoing guidance and support for the refinement of the overall risk management.
2. Ensure that management understands and accepts its responsibility for identifying, assessing and managing risk.
3. Determine which enterprise risks are most significant.
4. Assign risk owners and approve action plans.
5. Approve company-wide Risk Assessment & Risk Profile.
6. Update the leadership team from time to time on the on-going ERM progress/changes.
7. Review & report to the Company's Audit Committee/Board.
8. Review and monitor Cyber security measures.



### ● Corporate Social Responsibility (CSR) Committee

In accordance with provisions of Section 135 of the Act, the Board has formed the Corporate Social Responsibility (CSR) Committee. The constitution of CSR Committee is in accordance with the Act. During the FY 2024-25, three (3) meetings of the Committee were conducted on April 22, 2024, August 01, 2024 and March 28, 2025, respectively. The necessary quorum was present for each of the meetings.

The composition, name of the members, chairperson, particulars of the Meeting and attendance of the members during the year are as follows:

Name of the Member	Category of Directorship	Number of meetings attended during FY 2024-25
Mr. Sudhakar Rao, Chairman*	Non-Executive Independent Director	1
Mrs. Shyamala. Gopinath <sup>§</sup>	Non-Executive Independent Director	1
Mr. Manoj Raghavan	Managing Director	3
Prof. Anurag Kumar, Chairman <sup>#</sup>	Non-Executive Independent Director	-
Mr. Soumitra Bhattacharya <sup>^</sup>	Non-Executive Independent Director	2

\*Ceased as the Chairman and Member of the Committee w.e.f. September 02, 2024.

<sup>§</sup>Ceased as the Member of the Committee w.e.f. June 20, 2024.

<sup>#</sup>Appointed as the Chairman & Member of the Committee w.e.f. September 02, 2024.

<sup>^</sup>Appointed as the Member of the Committee w.e.f. June 20, 2024.

### Terms of reference of the Committee:

1. Formulate the CSR Annual Action Plan for every financial year;
2. Recommend and review the CSR expenditure to be incurred in respect of each financial year;
3. Recommend and oversee the implementation of CSR projects through the Annual Action Plan and the CSR Policy;
4. Monitor the CSR expenditure for each financial year; and
5. Formulation of CSR Policy and recommending changes, if any, to be adopted.

The Company has formulated a Corporate Social Responsibility Policy in line with the requirements under Section 135 of the Act read with Companies (Corporate Social Responsibility) Rules, 2014 (as amended), pursuant to which the CSR activities are implemented and monitored. The Policy is available on the website of the Company at <https://www.tataelxsi.com/investors/policiesand-disclosures>.



## Compliance Report on Corporate Governance (Contd.)

● **Ethics Committee**

The Company has constituted an Ethics Committee comprising of the Board Members. The Committee comprise of Prof. Anurag Kumar as the Chairman, Mr. Manoj Raghavan and Mr. Soumitra Bhattacharya as its Members. No Meeting of the Committee was held during the FY 2024-25, the Board has also constituted an Executive Committee. The terms of reference of Executive committee are to review the capital expenditure, long term strategy, long term financial projections and cash flow.

**9. GENERAL BODY MEETINGS****Details of last three Annual General Meetings:**

The date, time, location and details of special resolution(s) passed in the last three (3) Annual General Meetings of Tata Elxsi Limited is tabulated hereinbelow:

**2023-24**

July 10, 2024



11:00 a.m. (IST)

Video Conference/Other  
Audio Visual meansNo special resolutions  
passed.**2022-23**

July 04, 2023



2:30 p.m. (IST)

Video Conference/Other  
Audio Visual meansNo special resolutions  
passed.**2021-22**

June 23, 2022



2:30 p.m. (IST)

Video Conference/Other  
Audio Visual meansNo special resolutions  
passed.

Date of the AGM



Time of the AGM



Location of the AGM



Special Resolutions passed in the AGM

**Extraordinary General Meeting:**

No Extraordinary General Meeting of the Members was held during FY 2024-25.

**Details of special resolution passed through Postal Ballot during FY 2024-25**

During the FY 2024-25, the Company had sought approval from Members for the following special resolutions through Postal Ballot.

The Board of Directors had appointed Mr. V Madan, Practicing Company Secretary (CP 21778) who is not in the employment of the Company, as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process and scrutinising the votes casted therein, in a fair and transparent manner. The voting pattern in respect of resolutions passed through Postal Ballot is provided herein below:

**i. Appointment of Ms. Ashu Suyash (DIN: 00494515) as Non-Executive, Independent Director of the Company**

Number of members voted/ Total number of votes (shares) cast	No. of votes in favour	No. of votes against	No. of votes invalid votes
3,81,53,696	3,80,41,097	1,12,599	0
	99.70%	0.30%	0.00

## Compliance Report on Corporate Governance (Contd.)

### ii. Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as Non-Executive, Independent Director of the Company

Number of members voted/ Total number of votes (shares) cast	No. of votes in favour	No. of votes against	No. of votes invalid votes
3,81,52,825	3,80,34,136	1,18,689	0
	99.69%	0.31%	0.00

#### Procedure adopted and followed in respect of the Postal Ballot exercise

The Company has conducted the Postal Ballot exercise in compliance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs ("MCA"), and the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In this regard, Postal Ballot Notice dated April 23, 2024, was dispatched electronically to those Members who held shares as on Cut-Off date viz. April 26, 2024, and who had their e-mail addresses registered with the Company/ MUFG Intime India Private Limited (formerly Link Intime India Private Limited) the Registrar and Share Transfer Agent of the Company.

The remote e-voting period commenced on Thursday, May 02, 2024, at 9:00 a.m. (IST) and concluded on Friday, May 31, 2024, at 5:00 p.m. (IST). The results of Postal Ballot were announced on Sunday, June 02, 2024. The Company had also published public notice(s) in newspapers intimating the manner of registration of e-mail address for receiving the Postal Ballot Notice and providing the necessary details regarding Postal Ballot exercise including the relevant dates pertaining to dispatch of Postal Ballot

Notice, voting and results. The voting rights were reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Rules read with Regulation 44 of the SEBI Listing Regulations, the Company had provided the facility of remote e-voting to its Members to enable them to cast their vote electronically.

Upon completion of scrutiny of the votes cast through remote e-voting in a fair and transparent manner, Mr. Madan V, Scrutinizer, submitted his report on the outcome of the Postal Ballot to the Company and the results of the postal ballot were announced by the Company on Sunday, June 02, 2024. The voting results were communicated to the Stock Exchanges and also displayed on the Company's website [www.tataelxsi.com](http://www.tataelxsi.com) and on the website of National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### 10. OTHER DISCLOSURES

- There are no Related Party Transactions during the year that have potential conflict with the interests of the Company at large. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arms' length basis and were approved by the Audit Committee and Shareholders. Approval from the Shareholders have been obtained on the Material Related Party Transactions. The details of related party transactions for the FY 2024-25 are provided in the Directors' Report forming part of the Annual Report. Further, the Company has formulated and adopted a policy on dealing with Related





## Compliance Report on Corporate Governance (Contd.)

Party Transactions, in line with Regulation 23 of the Listing Regulations, which is available on the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

- There are no instances of non-compliance by the Company during the year and no penalties, or strictures imposed on your Company by any of the Stock Exchanges or SEBI, or any statutory authority on any matter related to capital markets during the last three years;
- The guidelines/accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in the preparation of the financial statements of the Company.
- Your Company has adopted a Whistle Blower Policy and has established the necessary mechanism in line with the requirements under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - For employees to report concerns about unethical behaviour;
  - To establish a mechanism to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the integrity policy;
  - The disclosure reported are addressed in the manner and within the time frames prescribed in the policy.
  - To ensure that adequate safeguards are being provided to the Whistle blower against any victimisation or vindictive practices like retaliation, threat or any adverse (direct or indirect) action on their employment.

The Policy also ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

No personnel/person has been denied access to the Audit Committee.

- Your Company has comprehensive guidelines on Prohibition of Insider Trading and the Company has adopted the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices along with the Policy on Leak of Unpublished Price Sensitive Information and Policy on determination of legitimate purpose, as mandated by SEBI. The policies are available at [www.tataelxsi.com/investors/policies-and-disclosures](http://www.tataelxsi.com/investors/policies-and-disclosures)
- Your Company has formulated a policy on determination of materiality of event/information as required under Regulation 30(1) of Listing Regulations, and the same is available on Company's website at [www.tataelxsi.com/investors/policies-and-disclosures](http://www.tataelxsi.com/investors/policies-and-disclosures)
- Your Company has complied with all mandatory requirements and has fulfilled the following discretionary requirements specified in Part E of Schedule II under Regulation 27(1) of Listing Regulations:
  - a. The statutory financial statements of the Company are unqualified.
  - b. The Internal Auditors of the Company make presentations to the Audit Committee on their reports.
- Volatility of exchange rates is a risk to the Company which is mitigated by way of forex options and forward covers in terms of the Forex Policy as approved by the Board.
- Your Company has does not have any subsidiary as on March 31, 2025, and hence, there was no requirement to identify material subsidiary and formulate a policy thereof.
- None of the Directors of your Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. A certificate in this regard from Ms. Jayashree Parthasarathy, Practicing Company Secretary, is annexed to this Report.

## Compliance Report on Corporate Governance (Contd.)

- Your Company has paid a consolidated amount of Rs. 93.36 lakhs as total fees for all services rendered by the statutory auditor and all entities in the network firm/network entity to which the Statutory Auditor is part.
- Your Company has not advanced loans and advances to firms/companies in which Directors are interested.
- The policies adopted by your Company, as mandated by law including the Dividend Distribution Policy under Regulation 43A of SEBI Listing Regulations, are disseminated on the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures>.
- No credit ratings were obtained during the year ended March 31, 2025.
- Your Company has a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and of complaints under the above Act. The reconciliation of complaints under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder is provided hereinbelow:
  - a. number of complaints filed during the financial year - 2
  - b. number of complaints disposed of during the financial year - 3\*

- c. number of complaints pending as on end of the financial year - 0

\*Pertained to a complaint filed in FY 2023-24, on which investigation which has been completed and grievance has been redressed during the FY 2024-25.

### 11. MEANS OF COMMUNICATION

- The Company uses several modes for communicating with its external stakeholders, such as announcements and press releases in newspapers, circular letters and other reports to the members, posting information on its website viz. [www.tataelxsi.com](https://www.tataelxsi.com), intimation to the Stock Exchanges, responding to analysts queries etc.
- The quarterly, half-yearly and annual financial results are displayed on the Company's website [www.tataelxsi.com](https://www.tataelxsi.com) and also disseminated through all the modes mentioned above. The quarterly financial results are also published in leading dailies such as Financial Express (English daily) and Udayakala (Vernacular daily).
- The transcripts and audio recording of the Company's investors/analysts conference calls are available at: <https://www.tataelxsi.com/investors>
- The Company's Management Discussion & Analysis of the Business for the year ended March 31, 2025, forms part of the Directors' Report and is given under the section so captioned.

### 12. GENERAL SHAREHOLDERS INFORMATION:

Sl. no.	Salient Items of Interest	Particulars
i.	AGM Date, Time, and Venue	Wednesday, June 25, 2025 at 10:30 A.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) at Bengaluru.
ii.	Financial Calendar	The Company follows the financial year as prescribed under the Companies Act, 2013 that is period of 12 months starts from 1 <sup>st</sup> day of April of a year and ending on the 31 <sup>st</sup> day of March of the following year.
iii.	Dividend Payment Date	On or within the seventh day from the conclusion of the 36 <sup>th</sup> Annual General Meeting. Dividends are subject to TDS. Kindly visit <a href="https://www.tataelxsi.com">www.tataelxsi.com</a> for more details.



## Compliance Report on Corporate Governance (Contd.)

Sl. no.	Salient Items of Interest	Particulars
iv.	Date of Book Closure	Thursday, June 12, 2025 to Wednesday, June 25, 2025
v.	Listing on Stock Exchanges	<p><b>BSE Limited ('BSE')</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, India Tel.: +91-22-22721234   Fax : +91-22-22722041</p> <p><b>National Stock Exchange of India Limited ('NSE')</b> Exchange Plaza Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, India Tel.: +91-22-26598100   Fax : +91-22-26598237</p> <p>The listing fees has been paid to BSE Limited (BSE) &amp; National Stock Exchange of India Limited (NSE) for the FY 2024-25.</p>
vi.	Registrar & Share transfer Agent	MUFG Intime India Private Limited. (formerly known as Link Intime India Private Limited), C-101, 1 <sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083.
vii.	Address for correspondence	Tata Elxsi Limited ITPB Road, Whitefield, Bengaluru - 560048
viii.	CIN	L85110KA1989PLC009968
ix.	Share Transfer System	<p>Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the securities of Tata Elxsi Limited held in physical mode are not transferable, effective April 01, 2019.</p> <p>Further, the Securities and Exchange Board of India vide circular bearing ref. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that, in respect of investor services including transmission, duplicate share certificate, transposition etc., the listed entity shall issue the securities in dematerialised mode only. In compliance with the above circular, no securities in physical mode are issued by the listed entity.</p> <p>The securities, however held in dematerialised mode, are freely transferable. The transfer through demat mode takes place instantaneously between the transferor, transferee, and the Depository Participant through electronic debit/credit of the accounts involved.</p>
x.	Dematerialisation of shares and liquidity	<p>As at March 31, 2025, 6,12,42,240 equity shares were held in dematerialised mode representing 98.28% of paid-up capital of the Company. The Company's equity shares are actively traded on BSE and NSE.</p> <p>Further, the entire shareholding of Promoter and Promoter Group are held in dematerialised mode only.</p>
xi.	Outstanding GDRs/ ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity	As at March 31, 2025, there are no outstanding ADR/GDR/Warrants or any convertible instruments and consequently it disclosed that there would be no impact on account of the same.
xii.	Plant locations	In view of the nature of the Company's business viz. Information Technology (IT) Services, the Company operates from various offices in India and abroad. The details regarding presence of the Company in different geographical locations is available on the website of the Company at <a href="https://www.tataelxsi.com/contact-us">https://www.tataelxsi.com/contact-us</a> .

## Compliance Report on Corporate Governance (Contd.)

### Distribution of Shareholding as on March 31, 2025

Range of Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 - 500	6,00,468	99	1,37,50,667	22
501 - 1,000	3,111	1	22,93,560	4
1001 - 2,000	1,113	0	16,68,404	3
2001 - 3,000	287	0	7,18,964	1
3001 - 4,000	158	0	5,71,072	1
4001 - 5,000	103	0	4,72,619	1
5001 - 10,000	191	0	13,36,996	2
Over 10,000	239	0	4,14,71,842	66
<b>Total</b>	<b>6,05,670</b>	<b>100</b>	<b>6,22,84,124</b>	<b>100</b>

### Categories of Shareholding as on March 31, 2025

Category	No. of shareholders	No. of shares held	% to capital
Promoter Companies	4	2,73,48,919	43.91
Mutual funds	76	12,86,691	2.07
FI/Banks	7	4,581	0.01
Insurance Companies	19	35,67,962	5.73
FII/FFI/FPI	566	79,26,478	12.73
NRI	13,244	8,90,979	1.43
Body Corporates	1,621	17,13,747	2.75
Trusts	20	13,998	0.02
Directors & relatives	1	2,195	0.00
Individuals	5,90,112	1,95,28,574	31.35
<b>Total</b>	<b>6,05,670</b>	<b>6,22,84,124</b>	<b>100.00</b>

### Declaration regarding compliance with Code of Conduct

The Company has adopted a Code of Conduct for all its employees, including the Managing Director and senior management. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors, both these codes are available on the Company's website ([www.tataelxsi.com](http://www.tataelxsi.com)).

I hereby confirm that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them in respect of the year ended March 31, 2025.

April 17, 2025  
Bengaluru

**Manoj Raghavan**  
Managing Director & CEO



## INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### TO THE MEMBERS OF TATA ELXSI LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated 26 June 2020.
2. We have examined the compliance of conditions of Corporate Governance by **Tata Elxsi Limited** ("the Company"), for the year ended 31 March 2025, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

### Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

### Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2025.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance

both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm registration number: 101248W/W-100022

**Ashish Chadha**

*Partner*

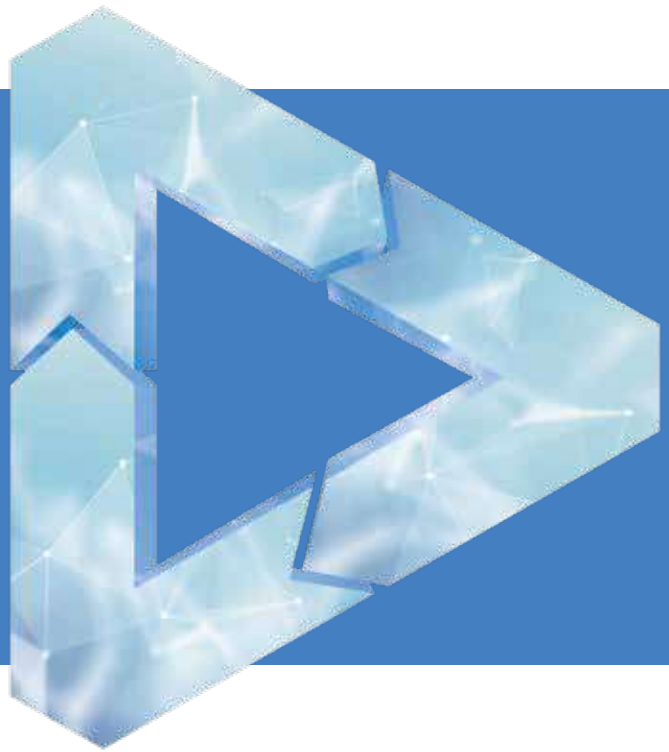
Place: Bengaluru

Membership number: 500160

Date: 17 April, 2025

UDIN: 25500160BMLILL6844

# **Financial Statements**







# Independent Auditor's Report

## To the Members of Tata Elxsi Limited

### Report on the Audit of the Financial Statements

#### OPINION

We have audited the financial statements of Tata Elxsi Limited (the "Company") which comprise the balance sheet as at 31 March 2025, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2025 and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

#### BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

#### KEY AUDIT MATTER

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Key audit matter

The key audit matter	How the matter was addressed in our audit
<p><b>Amount of revenue recognition in respect of fixed price contracts (Refer Note 2.4 to the financial statements)</b></p> <p>The Company enters into fixed-price contracts, with customers where, revenue from such contract is recognized based on percentage of completion. This involves computation of actual cost incurred and estimation of total cost on each contract to measure progress towards completion as per the input method.</p>	<p>In view of its significance, we applied the following audit procedures in this matter, among others to obtain sufficient appropriate audit evidence:</p> <p>(a) Obtained an understanding of the IT systems, processes and controls implemented by the company for recording and computing revenue, provision for onerous contract, and the associated contract assets, Contract liabilities balances.</p>

## Independent Auditor's Report (Contd.)

<b>Key audit matter</b>	
<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
<p>Amount of revenue recognition in respect of fixed price contracts has been identified as a Key Audit Matter considering that:</p> <ul style="list-style-type: none"> <li>- there is an inherent risk and presumed fraud risk around the accuracy, existence and valuation of revenues recognized considering the customized and complex nature of these contracts and significant inputs from IT systems.</li> <li>- application of revenue recognition accounting standard (Ind AS 115, Revenue from Contracts with customers) is complex and involves a number of key judgments and estimates in mainly identifying performance obligations, related transaction price and estimating the future cost-to- completion of these contracts, which is used to determine the percentage of completion of the relevant performance obligation.</li> <li>- these contracts require estimation of future cost-to completion of each contract as well as critical estimates to make provision for onerous contract, which requires critical assessment of foreseeable losses to be made by the company.</li> <li>- at year-end, a significant amount of work in progress - contract assets and contract liabilities related to each contract is to be identified.</li> </ul>	<p>(b) Involving Information technology ('IT') specialists to assess the design and operating effectiveness of key IT controls relating to revenue recognition and in particular:</p> <ul style="list-style-type: none"> <li>• IT environment in which the business systems operate, including access controls, program change controls, program development controls and IT operation controls;</li> <li>• Completeness and Accuracy over various cost and revenue reports generated by system;</li> <li>• Access and application controls pertaining to allocation of resources and budgeting systems which prevent the unauthorized recording / changes to costs incurred.</li> </ul> <p>(c) For selected samples of fixed contracts -</p> <ul style="list-style-type: none"> <li>• Evaluated the contractual terms to identify the performance obligation and assessed the basis of revenue recognition; Checked the approval for estimates of cost to completion by authorized personnel of the Company;</li> <li>• Carried out a retrospective assessment of costs incurred with estimated costs to identify any significant variation and checked whether those variations have been considered in estimating the remaining costs to complete the contract;</li> <li>• Verified the contract assets and contract liabilities on balance sheet by evaluating the underlying documentation to identify possible delays in achieving milestones which require change in estimated costs to complete the remaining performance obligations; and</li> <li>• Checked journal entries impacting the revenue recognition for the period selected based on specified risk-based criteria.</li> </ul> <p>(d) Checked the adequacy and appropriateness of provision in respect of onerous contracts.</p>



## Independent Auditor's Report (Contd.)

**OTHER INFORMATION**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

**MANAGEMENT'S AND BOARD OF DIRECTORS RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS**

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive loss, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design,

implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting

## Independent Auditor's Report (Contd.)

from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.



## Independent Auditor's Report (Contd.)

- c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 01 April 2025 to 06 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3) (b) of the Act and paragraph [2B(f)] below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations as at 31 March, 2025 on its financial position in its financial statements - Refer Note 33 to the financial statements.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025 except for INR 2.67 lakhs due to legal disputes with regard to ownership that have remain unresolved.
  - d. (i) The management has represented that, to the best of it's knowledge and belief, as disclosed in the Note 44 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (ii) The management has represented that, to the best of it's knowledge and belief, as disclosed in the Note 44 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise,

## Independent Auditor's Report (Contd.)

that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 45 to the financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. Based on our examination which included test checks, the Company has used an accounting software which is operated by a third party software service provider for maintaining its books of account which has a feature of audit trail (edit log) facility and the same has been operated during the period 01 April 2024 to 31 December 2024 for all relevant transactions recorded in the software except that the audit trail was

not enabled at the database level to log any direct data changes and we did not come across any instance of the audit trail feature being tampered with during that period, further, in the absence of an Independent auditor's report for the said service organisation from 01 January 2025 to 31 March, 2025, we are unable to comment whether audit trail feature of the said software was enabled and operated for all relevant transactions recorded in the accounting software. Additionally, we are unable to comment whether the audit trail has been preserved by the company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No.:101248W/W-100022

**Ashish Chadha**

*Partner*

Place: Bengaluru

Date: 17 April, 2025

Membership No.: 500160

ICAI UDIN:25500160BMLILK5622





## Annexure A to the Independent Auditor's Report on the Financial Statements of Tata Elxsi Limited for the year ended 31 March 2025

### (Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of two years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies are noted.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantees or security to companies, firms, limited liability partnerships or any other parties during the year. The Company has granted loans to other parties (Employees) during the year, in respect of which the requisite information is as below. The Company has not granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has

## Annexure A to the Independent Auditor's Report on the Financial Statements of Tata Elxsi Limited for the year ended 31 March 2025 (Contd.)

provided loans to other parties (employees) as below:

Particulars	Loans (Rs. Lakhs)
Aggregate amount provided during the year Others (Loans to employees)*	1,190.94
Balance outstanding as at balance sheet date Others (Loans to employees)*	372.06

\*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the loans granted during the year to other parties (employees) are prima facie, not prejudicial to the interest of the Company. Further, the Company has not made any investments, provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given to employees, in our opinion the repayments or receipts has been stipulated and have been regular and there are no interest charged on these loans. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, sales-tax, duty of excise and value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, provident fund, employees state



## Annexure A to the Independent Auditor's Report on the Financial Statements of Tata Elxsi Limited for the year ended 31 March 2025 (Contd.)

insurance, income-tax, duty of customs, cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, provident fund, employees state insurance, income-tax, duty of customs, cess and other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (Rs. Lakhs)	Period to which the amount relates (FY)	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	67.29	2008-09	Commissioner of Income tax (Appeals)
The Income Tax Act, 1961	Income Tax	179.62	2017-18	Commissioner of Income tax (Appeals)
The Income Tax Act, 1961	Income Tax	*2,543.88	2020-21	Commissioner of Income tax (Appeals)
The Income Tax Act, 1961	Income Tax	1,110.07	2021-22	Commissioner of Income tax (Appeals)
The Income Tax Act, 1961	Income Tax	962.74	2022-23	Commissioner of Income tax (Appeals)

\*These amounts are net of amount paid/adjusted under protest Rs. 1,161.72 lakhs.

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds

## Annexure A to the Independent Auditor's Report on the Financial Statements of Tata Elxsi Limited for the year ended 31 March 2025 (Contd.)

- raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2025. Accordingly, clause 3(ix)(e) is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company does not have any subsidiaries, joint ventures or associate companies as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) (a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) (b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions,

**Annexure A to the Independent Auditor's Report on the Financial Statements of Tata Elxsi Limited for the year ended 31 March 2025 (Contd.)**

2016) has more than one CIC as part of the Group. The Group has five CICs which are registered with the Reserve Bank of India and one CIC which is not required to be registered with the Reserve Bank of India.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of

one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx)(a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.

(b) The Company has not transferred the amount remaining unspent in respect of ongoing projects, to a Special Account till the date of our report. However, the time period for such transfer i.e. thirty days from the end of the financial year as permitted under the sub-section (6) of Section 135 of the Act, has not elapsed till the date of our report.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No.:101248W/W-100022

**Ashish Chadha**

*Partner*

Place: Bengaluru

Date: 17 April, 2025

Membership No.: 500160

ICAI UDIN:25500160BMLILK5622

## **Annexure B to the Independent Auditor's Report on the financial statements of Tata Elxsi Limited for the year ended 31 March 2025**

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE AFORESAID FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT**

**(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

#### **OPINION**

We have audited the internal financial controls with reference to financial statements of Tata Elxsi Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### **MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS**

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the

safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.



**Annexure B to the Independent Auditor's Report on the financial statements of Tata Elxsi Limited for the year ended 31 March 2025 (Contd.)****MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP***Chartered Accountants*

Firm's Registration No.:101248W/W-100022

**Ashish Chadha***Partner*

Place: Bengaluru

Date: 17 April, 2025

Membership No.: 500160

ICAI UDIN:25500160BMLILK5622

# Balance Sheet

As at March 31, 2025

	Note No.	As at March 31, 2025	As at March 31, 2024
₹ lakhs			
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3 (i)	15,411.48	19,225.50
(b) Capital work-in-progress	3 (ia)	161.73	215.43
(c) Right of use assets	32	15,507.45	19,028.05
(d) Intangible assets	3 (ii)	884.96	1,344.12
(e) Financial assets			
(i) Investments*	4	-	-
(ii) Other financial assets	6 (i)	39,638.81	19,431.59
(f) Deferred tax assets (net)	7	3,762.62	2,386.90
(g) Tax assets (net)	9	3,375.24	3,239.18
(h) Other non-current assets	8 (i)	79.65	155.31
<b>Total non-current assets</b>		<b>78,821.94</b>	<b>65,026.08</b>
<b>Current assets</b>			
(a) Inventories	10	-	110.71
(b) Financial assets			
(i) Trade receivables			
Billed	11	80,185.31	82,774.70
Unbilled		16,967.27	14,384.14
(ii) Cash and cash equivalents	12	13,527.66	13,324.29
(iii) Bank balances other than cash and cash equivalents	13	1,47,111.67	1,25,922.80
(iv) Loans	5	372.06	302.45
(v) Other financial assets	6 (ii)	2,435.88	1,836.63
(c) Other current assets	8 (ii)	19,149.97	15,016.36
<b>Total current assets</b>		<b>2,79,749.82</b>	<b>2,53,672.08</b>
<b>TOTAL ASSETS</b>		<b>3,58,571.76</b>	<b>3,18,698.16</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	14	6,228.41	6,227.64
(b) Other equity	15	2,79,768.48	2,44,337.99
<b>Total equity</b>		<b>2,85,996.89</b>	<b>2,50,565.63</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Lease liabilities	32	13,931.26	18,118.90
(b) Provisions	16 (i)	5,675.31	5,419.99
<b>Total non-current liabilities</b>		<b>19,606.57</b>	<b>23,538.89</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Lease liabilities	32	5,297.82	4,279.24
(ii) Trade payables	17		
a) Total outstanding dues of micro, small and medium enterprises		1,150.71	414.53
b) Total outstanding dues of creditors other than micro, small and medium enterprises		11,150.21	8,149.37
(iii) Other financial liabilities	18	9,210.61	10,352.34
(b) Other current liabilities	20	12,563.46	12,081.43
(c) Provisions	16 (ii)	4,915.87	3,846.27
(d) Current tax liabilities (net)	19	8,679.62	5,470.46
<b>Total current liabilities</b>		<b>52,968.30</b>	<b>44,593.64</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,58,571.76</b>	<b>3,18,698.16</b>

\*value is less than a lakh

The accompanying notes form an integral part of these financial statements 1 - 45

**As per our report of even date attached**

**For B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Ashish Chadha**

Partner

Membership No.: 500160

Bengaluru, April 17, 2025

**For and on behalf of the Board**

**N G Subramaniam**

Chairman

DIN: 07006215

**Gaurav Bajaj**

Chief Financial Officer

Bengaluru, April 17, 2025

**Manoj Raghavan**

Managing Director

DIN: 08458315

**Cauveri Sriram**

Company Secretary



# Statement of Profit and Loss

For the Year Ended March 31, 2025

₹ lakhs

	Note No.	Year to date ended March 31, 2025	Year to date ended March 31, 2024
<b>INCOME</b>			
Revenue from operations	21	3,72,904.83	3,55,214.57
Other income (net)	22	17,931.15	12,195.18
<b>Total income</b>		<b>3,90,835.98</b>	<b>3,67,409.75</b>
<b>EXPENSES</b>			
Cost of materials consumed	23	23,866.29	19,406.57
Changes in inventories of stock-in-trade	24	110.71	(72.09)
Employee benefits expense	25	2,04,642.70	1,90,959.56
Finance costs		1,898.14	2,026.07
Depreciation and amortisation expense	3 & 32	10,487.08	9,944.94
Other expenses	26	46,990.66	40,277.10
<b>Total expenses</b>		<b>2,87,995.58</b>	<b>2,62,542.15</b>
<b>Profit before tax</b>		<b>1,02,840.40</b>	<b>1,04,867.60</b>
<b>Tax expense</b>			
i) Current tax		25,466.42	26,206.00
ii) Deferred tax		(1,119.70)	(562.19)
<b>Total tax expense</b>		<b>24,346.72</b>	<b>25,643.81</b>
<b>Net Profit for the year</b>		<b>78,493.68</b>	<b>79,223.79</b>
<b>Other comprehensive income</b>			
(i) Items that will not be reclassified subsequently to profit or (loss)			
-Remeasurement of the defined benefit plans		(732.67)	(1,533.54)
(ii) Income tax relating to items that will not be reclassified subsequently to profit or (loss)		256.02	535.88
<b>Other comprehensive loss for the year, net of income tax</b>		<b>(476.65)</b>	<b>(997.66)</b>
<b>Total comprehensive income for the year</b>		<b>78,017.03</b>	<b>78,226.13</b>
Earnings per equity share (in ₹)	29		
(a) Basic		126.03	127.21
(b) Diluted		126.01	127.18

The accompanying notes form an integral part of these financial statements

1 - 45

## As per our report of even date attached For B S R & Co. LLP

Chartered Accountants

Firm Registration No.: 101248W/W-100022

### Ashish Chadha

Partner

Membership No.: 500160

Bengaluru, April 17, 2025

## For and on behalf of the Board

### N G Subramaniam

Chairman

DIN: 07006215

### Gaurav Bajaj

Chief Financial Officer

Bengaluru, April 17, 2025

### Manoj Raghavan

Managing Director

DIN: 08458315

### Cauveri Sriram

Company Secretary

# Statement of Changes in Equity As at March 31, 2025

## A. EQUITY SHARE CAPITAL

₹ lakhs

Balance as at April 01, 2023	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2023	Changes in equity share capital	Balance as at March 31, 2024
6,227.64	-	6,227.64	-	6,227.64

₹ lakhs

Balance as at April 01, 2024	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2024	Changes in equity share capital	Balance as at March 31, 2025
6,227.64	-	6,227.64	0.77	6,228.41

## B. OTHER EQUITY

₹ lakhs

	Share Application Money Pending Allotment	Reserves and surplus						Total
		General reserve	Retained earnings	Remeasurement of the defined benefit plans	Special Economic Zone re-investment reserve	Share based payments reserve	Securities Premium	
<b>As at April 01, 2024</b>		12,596.00	2,30,696.60	(2,990.50)	2,533.58	1,502.31	-	2,44,337.99
Profit for the year	-	-	78,493.68	-	-	-	-	78,493.68
Other comprehensive income (net of tax)	-	-	-	(476.65)	-	-	-	(476.65)
<b>Total</b>	-	12,596.00	3,09,190.28	(3,467.15)	2,533.58	1,502.31	-	3,22,355.02
Dividend paid	-	-	(43,593.51)	-	-	-	-	(43,593.51)
Share application money received during the year	0.81	-	-	-	-	-	-	0.81
Equity Shares issued on account of Employee Stock Options	(0.77)	-	-	-	-	-	-	(0.77)
Share based expenses	-	-	-	-	-	1,006.93	-	1,006.93
Transferred to Special Economic Zone re-investment reserve	-	-	(2,456.44)	-	2,456.44	-	-	-
Share options exercised	-	-	-	-	-	(572.25)	572.25	-
Transfer of profits of the period to general reserve	-	1,000.00	(1,000.00)	-	-	-	-	-
<b>As at March 31, 2025</b>	0.04	13,596.00	2,62,140.33	(3,467.15)	4,990.02	1,936.99	572.25	2,79,768.48
<b>As at April 01, 2023</b>	-	11,596.00	1,92,745.91	(1,992.84)	-	-	-	2,02,349.07
Profit for the year	-	-	79,223.79	-	-	-	-	79,223.79
Other comprehensive income (net of tax)	-	-	-	(997.66)	-	-	-	(997.66)
<b>Total</b>	-	11,596.00	2,71,969.70	(2,990.50)	-	-	-	2,80,575.20
Dividend paid	-	-	(37,739.52)	-	-	-	-	(37,739.52)
Share based expenses	-	-	-	-	-	1,502.31	-	1,502.31



## Statement of Changes in Equity (Contd.)

₹ lakhs

	Share Application Money Pending Allotment	Reserves and surplus						Total
		General reserve	Retained earnings	Remeasurement of the defined benefit plans	Special Economic Zone re-investment reserve	Share based payments reserve	Securities Premium	
Transferred to Special Economic Zone re-investment reserve	-	-	(2,533.58)	-	2,533.58	-	-	-
Transferred to Securities Premium	-	-	-	-	-	-	-	-
Transfer of profits of the year to general reserve	-	1,000.00	(1,000.00)	-	-	-	-	-
<b>As at March 31, 2024</b>	<b>-</b>	<b>12,596.00</b>	<b>2,30,696.60</b>	<b>(2,990.50)</b>	<b>2,533.58</b>	<b>1,502.31</b>	<b>-</b>	<b>2,44,337.99</b>

## Nature and purpose of reserves

**(i) General reserve**

General reserve represents appropriation of profits. This represents a free reserve and is available for dividend distributions. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to the statement of profit and loss.

**(ii) Retained earnings**

This reserve represents undistributed accumulated earnings of the Company as on the balance sheet date

**(iii) Special Economic Zone re-investment reserve**

The Special Economic Zone Re-investment Reserve has been created out of the profits of eligible SEZ units in accordance with the provisions of section 10AA(1)(ii) of Income Tax Act, 1961. The reserve will be utilised by the Company for acquiring new assets for the purpose of its business as per the terms of section 10AA(2) of Income-tax Act, 1961.

**(iv) Share based payments reserve**

Share based payments reserve is used to record the fair value of equity-settled share-based payment transactions with employees. The amounts recorded in this account are transferred to securities premium upon exercise of stock options by employees.

**(v) Securities premium**

The amount received in excess of the par value of equity shares has been classified as securities premium. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

The accompanying notes form an integral part of these financial statements

1 - 45

**As per our report of even date attached****For B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Ashish Chadha**

Partner

Membership No.: 500160

Bengaluru, April 17, 2025

**For and on behalf of the Board****N G Subramaniam**

Chairman

DIN: 07006215

**Gaurav Bajaj**

Chief Financial Officer

Bengaluru, April 17, 2025

**Manoj Raghavan**

Managing Director

DIN: 08458315

**Cauveri Sriram**

Company Secretary

## Statement of Cash Flow For the Year Ended March 31, 2025

₹ lakhs

	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Profit for the year</b>	<b>78,493.68</b>	<b>79,223.79</b>
Adjustment for:		
Income tax expense recognised in profit and loss	24,346.72	25,643.81
Depreciation and amortisation expense	10,487.08	9,944.94
Equity settled share based payment transactions	1,006.93	1,502.31
Interest income	(11,649.15)	(9,333.34)
Finance costs	1,898.14	2,026.07
Advances written off	363.85	-
Provision for doubtful debts and deposits	584.28	16.67
Net (gain)/loss on sale of assets	(17.42)	3.24
Net loss/(gain) arising on financial assets measured at fair value through profit and loss	77.60	(123.80)
Net unrealised exchange loss	423.77	529.88
Operating profit before working capital changes	<b>1,06,015.48</b>	<b>1,09,433.57</b>
<b>Net change in:</b>		
Loans	(69.61)	(121.02)
Trade receivables - Billed	1,506.98	2,737.93
Trade receivables - Unbilled	(2,583.13)	(2,412.49)
Other financial assets	(406.30)	(1,828.69)
Other assets	(4,118.71)	(5,254.96)
Inventories	110.71	(72.09)
Provisions	537.47	621.29
Trade payables	3,754.24	(1,755.24)
Other financial liabilities	(1,638.15)	(2,199.52)
Other current liabilities	482.03	(3,225.61)
Cash generated from operations	<b>1,03,591.01</b>	<b>95,923.17</b>
Income tax paid (net)	(22,393.32)	(25,799.84)
<b>Net Cash generated from operating activities - (A)</b>	<b>81,197.69</b>	<b>70,123.33</b>





## Statement of Cash Flow (Contd.)

₹ lakhs

	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of property, plant and equipment and intangibles	(1,634.17)	(8,301 .53)
Proceeds from sale of property, plant and equipment and intangibles	17.42	1 .78
Investments in bank deposits	(2,74,460.00)	(1,71,500 .00)
Proceeds from redemption/maturity of bank deposits	2,37,050.00	1,44,050 .00
Interest received	8,198.63	8,735 .52
<b>Net Cash used in investing activities - (B)</b>	<b>(30,828.12)</b>	<b>(27,014 .23)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of lease liabilities	(6,122.41)	(4,976 .76)
Finance cost paid	(144.37)	(66 .53)
Proceeds from exercise of share options	0.81	-
Dividends paid	(43,593.51)	(37,739 .52)
<b>Net Cash used in financing activities - (C)</b>	<b>(49,859.48)</b>	<b>(42,782 .81)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>510.09</b>	<b>326 .29</b>
Cash and cash equivalents as at beginning of the year	13,324.29	13,389 .17
Exchange difference on translation of foreign currency cash and cash equivalents	(306.71)	(391 .17)
<b>Cash and cash equivalents as at end of the year (Refer note 12)</b>	<b>13,527.67</b>	<b>13,324 .29</b>

Changes in lease liabilities including both changes arising from cash flows and non-cash changes are given in Note 32.

The accompanying notes form an integral part of these financial statements 1 - 45

**As per our report of even date attached****For B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Ashish Chadha**

Partner

Membership No.: 500160

Bengaluru, April 17, 2025

**For and on behalf of the Board****N G Subramaniam**

Chairman

DIN: 07006215

**Gaurav Bajaj**

Chief Financial Officer

Bengaluru, April 17, 2025

**Manoj Raghavan**

Managing Director

DIN: 08458315

**Cauveri Sriram**

Company Secretary

# Notes forming part of the financial statements

## A. MATERIAL ACCOUNTING POLICIES

### 1. CORPORATE INFORMATION

Tata Elxsi Limited (“the Company”) is a public limited company incorporated under the provisions of the Companies Act applicable in India in the year 1989 and domiciled in India. The Company has its registered office in Bengaluru, Karnataka, India. The shares of the Company are listed on the BSE and National Stock Exchange in India.

The Company provides product design and engineering services to the consumer electronics, communications & transportation industries and systems integration and support services for enterprise customers. It also provides digital content creation for media and entertainment industry.

The Company is head quartered in Bengaluru and operates through delivery centers in Bengaluru, Chennai, Delhi, Hyderabad, Kozhikode, Pune, Mumbai and Thiruvananthapuram.

The Company’s operations are located in multiple cities in India, and in multiple international locations including United Kingdom (UK), United States of America (USA), France, Germany, Japan, Ireland, Netherlands, South Africa, Canada, Spain, Dubai, Poland, Italy and Romania.

### 2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

#### 2.1 Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standards (“Ind AS”), the provisions of the Companies Act, 2013 (“the Companies Act”), as applicable. The Ind AS are prescribed under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

These financial statements are authorized for issue by the Board of Directors on April 17, 2025.

#### 2.2 Basis of preparation and presentation

These financial statements have been prepared on the historical cost basis and on an accrual basis of accounting, except for certain financial instruments and defined benefit plans which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current and non-current as per the Company’s normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realization in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

The statement of cash flows have been prepared under the indirect method.

Accounting policies have been applied consistently to all periods presented in these financial statements.

All amounts included in the financial statements are reported in lakhs of Indian rupees except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

#### 2.3 Use of estimates and judgement

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities,



## Notes forming part of the Financial Statements (Contd.)

disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate change in estimates are made as management become aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

The Company uses the following critical accounting estimates in preparation of its financial statements:

#### Revenue recognition

The Company uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method relies on estimates of total expected contract revenue and costs. This method is followed where reasonable dependable estimate of the revenue and costs applicable to various elements of the contract can be made. Key factors reviewed to estimate the future costs to complete include estimates of future manpower costs and productivity efficiency. These estimates are assessed continually during the term of the contracts and the recognized revenue and profit are subject to revision as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable (Refer Note 2.4).

#### Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs

to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments (Refer Note 2.10).

#### Provision for income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

The Company's major tax jurisdictions are India, UK and the USA. The Company also files tax returns in other foreign jurisdictions. Significant judgment is involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions.

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 2.8.

#### Provisions and contingent liabilities

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date.

## Notes forming part of the Financial Statements (Contd.)

These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements (Refer Note 33).

### **Useful lives of property, plant and equipment**

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods (Refer Note 2.11).

### **Employee benefits**

The accounting of employee benefit plans in the nature of defined benefit requires the Company to use assumptions. These assumptions have been explained under employee benefits note 2.13.

### **Cash dividend to the equity holders of the Company**

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised, and the distribution is no longer at the discretion of the Company. Final dividends on shares is recorded as a liability on the date of approval by the shareholders and dividends are recorded as a liability on the date of declaration by the Company's Board of Directors (Refer Note 42).

### **Leases**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company

is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics (Refer Note 2.6).

## **2.4 Revenue recognition**

The Company earns revenue primarily from providing information technology, engineering design, systems integration and support services, sale of licenses and maintenance of equipment. The Company recognizes revenue as follows

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, etc.
- Revenue related to fixed price maintenance and support services contracts where the Company is ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.



## Notes forming part of the Financial Statements (Contd.)

- In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degree of completion of the performance obligation. The contract cost used in computing the revenues include cost of fulfilling warranty obligations.
- Revenue from the sale of distinct internally developed software and manufactured systems and third party software is recognised upfront at the point in time when the system/software is delivered to the customer. In cases where implementation and/or customisation services rendered significantly modifies or customises the software, these services and software are accounted for as a single performance obligation and revenue is recognised over time on a POC method.
- Revenue from the sale of distinct third party hardware is recognised at the point in time when control is transferred to the customer.
- The solutions offered by the Company may include supply of third-party equipment or software. In such cases, revenue for supply of such third party products are recorded at gross or net basis depending on whether the Company is acting as the principal or as an agent of the customer. The Company recognises revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer.

Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billings is in excess of revenues.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for. The Company disaggregates revenue from contracts with customers by geography and nature of services.

Use of significant judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products/services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

## Notes forming part of the Financial Statements (Contd.)

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company

considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

- Contract fulfilment costs are generally expensed as incurred except for certain software licence costs which meet the criteria for capitalisation. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered (Refer note 8).

### 2.5 Other income

Interest income is accounted for using the effective interest method.

Export benefits are accounted for, in the year of exports, based on eligibility and when there is no uncertainty in receiving the same. Foreign currency gains and losses are reported on net basis

### 2.6 Leases

#### Company as a lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and





## Notes forming part of the Financial Statements (Contd.)

- the Company has the right to direct the use of the asset

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that

are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

## Notes forming part of the Financial Statements (Contd.)

### 2.7 Foreign currency

The functional currency of the Company is Indian Rupee.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognized in the statement of profit and loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not translated.

### 2.8 Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in statement of profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

#### Current income taxes

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period and reflects the uncertainty related to income tax, if any. The tax rates and tax laws used to compute the amount are those that are enacted by the balance sheet date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

The current income tax expense includes income taxes payable by the Company

and its branches in India and overseas. The current tax payable by the Company in India is Indian income tax payable for their worldwide income after taking credit for tax relief available for export operations in Special Economic Zones (SEZs).

Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

#### Deferred income taxes

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable



## Notes forming part of the Financial Statements (Contd.)

profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

For operations carried out in SEZs, deferred tax assets or liabilities, if any, have been established for the tax consequences of those temporary differences between the carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

#### **Special Economic Zone re-investment**

A portion of the profits of the Company's India operations are exempt from Indian income taxes being profits attributable to export operations from undertakings situated in SEZ. Under the Special Economic Zone Act, 2005 scheme, units in designated special economic zones providing service on or after April 1, 2005 will be eligible for a deduction of 100 percent of profits or gains derived from the export of services for the first five years from commencement of provision of services and 50 percent of such profits and gains for a further five years. The tax benefits are also available for

a further five years post the initial ten years subject to the creation of SEZ Reinvestment Reserve which is required to be spent within 3 financial years in accordance with requirements of the tax regulations in India. During the year, the Company has created ₹ 2,456.44 lakhs (March 2024 - ₹ 2,533.58 lakhs) as SEZ reinvestment reserve for one its such unit which entered 12th year of operations.

#### **2.9 Inventories**

Inventory comprise of computer systems and software, components and spares.

Components and spares are valued at lower of cost and net realizable value.

Cost is determined on the basis of specific identification method.

Computer systems and software, components and spares intended for customer support are written off over the effective life of the systems maintained, as estimated by the management.

#### **2.10 Financial instruments**

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

#### **Cash and cash equivalents**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short- term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments

## Notes forming part of the Financial Statements (Contd.)

that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### **Financial assets at amortized cost**

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### **Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### **Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss ('FVTPL') unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

### **Financial liabilities at fair value through profit or loss**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at

FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### **Derivative financial instruments**

The Company is exposed to foreign currency fluctuations on foreign currency assets and liabilities. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in the statement of profit and loss as expenses. Subsequent changes in fair value of such derivative instruments are recognized in profit or loss.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amounts are presented in the standalone balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

### **Derecognition**

#### **Financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor



## Notes forming part of the Financial Statements (Contd.)

retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

**Financial liabilities**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

**2.11 Property, plant and equipment**

Property, plant and equipment are stated at costs less accumulated depreciation (other than freehold land) and impairment loss, if any.

The cost includes purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Subsequent

expenditure on fixed assets after its purchase/completion is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

The Company identifies and determines cost of each component/part of property, plant and equipment separately, if the component/part has a cost which is significant to the total cost of the property, plant and equipment and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Gains or losses arising from de-recognition of property, plant and equipment and intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment and are recognized in the statement of profit and loss when the property, plant and equipment is derecognized.

Depreciation is provided for property, plant and equipment on the straight-line basis over the estimated useful life from the date the assets are ready for intended use. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful life on a straightline basis of amortization is mentioned below:

Type of asset	Useful lives
Buildings	30 years*
Plant and equipment	6 years*
Computer equipment	3 to 6 years
Air conditioners	6 years*

## Notes forming part of the Financial Statements (Contd.)

Type of asset	Useful lives
Vehicles	8 years
Office equipment	5 years
Electrical installations	6 years*
Furniture and fixtures	6 years*

\*The Management believes that the useful lives as given below best represents the period over which the management expects to use these assets based on an internal assessment and technical evaluation where necessary. Hence, the useful lives of some of these assets is different from the useful lives as prescribed under part C of Schedule II of the Companies Act.

Leasehold improvements are depreciated over the lower of the lease term and their useful lives.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed under 'other assets'. The cost of property, plant and equipment not ready to use before the balance sheet date is disclosed under 'Capital work in progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

### Capital work-in-progress

Amount paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of

property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress.

The capital work- in-progress is carried at cost, comprising direct cost, related incidental expenses and attributable interest.

## 2.12 Intangible assets

Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any.

Intangible assets are amortized on a straight line basis over their estimated useful lives from the date that they are available for use.

The estimated useful lives of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

The estimated useful life on a straightline basis of amortization is mentioned below:

Type of asset	Useful lives
Computer Software	6 years

## 2.13 Employee benefits

Employee benefits include contribution to provident fund, superannuation fund, gratuity fund, compensated absences, pension and employee state insurance scheme.

### Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.





## Notes forming part of the Financial Statements (Contd.)

**Defined benefit plans**

Gratuity and Pension are defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations, being carried out at the date of each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Past service cost, both vested and unvested, is recognized as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

The retirement benefit obligations recognized in the balance sheet represents the present value of the defined obligations reduced by the fair value of scheme assets. Any, asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company.

**Defined contribution plans**

Contributions to defined contribution plans like provident fund and superannuation, funds are recognized as expense when employees have rendered services entitling them to such benefits.

**Compensated absences**

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are stated as undiscounted liability at the balance sheet date. Compensated absences which are not

expected to occur within twelve months after the end of the period in which the employee renders the related services are stated as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date. Actuarial gains/losses are immediately taken to the statement of profit and loss.

**Share based payments**

The Company measures compensation cost relating to share-based payments using the fair valuation method in accordance with Ind AS 102, Share Based Payment. Compensation expense is amortized over the vesting period of the option on a graded basis. The units generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using the Black-Scholes valuation model. Expected volatility during the expected term of the option is based on the historical volatility of share price of the Company. Risk free interest rates are based on the government securities yield in effect at the time of the grant.

The cost of equity settled transactions is recognised, together with a corresponding increase in share-based payment reserve in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. Debit or credit in statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of

## Notes forming part of the Financial Statements (Contd.)

that period and is recognized in employee benefits expense.

The dilutive effect of outstanding options is reflected in the computation of diluted earnings per share.

### 2.14 Earnings per share

#### Basic Earnings Per Share

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

#### Diluted Earnings Per Share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

### 2.15 Impairment

#### Financial assets (other than those carried at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit

risk on the financial asset has increased significantly since initial recognition.

#### Non-financial assets

#### Property, plant and equipment and Intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

### 2.16 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS - 117 Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements. standards or amendments to the existing standards applicable to the Company.



## Notes forming part of the Financial Statements (Contd.)

## 3 (i) PROPERTY, PLANT AND EQUIPMENT

Description of assets	Land - freehold	Land - leasehold	Buildings	Improvements to leasehold premises	Plant and equipment	Computer equipment	Furniture and fixtures	Office equipment	Electrical installations	Air conditioners	Vehicles	Total
I. Gross carrying amount												
Balance as at April 1, 2024	929.90	49.96	4,241.82	7,050.70	192.35	16,446.06	2,462.28	2,319.83	1,062.67	1,203.18	124.14	36,082.89
Add: Additions	-	-	-	621.10	61.10	226.57	163.23	269.92	98.61	1712	-	1,457.65
Less: Disposals	-	-	-	-	-	3.85	13.35	6.69	-	-	-	23.89
Balance as at March 31, 2025	929.90	49.96	4,241.82	7,671.80	253.45	16,668.78	2,612.16	2,583.06	1,161.28	1,220.30	124.14	37,516.65
II. Accumulated depreciation												
Balance as at April 1, 2024	-	27.21	1,271.13	1,296.55	151.18	10,353.24	1,180.73	1,351.53	544.16	624.41	57.25	16,857.39
Add: Depreciation expense for the year	-	3.40	166.92	1,196.42	24.69	2,942.06	318.41	309.67	147.16	149.27	13.67	5,271.67
Less: Eliminated on disposal of assets	-	-	-	-	-	3.85	13.35	6.69	-	-	-	23.89
Balance as at March 31, 2025	-	30.61	1,438.05	2,492.97	175.87	13,291.45	1,485.79	1,654.51	691.32	773.68	70.92	22,105.17
III. Net carrying amount (I-II)	929.90	19.35	2,803.77	5,178.83	77.58	3,377.33	1,126.37	928.55	469.96	446.62	53.22	15,411.48

Description of assets	Land - freehold	Land - leasehold	Buildings	Improvements to leasehold premises	Plant and equipment	Computer equipment	Furniture and fixtures	Office equipment	Electrical installations	Air conditioners	Vehicles	Total
I. Gross carrying amount												
Balance as at April 1, 2023	929.90	49.96	4,240.95	3,411.21	202.87	16,699.85	1,755.66	2,244.73	1,091.99	1,167.31	124.14	31,918.57
Add: Additions	-	-	0.87	3,661.34	-	3,222.15	708.28	464.40	172.23	51.85	-	8,281.12
Less: Disposals	-	-	-	21.85	10.52	3,475.94	1.66	389.30	201.55	15.98	-	4,116.80
Balance as at March 31, 2024	929.90	49.96	4,241.82	7,050.70	192.35	16,446.06	2,462.28	2,319.83	1,062.67	1,203.18	124.14	36,082.89
II. Accumulated depreciation												
Balance as at April 1, 2023	-	23.81	1,102.70	727.08	134.72	10,396.13	942.18	1,468.42	613.56	493.22	43.39	15,945.21
Add: Depreciation expense for the year	-	3.40	168.43	591.32	26.98	3,429.34	240.21	271.98	131.52	146.92	13.86	5,023.96
Less: Eliminated on disposal of assets	-	-	-	21.85	10.52	3,472.23	1.66	388.87	200.92	15.73	-	4,111.78
Balance as at March 31, 2024	-	27.21	1,271.13	1,296.55	151.18	10,353.24	1,180.73	1,351.53	544.16	624.41	57.25	16,857.39
III. Net carrying amount (I-II)	929.90	22.75	2,970.69	5,754.15	41.17	6,092.82	1,281.55	968.30	518.51	578.77	66.89	19,225.50

Notes forming part of the Financial Statements (Contd.)

### 3 (ia) CAPITAL WORK-IN-PROGRESS

₹ lakhs

Description of assets	Capital work-in-progress
<b>Balance as at April 1, 2024</b>	<b>215.43</b>
Add: Additions	1,412.13
Less: Capitalisations	1,465.83
<b>Balance as at March 31, 2025</b>	<b>161.73</b>
<b>Balance as at April 1, 2023</b>	<b>697.93</b>
Add: Additions	8,032.84
Less: Capitalisations	8,515.34
<b>Balance as at March 31, 2024</b>	<b>215.43</b>

#### Capital work-in Progress ageing\*

Ageing for capital work-in-progress as at March 31, 2025 is as follows:

₹ lakhs

CWIP	Amount in CWIP as at March 31, 2025				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	161.73	-	-	-	161.73
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>161.73</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>161.73</b>

Ageing for capital work-in-progress as at March 31, 2024 is as follows:

₹ lakhs

CWIP	Amount in CWIP as at March 31, 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	215.43	-	-	-	215.43
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>215.43</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>215.43</b>

\*Project execution plans are modulated basis capacity requirement assessment on an annual basis and all the projects are executed as per rolling annual plan.

For capital-work-in progress, whose completion is overdue compared to its original plan for March 31, 2025 is as follows.

#### CWIP completion schedule

₹ lakhs

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	161.73	-	-	-	161.73
<b>Total</b>	<b>161.73</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>161.73</b>



## Notes forming part of the Financial Statements (Contd.)

For capital-work-in progress, whose completion is overdue compared to its original plan for March 31, 2024 is as follows.

**CWIP completion schedule**

₹ lakhs

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	215.43	-	-	-	215.43
<b>Total</b>	<b>215.43</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>215.43</b>

**3 (ii) INTANGIBLE ASSETS**

₹ lakhs

Description of assets	Computer software	Total	Description of assets	Computer software	Total
<b>I. Gross carrying amount</b>			<b>I. Gross carrying amount</b>		
<b>Balance as at April 1, 2024</b>	<b>4,143.49</b>	<b>4,143.49</b>	Balance as at April 1, 2023	5,326.98	5,326.98
Add: Additions	8.18	8.18	Add: Additions	234.22	234.22
Less: Disposals	-	-	Less: Disposals	1,417.71	1,417.71
<b>Balance as at March 31, 2025</b>	<b>4,151.67</b>	<b>4,151.67</b>	<b>Balance as at March 31, 2024</b>	<b>4,143.49</b>	<b>4,143.49</b>
<b>II. Accumulated depreciation</b>			<b>II. Accumulated depreciation</b>		
<b>Balance as at April 1, 2024</b>	<b>2,799.37</b>	<b>2,799.37</b>	Balance as at April 1, 2023	3,706.78	3,706.78
Add: Amortisation expense for the year	467.34	467.34	Add: Amortisation expense for the year	510.30	510.30
Less: Eliminated on disposal of assets	-	-	Less: Eliminated on disposal of assets	1,417.71	1,417.71
<b>Balance as at March 31, 2025</b>	<b>3,266.71</b>	<b>3,266.71</b>	<b>Balance as at March 31, 2024</b>	<b>2,799.37</b>	<b>2,799.37</b>
<b>III. Net carrying amount (I-II)</b>	<b>884.96</b>	<b>884.96</b>	<b>III. Net carrying amount (I-II)</b>	<b>1,344.12</b>	<b>1,344.12</b>

**4. INVESTMENTS**

₹ lakhs

	As at March 31, 2025	As at March 31, 2024
<b>Non-current</b>		
Investment carried at fair value through profit or loss		
Investments in Equity Instruments (Unquoted)		
Investments in other entities*	-	-
	-	-

\*value is less than a lakh

## Notes forming part of the Financial Statements (Contd.)

### 5. LOANS

	As at March 31, 2025	As at March 31, 2024
₹ lakhs		
<b>Unsecured, considered good</b>		
<b>Current</b>		
Loans to employees	372.06	302.45
	<b>372.06</b>	<b>302.45</b>

### 6. OTHER FINANCIAL ASSETS

	As at March 31, 2025	As at March 31, 2024
₹ lakhs		
<b>(i) Non-current</b>		
(a) Security deposits		
Considered good	3,797.75	3,450.78
Considered doubtful	14.81	14.81
	<b>3,812.56</b>	<b>3,465.59</b>
Less: provision for doubtful deposits	14.81	14.81
(b) Bank deposits with more than 12 months maturity	35,841.06	15,688.47
(c) Claims receivable	-	292.34
	<b>39,638.81</b>	<b>19,431.59</b>

Bank deposits include ₹ 54.00 lakhs as at March 31, 2025 (₹ 375.00 lakhs as at March 31, 2024), pertaining to deposits held as security by bank for Bank Guarantees and Letter of Credits.

<b>(ii) Current</b>		
<b>(a) Others</b>		
Fair value of foreign exchange derivative contracts	418.26	170.68
Claims receivable	1,709.94	1,272.28
Security deposits	307.68	393.67
	<b>2,435.88</b>	<b>1,836.63</b>

### 7. DEFERRED TAX ASSETS (NET)

	As at March 31, 2025	As at March 31, 2024
₹ lakhs		
Deferred tax assets/(liabilities) in relation to:		
a) Property, plant and equipment and intangible assets	(27.50)	(743.07)
b) Provision for employee benefits	2,538.69	1,770.88
c) Provision for doubtful receivables/other assets	273.06	284.93
d) Leases	978.37	1,074.16
	<b>3,762.62</b>	<b>2,386.90</b>





## Notes forming part of the Financial Statements (Contd.)

**8. OTHER ASSETS**

	₹ lakhs	
	As at March 31, 2025	As at March 31, 2024
<b>(i) Non-current</b>		
<b>Considered good</b>		
a) Capital advances	11.99	72.75
b) Prepaid expenses	67.66	82.56
	<b>79.65</b>	<b>155.31</b>
<b>(ii) Current</b>		
<b>Considered good</b>		
a) Prepaid expenses	6,181.86	3,490.90
b) Indirect taxes recoverable	1,015.71	874.86
c) Advance to suppliers	903.97	344.27
d) Advance to employees	642.52	684.10
e) Contract assets	10,405.91	9,622.23
	<b>19,149.97</b>	<b>15,016.36</b>

**9. TAX ASSETS (NET)**

	₹ lakhs	
	As at March 31, 2025	As at March 31, 2024
<b>Non-current</b>		
Tax deducted at source/advance tax paid (net of tax provision)	3,375.24	3,239.18
	<b>3,375.24</b>	<b>3,239.18</b>

**10. INVENTORIES**

	₹ lakhs	
	As at March 31, 2025	As at March 31, 2024
(At lower of cost or net realisable value)		
Components and spares - for trading	-	110.71
	<b>-</b>	<b>110.71</b>

**11. TRADE RECEIVABLES**

	₹ lakhs			
	As at March 31, 2025		As at March 31, 2024	
<b>Billed</b>				
Unsecured, considered good		80,185.31		82,774.70
Unsecured, credit impaired	695.82		336.26	
Less: Impairment allowance	695.82	-	336.26	-
Unsecured, which have significant increase in credit risk	29.88		479.13	
Less: Impairment allowance	29.88	-	479.13	-
		<b>80,185.31</b>		<b>82,774.70</b>

## Notes forming part of the Financial Statements (Contd.)

Ageing for trade receivables outstanding as at March 31, 2025 is as follows:

₹ lakhs

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	64,556.79	13,250.54	2,130.27	237.54	10.17	-	80,185.31
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	129.53	476.54	89.75	-	695.82
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	29.88	-	-	29.88
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
	64,556.79	13,250.54	2,259.80	743.96	99.92	-	80,911.01
Less: Allowance for doubtful trade receivables billed							725.70
							80,185.31
Trade receivables unbilled							16,967.27
							97,152.58

Ageing for trade receivables outstanding as at March 31, 2024 is as follows:

₹ lakhs

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	64,535.13	16,154.29	1,715.13	285.65	7.48	77.02	82,774.70
ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	289.29	46.97	-	336.26
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	1.62	29.16	448.35	479.13
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
	64,535.13	16,154.29	1,715.13	576.56	83.61	525.37	83,590.09
Less: Allowance for doubtful trade receivables billed							815.39
							82,774.70
Trade receivables unbilled							14,384.14
							97,158.84

Above balances of trade receivables - include balances with related parties (Refer note 31).



## Notes forming part of the Financial Statements (Contd.)

**12. CASH AND CASH EQUIVALENTS**

₹ lakhs

	As at March 31, 2025	As at March 31, 2024
Cash on hand	-	0.05
Balances with banks		
in current accounts	13,527.66	13,324.24
	<b>13,527.66</b>	<b>13,324.29</b>

Cash and cash equivalents include restricted cash and bank balances of ₹ 38.74 lakhs as at March 31, 2025 (₹ 37.82 as at March 31, 2024). The restrictions are primarily on account of bank balances held as margin money deposits against guarantees.

**13. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

₹ lakhs

	As at March 31, 2025	As at March 31, 2024
a) In earmarked accounts		
- Unclaimed dividends account	1,639.88	1,185.84
- Unspent CSR account	26.90	-
b) Bank deposits with original maturity of more than 3 months but less than 12 months	1,45,444.89	1,24,736.96
	<b>1,47,111.67</b>	<b>1,25,922.80</b>

**14. SHARE CAPITAL**

₹ lakhs

	As at March 31, 2025	As at March 31, 2024
<b>Authorised:</b>		
70,000,000 equity shares of ₹ 10/- each		
(March 31, 2024: 7,00,00,000 equity shares of ₹ 10/- each)	7,000.00	7,000.00
<b>Issued:</b>		
62,311,524 equity shares of ₹ 10/- each		
(March 31, 2024: 6,23,03,840 equity shares of ₹ 10/- each)	6,231.15	6,230.38
<b>Subscribed and fully paid up:</b>		
62,284,124 equity shares of ₹ 10/-each		
(March 31, 2024: 6,22,76,440 equity shares of ₹ 10/-each)	6,228.41	6,227.64
	<b>6,228.41</b>	<b>6,227.64</b>

Notes forming part of the Financial Statements (Contd.)

**Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:**

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount in ₹ lakhs	Number of shares	Amount in ₹ lakhs
<b>Equity shares with voting rights</b>				
Opening balance	6,22,76,440	6,227.64	6,22,76,440	6,227.64
Add: Shares issued under PSOP	7,684	0.77	-	-
Closing balance	<b>6,22,84,124</b>	<b>6,228.41</b>	<b>6,22,76,440</b>	<b>6,227.64</b>

**Details of shares held by each shareholder holding more than 5% shares:**

Name of share holder	As at March 31, 2025		As at March 31, 2024	
	Number of shares held	% of holding in that class of shares	Number of shares held	% of holding in that class of shares
<b>Equity shares of ₹ 10 each with voting rights</b>				
Tata Sons Private Limited	<b>2,62,95,264</b>	<b>42.22%</b>	<b>2,62,95,264</b>	<b>42.22%</b>

**Rights, preferences and contingencies attached to equity shares**

The Company has only one class of equity shares, having a par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. However, as on date no such preferential amounts exist. The distribution will be in proportion to number of equity shares held by the shareholders.

**Disclosure of shareholding of Promoters**

Promoter Holding	As at March 31, 2025		As at March 31, 2024		% Change during the year
	Number of shares held	% of Holding	Number of shares held	% of Holding	
Tata Sons Private Limited	2,62,95,264	42.22%	2,62,95,264	42.22%	(0.01%)
Tata Investment Corporation Limited	10,53,655	1.69%	10,53,655	1.69%	0.00%

**15. OTHER EQUITY**

₹ lakhs

	As at March 31, 2025		As at March 31, 2024	
<b>(i) General reserve:</b>				
Opening balance	12,596.00		11,596.00	
Add: Transferred from surplus in statement of profit and loss	1,000.00		1,000.00	
Closing balance		<b>13,596.00</b>		<b>12,596.00</b>



## Notes forming part of the Financial Statements (Contd.)

₹ lakhs

	As at March 31, 2025	As at March 31, 2024
<b>(ii) Surplus in statement of profit and loss</b>		
Opening balance	2,27,706.10	1,90,753.07
Less: Transferred from other comprehensive income for the year	(476.65)	(997.66)
Less: Dividend paid	(43,593.51)	(37,739.52)
Add: Net profit for the year	78,493.68	79,223.79
Balance available for appropriation	<b>2,62,129.62</b>	<b>2,31,239.68</b>
<b>Less: Appropriations</b>		
Transferred to Special Economic Zone re-investment reserve	(2,456.44)	(2,533.58)
Transfer to general reserve	(1,000.00)	(1,000.00)
Closing balance	<b>2,58,673.18</b>	<b>2,27,706.10</b>
<b>(iii) Special Economic Zone re-investment reserve</b>		
Opening balance	2,533.58	-
Add: Transfer from retained earnings	2,456.44	2,533.58
Closing balance	<b>4,990.02</b>	<b>2,533.58</b>
<b>(iv) Share based payments reserve</b>		
Opening balance	1,502.31	-
Add: Expense for the year	1,006.93	1,502.31
Less: Transferred on account of options exercised	(572.25)	-
Closing balance	<b>1,936.99</b>	<b>1,502.31</b>
<b>(v) Securities Premium</b>		
Opening balance	-	-
Add: Transferred on account of options exercised	572.25	-
Closing balance	<b>572.25</b>	-
<b>(vi) Share application money pending allotment</b>		
Opening balance	-	-
Add: Transferred on account of options exercised	0.04	-
Closing balance	<b>0.04</b>	-
	<b>2,79,768.48</b>	<b>2,44,337.99</b>

## 16. PROVISIONS

₹ lakhs

	As at March 31, 2025	As at March 31, 2024
<b>(i) Non-current</b>		
<b>(a) Provision for employee benefits</b>		
- Provision for compensated absences	3,247.04	2,959.73
- Provision for Pension	2,428.27	2,460.26
	<b>5,675.31</b>	<b>5,419.99</b>

## Notes forming part of the Financial Statements (Contd.)

₹ lakhs

	As at March 31, 2025	As at March 31, 2024
<b>(ii) Current</b>		
<b>(a) Provision for employee benefits</b>		
- Provision for compensated absences	1,476.95	1,466.14
- Provision for Gratuity	3,255.88	2,195.74
<b>(b) Other provisions</b>		
- Provision for warranty	183.04	184.39
	<b>4,915.87</b>	<b>3,846.27</b>

Details of movement in other provisions is as follows:

₹ lakhs

Particulars	Amount	Particulars	Amount
<b>Balance as at April 1, 2024</b>	<b>184.39</b>	<b>Balance as at April 1, 2023</b>	<b>181.76</b>
Net charge during the year	(1.35)	Net charge during the year	2.63
<b>Balance as at March 31, 2025</b>	<b>183.04</b>	<b>Balance as at March 31, 2024</b>	<b>184.39</b>

### Warranty claims:

Provision for warranty represents present value of management's best estimate of the future outflow of economic benefits that will be required in respect of services provided, the estimated cost of which is accrued at the time of providing service. Management estimates the related provision for future warranty claims based on historical warranty claim information and is adjusted regularly to reflect new information. The products are generally covered under a free warranty period ranging up to 3 months.

## 17. TRADE PAYABLES

₹ lakhs

	As at March 31, 2025	As at March 31, 2024
<b>Current</b>		
Trade payables - Micro, small and medium enterprises	1,150.71	414.53
Trade payables - Other than micro, small and medium enterprises	11,150.21	8,149.37
	<b>12,300.92</b>	<b>8,563.90</b>

Ageing for trade payables outstanding as at March 31, 2025 is as follows:

₹ lakhs

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1,122.45	28.26	-	-	-	1,150.71
(ii) Others	3,671.15	794.05	-	-	-	4,465.20
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-
	<b>4,793.60</b>	<b>822.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,615.91</b>
Accrued expenses						6,685.01
						<b>12,300.92</b>





## Notes forming part of the Financial Statements (Contd.)

Ageing for trade payables outstanding as at March 31, 2024 is as follows:

₹ lakhs

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	316.14	98.39	-	-	-	<b>414.53</b>
(ii) Others	1,329.64	149.65	3.58	-	-	<b>1,482.87</b>
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-
	<b>1,645.78</b>	<b>248.04</b>	<b>3.58</b>	-	-	<b>1,897.40</b>
Accrued expenses						6,666.50
						<b>8,563.90</b>

Above balances of trade payables include balances with related parties (Refer note 31).

There are no transactions with struck off companies for the year ending March 31, 2025 and March 31, 2024.

**18. OTHER FINANCIAL LIABILITIES**

₹ lakhs

	As at March 31, 2025	As at March 31, 2024
<b>Current</b>		
a) Employee related liabilities	5,153.13	6,783.39
b) Capital creditors	63.22	346.02
c) Security deposit accepted	0.20	0.20
d) Unclaimed dividend	1,639.88	1,185.84
e) Liabilities against customer contracts	1,948.81	1,956.70
f) Fair value of foreign exchange derivative contracts	405.37	80.19
	<b>9,210.61</b>	<b>10,352.34</b>

Unclaimed dividend includes no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company except for ₹ 2.67 lakhs (2024: ₹ 2.11 lakhs), wherein legal disputes with regards to ownership have remained unresolved.

**19. TAX LIABILITIES**

₹ lakhs

	As at March 31, 2025	As at March 31, 2024
<b>Current</b>		
- Provision for taxation (net of advance tax)	8,679.62	5,470.46
	<b>8,679.62</b>	<b>5,470.46</b>

Notes forming part of the Financial Statements (Contd.)

## 20. OTHER LIABILITIES

	As at March 31, 2025	As at March 31, 2024
₹ lakhs		
<b>Current</b>		
a) Advance from customers	-	101.10
b) Contract liabilities	4,971.38	5,212.95
c) Statutory and other liabilities	7,592.08	6,767.38
	<b>12,563.46</b>	<b>12,081.43</b>

## 21. REVENUE FROM OPERATIONS

	Year to date ended March 31, 2025	Year to date ended March 31, 2024
₹ lakhs		
<b>Particulars</b>		
Rendering of services	3,69,945.34	3,53,008.79
Sale of traded goods	2,959.49	2,205.78
	<b>3,72,904.83</b>	<b>3,55,214.57</b>
<b>Revenue disaggregation by segment is as follows:</b>		
Software development and services	3,62,329.70	3,45,625.73
System integration and support services	10,575.13	9,588.84
	<b>3,72,904.83</b>	<b>3,55,214.57</b>
<b>Revenue disaggregation by project type is as follows:</b>		
Time and material	1,68,779.74	1,69,161.10
Fixed price	2,01,165.60	1,83,847.69
Sale of goods	2,959.49	2,205.78
	<b>3,72,904.83</b>	<b>3,55,214.57</b>
<b>Revenue disaggregation by geography is as follows:</b>		
India	80,904.84	71,338.06
US	1,17,506.63	1,35,324.49
Europe	1,32,409.68	1,19,689.58
Others	42,083.68	28,862.44
	<b>3,72,904.83</b>	<b>3,55,214.57</b>
<b>Reconciliation of revenue recognised with the contracted price is as follows:</b>		
Contracted price	3,76,855.21	3,57,171.27
Reductions towards variable consideration components*	(3,950.38)	(1,956.70)
<b>Revenue recognised</b>	<b>3,72,904.83</b>	<b>3,55,214.57</b>

\* The reduction towards variable consideration comprises of volume discounts, service level credits, etc.



## Notes forming part of the Financial Statements (Contd.)

**22. OTHER INCOME (NET)**

₹ lakhs

Particulars	Year to date ended March 31, 2025	Year to date ended March 31, 2024
a) Interest income:		
i) Interest from banks on deposits	11,504.58	9,190.47
ii) Interest income on financial assets carried at amortised cost	144.57	142.87
iii) Interest on IT refund	1,610.12	-
b) Other gains and losses:		
i) Net gain on foreign currency transactions	962.54	947.39
ii) Net (loss)/gain arising on financial assets measured at fair value through profit or loss	(77.60)	123.80
iii) Gain/(loss) on sale of property, plant and equipment and ROU	17.42	(3.24)
c) Others:		
i) Export and other incentives/credits	3,137.35	1,152.53
ii) Miscellaneous income	632.17	641.36
	<b>17,931.15</b>	<b>12,195.18</b>

**23. COST OF MATERIALS CONSUMED**

₹ lakhs

Particulars	Year to date ended March 31, 2025	Year to date ended March 31, 2024
Spares, consumables and others	21,498.70	17,574.98
Purchase of traded goods - computers, networking and storage systems and components and parts	2,367.59	1,831.59
	<b>23,866.29</b>	<b>19,406.57</b>

**24. CHANGES IN INVENTORIES OF STOCK IN TRADE**

₹ lakhs

Particulars	Year to date ended March 31, 2025	Year to date ended March 31, 2024
Inventories at the end of the year:		
Stock-in-trade - components and spares	-	110.71
	-	<b>110.71</b>
Inventories at the beginning of the year:		
Stock-in-trade - components and spares	110.71	38.62
	<b>110.71</b>	<b>38.62</b>
<b>Net decrease/(increase)</b>	<b>110.71</b>	<b>(72.09)</b>

## Notes forming part of the Financial Statements (Contd.)

### 25. EMPLOYEE BENEFITS EXPENSE

Particulars	₹ lakhs	
	Year to date ended March 31, 2025	Year to date ended March 31, 2024
Salaries and wages	1,86,374.88	1,74,944.40
Contribution to provident and other funds	12,499.81	9,965.85
Equity settled share based payment transactions	1,006.93	1,502.31
Staff welfare expenses	4,761.08	4,547.00
	<b>2,04,642.70</b>	<b>1,90,959.56</b>

### 26. OTHER EXPENSES

Particulars	₹ lakhs	
	Year to date ended March 31, 2025	Year to date ended March 31, 2024
Facility expenses	585.49	492.78
Rates and taxes	177.25	192.73
Power and fuel	1,529.99	1,378.35
Repairs and maintenance : Building	1,042.29	810.92
: Plant and equipment	5,098.09	4,679.81
: Others	1,243.71	1,146.19
Communication expenses	711.30	670.67
Inland travel and conveyance	1,142.19	1,298.86
Overseas travel	7,003.73	7,362.59
Advertisement and sales promotion expenses	1,763.29	1,865.89
Commission on sales	1,037.26	502.90
Printing and stationery	70.93	50.96
Motor vehicle expenses	434.05	417.87
Recruitment and training	1,795.65	1,659.87
Consultant fees for software development	14,486.22	13,124.93
Expenditure on corporate social responsibility (Refer Note 34)	1,489.82	1,206.49
Legal and professional charges	3,592.52	2,201.35
Non-Executive directors commission (Refer Note 40)	535.00	610.00
Insurance	224.59	242.39
Bank and other charges	122.06	85.46
Auditors' remuneration (Refer Note (i) below)	93.36	90.51
Provision for doubtful debts (net of reversals)	584.28	16.67
Donations and contributions*	1,978.38	-
Miscellaneous expenses	249.21	168.91
	<b>46,990.66</b>	<b>40,277.10</b>

\*The Company made a contribution to an electoral trust of ₹ 1,978.38 lakhs for the year ended March 31, 2025.



## Notes forming part of the Financial Statements (Contd.)

**Note (i): Payments to the auditors excluding taxes, comprises:**

Particulars	₹ lakhs	
	Year to date ended March 31, 2025	Year to date ended March 31, 2024
As auditors - statutory audit	77.00	77.00
Other services	6.00	6.00
Reimbursement of expenses	10.36	7.51
	<b>93.36</b>	<b>90.51</b>

**27. INCOME TAX EXPENSE**

Particulars	₹ lakhs	
	As at March 31, 2025	As at March 31, 2024
<b>Income tax expenses:</b>		
Current tax	25,466.42	26,206.00
Deferred tax	(1,119.70)	(562.19)
<b>Income tax included in Other comprehensive income:</b>		
Remeasurement of employee defined benefit plans	(256.02)	(535.88)
<b>Tax expense for the year</b>	<b>24,090.70</b>	<b>25,107.93</b>

**A. The reconciliation of income tax expense at statutory income tax rate to income tax charged to statement of profit and loss is as follows:**

Particulars	₹ lakhs	
	Year ended March 31, 2025	Year ended March 31, 2024
<b>Profit before tax</b>	<b>1,02,840.40</b>	<b>1,04,867.60</b>
Expected income tax expense calculated at 34.944% (PY 34.944%)	35,936.55	36,644.93
Income exempt from tax	(9,229.41)	(11,608.40)
Tax pertaining to prior years	(2,691.52)	-
Deferred Tax - SEZ Benefit	(165.00)	-
Others (net)	88.92	-
Effect of expenses that are not deductible in determining taxable profit	-	802.71
Effect of concessions	407.18	(195.43)
<b>Income tax expense recognised in profit or loss</b>	<b>24,346.72</b>	<b>25,643.81</b>

The tax rate used for 2024-25 reconciliation above is the corporate tax rate of 34.944% (PY 34.944%) payable by corporate entities in India on taxable profits under Indian tax law.

The Company benefits from the tax holiday available for units set up under the Special Economic Zone Act, 2005. These tax holidays are available for a period of fifteen years from the date of commencement of operations. Under the SEZ scheme, the units which begins providing services on or after April 1, 2005 will be eligible for deductions of 100% of profits or gains derived from export of services for the first five years, 50% of such profit or gains for a further period of five years and 50% of such profits or gains for the balance period of five years subject to fulfilment of certain conditions. Pune unit 1, Thiruvananthapuram, Chennai unit and Pune Unit 2, will be eligible for deductions of 100% of profits or gains derived from export of services for the first five years, 50% of such profit or gains for a further period of five years and 50% of such profits or gains for the balance period of five years subject to fulfilment of certain conditions.

Notes forming part of the Financial Statements (Contd.)

**B. Significant components of net deferred tax assets and liabilities for the years ended March 31, 2025 and March 31, 2024 are as follows:**

₹ lakhs

Particulars	As at April 01, 2024	Recognised in statement of profit and loss	Recognised in Other comprehensive Income	As at March 31, 2025
<b>Deferred tax assets</b>				
Provision for doubtful trade receivables/other assets	284.93	(11.87)	-	<b>273.06</b>
Provision for Employee Benefits	1,770.88	511.79	256.02	<b>2,538.69</b>
Lease liabilities (Net right of use assets)	1,074.16	(95.79)	-	<b>978.37</b>
<b>Deferred tax liabilities</b>				
Property, Plant and equipments and Intangible assets	(743.07)	715.57	-	<b>(27.50)</b>
<b>Total</b>	<b>2,386.90</b>	<b>1,119.70</b>	<b>256.02</b>	<b>3,762.62</b>

₹ lakhs

Particulars	As at April 01, 2023	Recognised in statement of profit and loss	Recognised in Other comprehensive Income	As at March 31, 2024
<b>Deferred tax assets</b>				
Provision for doubtful trade receivables/other assets	285.07	(0.14)	-	<b>284.93</b>
Provision for Employee Benefits	1,205.28	29.72	535.88	<b>1,770.88</b>
Lease liabilities (Net right of use assets)	703.75	370.41	-	<b>1,074.16</b>
<b>Deferred tax liabilities</b>				
Property, Plant and equipments and Intangible assets	(905.27)	162.20	-	<b>(743.07)</b>
<b>Total</b>	<b>1,288.83</b>	<b>562.19</b>	<b>535.88</b>	<b>2,386.90</b>

**28. EMPLOYEE BENEFIT PLANS**

**a. Defined contribution plans**

The Company makes contribution to Provident Fund, Superannuation Fund and Employee State Insurance fund for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits.

The Company recognised i) ₹ 5,408.21 lakhs and ₹ 4,846.56 lakhs for Provident Fund contributions for the year ended March 31, 2025 and March 31, 2024, respectively. ii) ₹ 1,116.80 lakhs and ₹ 1,083.33 lakhs for Superannuation Fund contributions for the year ended March 31, 2025 and March 31, 2024, respectively. The contributions payable to these plans by the Company are at the rates specified in the rules of the schemes.





## Notes forming part of the Financial Statements (Contd.)

**b. Defined benefit plans**

The Company offers gratuity (included as part of Contribution to Provident and other funds in Note 25 Employee benefit expenses) to its eligible employees under defined benefit plans.

The gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service. Vesting occurs upon completion of five continuous years of service. The gratuity fund is managed by third party fund (Life Insurance Corporation of India).

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

	₹ lakhs	
	Year to date ended March 31, 2025	Year to date ended March 31, 2024
<b>Change in defined benefit obligations (DBO)</b>		
Present value of DBO at beginning of the year	8,450.40	6,361.54
Current service cost	1,356.58	992.33
Interest cost	608.43	474.57
Remeasurement of the net defined benefit liability	767.06	1,473.65
Benefits paid	(739.70)	(851.69)
<b>Present value of DBO at the end of the year</b>	<b>10,442.77</b>	<b>8,450.40</b>
<b>Change in fair value of plan assets during the year</b>		
Fair value of plan assets at beginning of the year	6,254.66	5,545.11
Interest Income	450.34	413.66
Employer's Contribution	1,204.16	1,200.00
Remeasurement - return on plan assets excluding amount included in interest income	17.44	(52.42)
Benefits paid	(739.70)	(851.69)
<b>Plan assets at the end of the year</b>	<b>7,186.90</b>	<b>6,254.66</b>
<b>Funded status</b>		
Deficit of plan assets over obligations	(3,255.88)	(2,195.74)
<b>Category of assets</b>		
Insurer managed funds	7,186.90	6,254.66
Service Cost	1,356.58	992.33
Net interest on net defined benefit (assets)/liability	158.09	60.91
<b>Net periodic gratuity cost</b>	<b>1,514.67</b>	<b>1,053.24</b>
<b>Actual return on plan assets</b>	<b>450.34</b>	<b>413.66</b>
<b>Re-measurement (gains)/losses in OCI</b>		
Actuarial losses arising from changes in demographic assumptions	-	-
Actuarial (gains) and losses arising from changes in financial assumptions	249.95	153.54
Actuarial losses arising from changes in experience adjustments	517.11	1,320.11
Remeasurement of the net defined benefit liability	767.06	1,473.65

## Notes forming part of the Financial Statements (Contd.)

	₹ lakhs	
	Year to date ended March 31, 2025	Year to date ended March 31, 2024
Remeasurement - return on plan as sets excluding amount included in interest income	(17.44)	52.42
<b>Total</b>	<b>749.62</b>	<b>1,526.07</b>
<b>Actuarial assumptions for the defined benefit plan</b>		
Discount rate	6.86%	7.20%
Expected return on plan assets	6.86%	7.20%
Salary escalation	6.00%	6.00%
Attrition : If past service <5 years	11.00%	11.00%
: If past service >5 years	9.00%	9.00%

Future mortality assumptions are taken based on the published statistics by the Insurance Regulatory and Development Authority of India.

The expected benefits are based on the same assumptions as are used to measure the Company's defined benefit plan obligations as at March 31, 2025. The Company is expected to contribute ₹ 3,662.42 lakhs to defined benefit obligations funds for the year ended March 31, 2026.

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance sheet date for the estimated term of the obligations. The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

The significant actuarial assumptions for the determination of the defined benefit obligations are discount rate, expected salary increase and employee attrition. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

If the discount rate increases (decreases) by 1%, the defined benefit obligations would decrease by ₹ 704.15 lakhs (increase by ₹ 806.16 lakhs) as at March 31, 2025. If the expected salary growth increases (decreases) by 1%, the defined benefit obligations would increase by ₹ 805.03 lakhs (decrease by ₹ 715.81 lakhs) as at March 31, 2025. If the employee attrition rate increases (decreases) by 1%, the defined benefit obligation would decrease by ₹ 3.60 lakhs (decrease by ₹ 2.01 lakhs).

The sensitivity analysis has been performed based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumption may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Each year an Asset - Liability matching study is performed in which the consequences of the strategic investment policies are analysed in terms of risk and return profiles. Investment and contribution policies are integrated within this study.



## Notes forming part of the Financial Statements (Contd.)

The defined benefit obligations shall mature after year ended March 31, 2025 as follows.

		₹ lakhs
Year ending March 31,	Defined benefit obligations	
2026		923.00
2027		855.94
2028		990.19
2029		1,022.88
2030		981.24
Thereafter		14,756.40

## 29. EARNINGS PER SHARE

			₹ lakhs
Particulars	Year to date ended March 31, 2025	Year to date ended March 31, 2024	
Net profit for the year from continuing operations attributable to the equity shareholders (₹ lakhs)	78,493.68	79,223.79	
Weighted average number of shares considered for basic earnings per share	6,22,79,919	6,22,76,440	
Add: Dilutive effect of stock options	11,198	15,477	
Weighted average number of shares considered for diluted earnings per share	6,22,91,117	6,22,91,917	
Par value per share (₹)	10	10	
Earnings per share			
- Basic (₹)	126.03	127.21	
- Diluted (₹)	126.01	127.18	

## 30. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2.10 to the financial statements.

## (a) Financial assets and liabilities

The carrying value/fair value of financial instruments by categories as of March 31, 2025 is as follows:

							₹ lakhs
Particulars	Fair value through profit or loss	Fair value through other comprehensive income	Derivative instruments in hedging relationship	Derivative instruments not in hedging relationship	Amortised cost	Total carrying value	
<b>Assets:</b>							
Investments*	-	-	-	-	-	-	-
Trade receivables							
Billed	-	-	-	-	80,185.31	80,185.31	
Unbilled	-	-	-	-	16,967.27	16,967.27	

Notes forming part of the Financial Statements (Contd.)

₹ lakhs

Particulars	Fair value through profit or loss	Fair value through other comprehensive income	Derivative instruments in hedging relationship	Derivative instruments not in hedging relationship	Amortised cost	Total carrying value
Cash and cash equivalents	-	-	-	-	13,527.66	13,527.66
Other bank balances	-	-	-	-	1,47,111.67	1,47,111.67
Loans receivables	-	-	-	-	372.06	372.06
Other financial assets	-	-	-	418.26	41,656.43	42,074.69
<b>Total</b>	-	-	-	418.26	2,99,820.40	3,00,238.66
<b>Liabilities:</b>						
Lease Liabilities	-	-	-	-	19,229.08	19,229.08
Trade payables	-	-	-	-	12,300.92	12,300.92
Other financial liabilities	-	-	-	405.37	8,805.24	9,210.61
<b>Total</b>	-	-	-	405.37	40,335.24	40,740.61

The carrying value/fair value of financial instruments by categories as of March 31, 2024 is as follows:

₹ lakhs

Particulars	Fair value through profit or loss	Fair value through other comprehensive income	Derivative instruments in hedging relationship	Derivative instruments not in hedging relationship	Amortised cost	Total carrying value
<b>Assets:</b>						
Investments*	-	-	-	-	-	-
Trade receivables						
Billed	-	-	-	-	82,774.70	82,774.70
Unbilled	-	-	-	-	14,384.14	14,384.14
Cash and cash equivalents	-	-	-	-	13,324.29	13,324.29
Other bank balances	-	-	-	-	1,25,922.80	1,25,922.80
Loans receivables	-	-	-	-	302.45	302.45
Other financial assets	-	-	-	170.68	21,097.54	21,268.22
<b>Total</b>	-	-	-	170.68	2,57,805.92	2,57,976.60
<b>Liabilities:</b>						
Lease Liabilities	-	-	-	-	22,398.14	22,398.14
Trade payables	-	-	-	-	8,563.90	8,563.90
Other financial liabilities	-	-	-	80.19	10,272.15	10,352.34
<b>Total</b>	-	-	-	80.19	41,234.19	41,314.38

\*value is less than a lakh



## Notes forming part of the Financial Statements (Contd.)

**(b) Fair value hierarchy:**

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The investments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosures are required):

₹ lakhs				
As at March 31, 2025	Level 1	Level 2	Level 3	Total
<b>Financial assets/liabilities:</b>				
Fair value of foreign exchange derivative assets	-	418.26	-	<b>418.26</b>
Fair value of foreign exchange derivative liabilities	-	405.37	-	<b>405.37</b>

₹ lakhs				
As at March 31, 2024	Level 1	Level 2	Level 3	Total
<b>Financial assets/liabilities:</b>				
Fair value of foreign exchange derivative assets	-	170.68	-	<b>170.68</b>
Fair value of foreign exchange derivative liabilities	-	80.19	-	<b>80.19</b>

**(c) Financial risk management**

The Company is exposed primarily to fluctuations in credit, liquidity and market risks, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which covers risks associated with the financial assets and financial liabilities. The risk management policy is approved by the Board of Directors. The focus of risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Company.

**(d) Interest rate risk**

The Company's investments are primarily in fixed rate interest bearing fixed deposits with banks. Hence the Company is not significantly exposed to interest rate risk.

## Notes forming part of the Financial Statements (Contd.)

### (e) Credit risk

Credit risk is the risk of financial loss arising from counter party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, derivative financial instruments, cash and cash equivalents, other bank balances and other financial assets. Other bank balances include bank deposits include an amount of ₹ 1,58,310 lakhs (Previous year ₹ 1,36,400.00 lakhs) held with four scheduled banks having high credit-rating which are individually in excess of 10% or more of the Company bank deposits for the year ended March 31, 2025. Trade receivables- billed and Trade receivables-unbilled include an amount of ₹ 26,559.60 lakhs (Previous year ₹ 22,967.74 lakhs) held with two customers having high credit-rating which are individually in excess of 10% or more of Company Trade receivables- billed and Trade receivables- unbilled for the year ended March 31, 2025.

#### Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to the credit risk was ₹ 3,00,238.66 lakhs and ₹ 2,57,976.60 lakhs as at March 31, 2025 and March 31, 2024, respectively, being the total of the carrying amount of balances principally with banks, other bank balances, Trade receivables- billed and Trade receivables- unbilled and other financial assets. The Company's exposure to customers is diversified and except two customers, no single customer contributes to more than 10% and 10% of Trade receivables- billed and Trade receivables- unbilled as at March 31, 2025 and March 31, 2024, respectively.

#### Geographic concentration of credit risk

The Company also has a geographic concentration of Trade receivables- billed and Trade receivables-unbilled (gross and net of allowances) as given below:

Geographic concentration of credit risk is allocated based on the location of the customers.

Country	As at March 31, 2025		As at March 31, 2024	
	Gross %	Net %	Gross %	Net %
Europe	34.05%	34.05%	41.17%	40.96%
United States of America	31.45%	31.61%	31.46%	31.71%
India	18.66%	18.50%	21.25%	21.33%
Others	15.84%	15.84%	6.12%	6.00%

The allowance for lifetime expected credit loss on trade receivables for the years ended March 31, 2025 and March 31, 2024 was ₹ 529.26 lakhs and ₹ 815.39 lakhs, respectively. The reconciliation of allowance for doubtful trade receivables is as follows:

Particulars	₹ lakhs	
	As at March 31, 2025	As at March 31, 2024
<b>Balance at the beginning of the year</b>	<b>815.39</b>	<b>798.73</b>
Change during the year	584.28	16.66
Bad debts written off	(673.97)	-
Translation Exchange difference	-	-
<b>Balance at the end of the year</b>	<b>725.70</b>	<b>815.39</b>





## Notes forming part of the Financial Statements (Contd.)

**(f) Liquidity risk:**

Liquidity risk refers to the risk that Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and to ensure that sufficient funds are available for use as per requirements.

The Company consistently generates sufficient cash flows from operations to meet its financial obligations as and when they fall due.

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2025

₹ lakhs

<b>Non-derivative financial liabilities:</b>	<b>Carrying amount</b>	<b>Due in year 1</b>	<b>Due in year 2- 3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Trade payables	12,300.92	12,300.92	-	-	<b>12,300.92</b>
Other financial liabilities	9,210.61	9,210.61	-	-	<b>9,210.61</b>
Lease liabilities	19,229.08	6,284.13	10,890.27	5,349.92	<b>22,524.32</b>
<b>Total</b>	<b>40,740.61</b>	<b>27,795.66</b>	<b>10,890.27</b>	<b>5,349.92</b>	<b>44,035.85</b>

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2024

₹ lakhs

<b>Non-derivative financial liabilities:</b>	<b>Carrying amount</b>	<b>Due in year 1</b>	<b>Due in year 2- 3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Trade payables	8,563.90	8,560.32	3.58	-	<b>8,563.90</b>
Other financial liabilities	10,272.15	10,272.15	-	-	<b>10,272.15</b>
Lease liabilities	22,398.14	6,004.01	11,678.45	9,415.74	<b>27,098.20</b>
<b>Total</b>	<b>41,234.19</b>	<b>24,836.48</b>	<b>11,682.03</b>	<b>9,415.74</b>	<b>45,934.25</b>

**(g) Market risk****(a) Foreign currency exchange rate risk:**

The fluctuation in foreign currency rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the Company.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar, Great Britain Pound and Euro against the functional currency of the Company.

The Company, as per its risk management policy, uses derivative instruments primarily to cover the exchange rate risks. Further, any movement in the foreign currency of the various operations of the Company against major foreign currencies may impact Company's revenue in international business.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange risk. It covers a part of these risks by using derivative financial instruments in line with its risk management policies.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rates shift of all the currencies by 10% against the functional currency of the Company.

## Notes forming part of the Financial Statements (Contd.)

The following analysis has been worked out based on the net exposures of the Company as of the date of balance sheet which could affect the statement of profit and loss and other comprehensive income and equity. Further the exposure indicated below is mitigated by some of the derivative contracts entered into by the Company.

The following table sets forth information relating to foreign currency exposures as at March 31, 2025 and March 31, 2024.

₹ lakhs					
<b>As at March 31, 2025</b>	<b>USD</b>	<b>GBP</b>	<b>EUR</b>	<b>Others*</b>	<b>Total</b>
Trade payables	1,976.96	435.41	415.68	495.67	<b>3,323.72</b>
Trade receivables	27,763.09	21,133.57	6,890.73	6,828.27	<b>62,615.66</b>
Cash and Bank Balances	5,085.34	2,402.35	682.94	3,129.42	<b>11,300.05</b>
Other financial assets	233.20	1,786.74	42.17	79.12	<b>2,141.23</b>
Other financial liabilities	4,060.94	2,046.33	174.48	336.79	<b>6,618.54</b>

₹ lakhs					
<b>As at March 31, 2024</b>	<b>USD</b>	<b>GBP</b>	<b>EUR</b>	<b>Others*</b>	<b>Total</b>
Trade payables	2,255.34	611.08	401.92	280.42	<b>3,548.76</b>
Trade receivables	31,347.08	23,312.42	10,767.02	5,391.61	<b>70,818.13</b>
Cash and Bank Balances	4,610.58	3,249.06	744.26	1,064.08	<b>9,667.98</b>
Other financial assets	231.18	1,417.84	32.12	68.98	<b>1,750.12</b>
Other financial liabilities	2,875.22	1,684.49	290.38	234.55	<b>5,084.64</b>

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease/increase in the Company's profit before tax by approximately ₹ 6,635.62 lakhs for the year ended March 31, 2025 and ₹ 7,427.54 lakhs for the year ended March 31, 2024 respectively.

\*Others include AED, AUD, CAD, JPY, KRW, MYR, SGD, ZAR etc.

The Company uses various derivative financial instruments governed by policies approved by the board of directors such as foreign exchange forward and option contracts to manage and mitigate its exposure to foreign exchange rates. The counter party is generally a bank. The Company can enter into contracts for period up to one year.

The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding:

<b>Foreign Currency</b>	<b>March 31, 2025</b>		
	<b>No of contracts</b>	<b>Notional amount of contracts (Currency value in lakhs)</b>	<b>Fair Value ₹ lakhs</b>
US Dollar	174	213.75	256.49
Sterling Pound	165	178.50	(225.69)
Euro	102	61.75	(68.23)
JPY	153	7,320.00	38.75
ZAR	6	135.00	11.57



## Notes forming part of the Financial Statements (Contd.)

Foreign Currency	March 31, 2024		
	No of contracts	Notional amount of contracts (Currency value in lakhs)	Fair Value ₹ lakhs
US Dollar	139	246.00	(58.82)
Sterling Pound	130	135.00	68.71
Euro	105	106.00	74.93
JPY	27	1,290.00	5.67
ZAR	-	-	-

**31. RELATED PARTY TRANSACTIONS**

The Company's material related party transactions and outstanding balances are with its group companies with whom the Company routinely enters into transactions in the ordinary course of business.

Names of related parties	Description of relationship
Tata Sons Private Limited	Company with Controlling Interest
Mr. Manoj Raghavan, Managing Director	Key Managerial Personnel
Mr. Gaurav Bajaj, Chief Financial Officer	Key Managerial Personnel
Mrs. Cauveri Sriram, Company Secretary	Key Managerial Personnel
Mr. Adarsh Narayan Ganapathy	Relative of Key Managerial Personnel.
<b>Non-Executive Directors</b>	
Mr. N. G. Subramaniam	Key Managerial Personnel
Mrs. Shyamala Gopinath (till June 20, 2024)	Key Managerial Personnel
Mr. Sudhakar Rao (till September 02, 2024)	Key Managerial Personnel
Mr. Ankur Verma	Key Managerial Personnel
Mr. Soumitra Bhattacharya (w.e.f. April 04, 2024)	Key Managerial Personnel
Mrs. Ashu Suyash (w.e.f. April 04, 2024)	Key Managerial Personnel
Prof. Anurag Kumar	Key Managerial Personnel
Tata Elxsi (India) Ltd. Employees Gratuity Fund	Post-employment benefit plans of the Company
Tata Elxsi (India) Ltd. Employees Provident Fund	
Tata Elxsi (India) Ltd. Employees Superannuation Fund	
Bowler Motors Limited	Group entities (Wherever there are transactions)
Jaguar Land Rover Limited	
Air India Limited	
Indusface Private Limited	
Jaguar Land Rover Hungary KFT	
OASIS Smart SIM Europe SAS	
Tata Advanced Systems Limited	
Tata Aia Life Insurance Company Limited	
Tata Aig General Insurance Company Limited	
Tata Autocomp Systems Limited	
Tata Capital Limited	
Tata Chemicals Limited	
Tata Communications Limited	
Tata Consultancy Services Limited	

## Notes forming part of the Financial Statements (Contd.)

Names of related parties	Description of relationship
Tata Consumer Products Limited	Group entities (Wherever there are transactions)
Tata International West Asia Dmcc	
Tata Limited	
Tata Motors Limited	
Tata Motors Passenger Vehicles Limited	
The Tata Power Company Limited	
Tata Steel Limited	
Tata Technologies Europe Limited	
Tata Technologies Limited	
Tata Technologies Pte Limited	
Tata Teleservices (Maharashtra) Limited	
Tata Teleservices Limited	
Tata Motors Body Solutions Limited	
Tata Passenger Electric Mobility Limited	
Tata Technologies GmbH	
TACO EV Component Solutions Private Limited	
Innovative Retail Concepts Private Limited	
Jaguar Land Rover Ireland (Services) Limited	
Piem Hotels Limited	
Tejas Networks Limited	
Voltas Limited	
The Indian Hotels Company Limited	
Roots Corporation Limited	
One Bangalore Luxury Projects LLP	
Tata Motors Insurance Broking and Advisory Services Limited	
Infopark Properties Limited	
Novamesh Limited	
Tata Consultancy Services Argentina Sociedad Anonima	
TACO Air International Thermal Systems Private Limited	
Titan Engineering & Automation Limited	
Tata Industries Limited	

### Details of related party transactions:

The transactions during the year ended March 31, 2025 and balances outstanding as at March 31, 2025.

₹ lakhs

Particulars	Company with significant influence	Key Managerial Personnel	Relative of Key Managerial Personnel	Subsidiaries of Tata Sons Private Limited	Other related parties	Total
Revenue from operations	-	-	-	1,07,982.64	-	1,07,982.64
Dividend paid	18,406.68	1.43	-	737.56	-	19,145.67
Purchase of goods, services (including reimbursement)	-	-	-	6,436.04	-	6,436.04



## Notes forming part of the Financial Statements (Contd.)

₹ lakhs

Particulars	Company with significant influence	Key Managerial Personnel	Relative of Key Managerial Personnel	Subsidiaries of Tata Sons Private Limited	Other related parties	Total
Receiving of services (Brand fee and other services)	960.93	-	-	-	-	960.93
Remuneration and commission (refer note-1 below)	-	1,569.29	45.30	-	-	1,614.59
Contribution to employees' post employment plan	-	23.95	-	-	11,888.37	11,912.32
<b>Balances outstanding at the end of the year:</b>						
Trade Receivable	-	-	-	23,668.07	-	23,668.07
Trade Payable	932.45	-	-	667.66	-	1,600.11
Other payables	-	1,035.00	-	-	964.43	1,999.43

The transactions during the year ended March 31, 2024 and balances outstanding as at March 31, 2024.

₹ lakhs

Particulars	Company with significant influence	Key Managerial Personnel	Relative of Key Managerial Personnel	Subsidiaries of Tata Sons Private Limited	Other related parties	Total
Revenue from operations	-	-	-	80,112.69	-	80,112.69
Dividend paid	15,934.93	1.24	-	638.51	-	16,574.68
Purchase of goods, services (including reimbursement)	-	-	-	3,952.30	-	3,952.30
Receiving of services (Brand fee and other services)	896.53	-	-	-	-	896.53
Remuneration and commission (refer note-1 below)	-	1,740.11	40.08	-	-	1,780.19
Contribution to employees' post employment plan	-	38.99	-	-	10,704.15	10,743.14
<b>Balances outstanding at the end of the year:</b>						
Trade Receivable	-	-	-	26,144.59	-	26,144.59
Trade Payable	888.53	-	-	395.02	-	1,283.55
Other payables	-	1,210.00	-	-	852.39	2,062.39

## Notes forming part of the Financial Statements (Contd.)

Transactions with key management personnel are as follows:

₹ lakhs

	Year ended March 31, 2025	Year ended March 31, 2024
Short-term benefits	1,503.22	1,711.98
Employee share based payments	66.07	28.13
Dividend paid during the year	1.43	1.24
Post-employment benefits	23.95	38.99
	<b>1,594.67</b>	<b>1,780.34</b>

Note-1: The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

Note-2: All transactions with these related parties are priced on an arm's length basis.

### 32. IND AS 116

Lease contracts entered by the Company majorly pertains for Land & buildings taken on lease to conduct its business in the ordinary course. The leases typically run for a period of 2 to 10 years, with an option to renew the lease after that date. Typically lease payments are renegotiated at the time of renewal.

#### a. Right of use assets

₹ lakhs

Particulars	As at March 31, 2025			Particulars	As at March 31, 2024		
	Land and buildings	Vehicle Lease	Total		Land and buildings	Vehicle Lease	Total
<b>I. Gross carrying amount</b>				<b>I. Gross carrying amount</b>			
a. Balance as at April 01, 2024	27,495.81	643.93	28,139.74	a. Balance as at April 01, 2023	20,535.07	409.33	20,944.40
b. Additions to right of use asset	907.92	431.27	1,339.19	b. Additions to right of use asset	7,365.42	335.97	7,701.39
c. Less: Modifications/ terminations/ Retirement of leases	520.58	165.56	686.14	c. Less: Modifications/ terminations/ Retirement of leases	404.68	101.37	506.05
<b>Balance as at March 31, 2025</b>	<b>27,883.15</b>	<b>909.64</b>	<b>28,792.79</b>	<b>Balance as at March 31, 2024</b>	<b>27,495.81</b>	<b>643.93</b>	<b>28,139.74</b>
<b>II. Accumulated depreciation</b>				<b>II. Accumulated depreciation</b>			
a. Balance as at April 01, 2024	8,895.06	216.63	9,111.69	a. Balance as at April 01, 2023	5,027.64	150.88	5,178.52
b. Depreciation charge for the year	4,555.00	193.07	4,748.07	b. Depreciation charge for the year	4,272.10	138.19	4,410.29





## Notes forming part of the Financial Statements (Contd.)

₹ lakhs

Particulars	As at March 31, 2025			Particulars	As at March 31, 2024		
	Land and buildings	Vehicle Lease	Total		Land and buildings	Vehicle Lease	Total
c. Less: Modifications/ terminations/ Retirement of leases	442.54	131.88	574.42	c. Less: Modifications/ terminations/ Retirement of leases	404.68	72.44	477.12
<b>Balance as at March 31, 2025</b>	<b>13,007.52</b>	<b>277.82</b>	<b>13,285.34</b>	<b>Balance as at March 31, 2024</b>	<b>8,895.06</b>	<b>216.63</b>	<b>9,111.69</b>
<b>III. Net carrying amount (I-II)</b>	<b>14,875.63</b>	<b>631.82</b>	<b>15,507.45</b>	<b>III. Net carrying amount (I-II)</b>	<b>18,600.75</b>	<b>427.30</b>	<b>19,028.05</b>

Other disclosure w.r.t. leases:

- Interest expense (included in finance cost) for the year ended March 31, 2025 amounts to ₹ 1,753.20 lakhs (Previous year ₹ 1,959.54 lakhs)
- The total cash outflow for the year ended March 31, 2025 amounts to ₹ 6,122.41 lakhs (Previous year ₹ 4,976.76 lakhs)
- The Company incurred ₹ 585.49 lakhs for the year ended March 31, 2025 towards expenses relating to lease of low-value assets (Previous year ₹ 492.78 lakhs)

**b. Lease liabilities**

Maturity analysis – contractual discounted cash flows

₹ lakhs

Year	Contractual cash flows				
	Carrying amount	Total	0-1 years	1-5 years	5 years and above
<b>2024-25</b>	<b>19,229.08</b>	<b>19,229.08</b>	<b>5,297.82</b>	<b>13,429.37</b>	<b>501.89</b>
2023-24	22,398.14	22,398.14	4,279.24	17,176.94	941.96

**c. Reconciliation of lease liabilities**

₹ lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at beginning of the year	22,398.14	18,226.40
Additions during the year	1,319.46	7,055.27
Finance cost paid	1,753.76	1,959.54
Repayment of lease liabilities during the year	(6,122.41)	(4,976.76)
Other non-cash movements	(119.87)	133.69
<b>Balance as at end of the year</b>	<b>19,229.08</b>	<b>22,398.14</b>

Notes forming part of the Financial Statements (Contd.)

### 33. CONTINGENT LIABILITIES AND COMMITMENTS

₹ lakhs

Contingent liabilities and commitments (to the extent not provided for)	As at March 31, 2025	As at March 31, 2024
(i) Contingent liabilities:		
Claims against the Company not acknowledged as debt		
Disputed demands for Income Tax aggregates.	67.29	67.29
(ii) Capital Commitments:		
Estimated amount of contracts remaining to be executed on capital accounts and not provided for		
Property, plant and equipment	236.93	1,408.49
Intangible assets	-	71.05

### 34. CORPORATE SOCIAL RESPONSIBILITY

- a) Gross amount required to be spent by the Company during the year ₹ 1,532.45 lakhs (Previous year ₹ 1,260.34 lakhs)
- b) Amount spent during the year:

₹ lakhs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(i) Amount required to be spent by the Company during the year	1,532.45	1,260.34
(ii) Amount approved by the Board to be spent during the year	1,532.45	1,260.34
(iii) Amount of expenditure incurred on:		
a) Construction/acquisition of any asset	-	-
b) On purposes other than (a) above	1349.77*	1133.28*
(iv) Shortfall at the end of the year	182.68	127.06
(v) Total of previous years shortfall	209.58	127.06
(vi) Reason for shortfall	Project in progress	Project in progress
(vii) Nature of CSR activities	Promoting Health care and Education	Promoting Health care and Education
(viii) Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard	-	-

\*Includes overhead expense of ₹ 67.17 lakhs (Previous year ₹ 53.85 lakhs)



## Notes forming part of the Financial Statements (Contd.)

## c) Details of unspent obligations

₹ lakhs		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(i) Opening Balance:		
With Company	127.06	117.35
In separate CSR A/c	-	-
(ii) Amount required to be spent by the Company during the year	1,532.45	1,260.34
(iii) Amount spent during the year:		
From Company's Bank A/c	1,349.77	1,133.28
From Separate CSR A/c	100.16	-
(iv) Closing Balance:		
With Company	182.68	127.06
In separate CSR A/c	26.90	-

## 35. Ind AS 115 - Revenue

## a. Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

₹ lakhs		
Particulars	March 31, 2025	March 31, 2024
Trade receivables		
Billed	80,185.31	82,774.70
Unbilled	16,967.27	14,384.14
Contract assets	10,405.91	9,622.23
Contract liabilities	4,971.38	5,212.95

The following table discloses the movement in contract assets during the year ended March 31, 2025 and March 31, 2024.

₹ lakhs		
Contract assets	March 31, 2025	March 31, 2024
<b>Balance at the beginning of the year</b>	<b>9,622.23</b>	<b>4,401.22</b>
Increase due to revenue recognised during the year, excluding amounts billed during the year	64,263.92	61,295.28
Invoices raised that were included in the contract assets balance at the beginning of the year	(63,559.09)	(56,100.18)
Translation exchange difference	78.40	25.91
<b>Balance at the end of the year</b>	<b>10,405.91</b>	<b>9,622.23</b>

## Notes forming part of the Financial Statements (Contd.)

The following table discloses the movement in contract liabilities during the year ended March 31, 2025 and March 31, 2024.

	₹ lakhs	
<b>Contract liabilities</b>	<b>March 31, 2025</b>	<b>March 31, 2024</b>
<b>Balance at the beginning of the year</b>	<b>5,212.95</b>	<b>4,340.97</b>
Revenue recognised that was included in the contract liability balance at the beginning of the year	(43,627.57)	(41,742.35)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	43,482.47	42,591.91
Translation exchange difference	(96.47)	22.42
<b>Balance at the end of the year</b>	<b>4,971.38</b>	<b>5,212.95</b>

During the years ended March 31, 2025 and March 31, 2024 ₹ 23,474.13 and ₹ 14,461.10 of unbilled revenue (including Contract assets) pertaining to fixed price and fixed time frame contracts as of April 01, 2024 and April 01, 2023, respectively, has been reclassified to trade receivables upon billing to customers on completion of milestones. During the years ended March 31, 2025 and March 31, 2024 the Company recognised revenue of ₹ 5,276.56 and ₹ 4,203.83 arising from opening unearned revenue as of April 01, 2024 and April 01, 2023, respectively.

### b. Remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialised and adjustments for currency.

Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognised corresponds directly with the value to the customer of the Company's performance completed to date, typically those contracts where invoicing is on time and material, unit price basis and no information is provided about remaining performance obligations at March 31, 2025 that have an original expected duration of one year or less, as allowed by Ind AS 115.

The aggregate value of performance obligations that are completely or partially unsatisfied as of March 31, 2025 is ₹ 18,656.24 lakhs (March 31, 2024: ₹ 48,798.43 lakhs). Out of this, the Company expects to recognise revenue of around 89.97% (March 31, 2024: 50.60%) within the next one year and the remaining thereafter. This includes contracts that can be terminated for convenience without a substantive penalty since, based on current assessment, the occurrence of the same is expected to be remote.



## Notes forming part of the Financial Statements (Contd.)

**36. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Particulars	₹ lakhs	
	March 31, 2025	March 31, 2024
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	1,150.71	414.53
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed date during the year.	198.25	493.31
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(v) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

**37. SEGMENT INFORMATION**

The Chief Executive Officer and Managing Director of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108 - operating segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by industry classes. Accordingly, the segment information has been presented for industry classes.

The Company has identified business segments as its primary segment. Business segments are primarily system integration & support and software development & services.

Each segment item reported is measured at the measure used to report to the CODM for the purposes of making decisions about allocating resources to the segment and assessing its performance.

Revenues and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities of the Company are used interchangeably amongst segments. Allocation of such assets and liabilities is not practicable and any forced allocation would not result in any meaningful segregation. Hence, assets and liabilities have not been identified to any of the reportable segments.

## Notes forming part of the Financial Statements (Contd.)

₹ lakhs

Particulars	Year to date ended	
	March 31, 2025	March 31, 2024
<b>Segment revenue</b>		
Software development & services	3,62,329.70	3,45,625.73
System integration & support services	10,575.13	9,588.84
<b>Total</b>	<b>3,72,904.83</b>	<b>3,55,214.57</b>
<b>Segment results</b>		
Software development & services	1,27,776.64	1,27,733.57
System integration & support services	1,638.26	2,452.16
<b>Total</b>	<b>1,29,414.90</b>	<b>1,30,185.73</b>
Less: Finance costs	1,898.14	2,026.07
Less: Unallocable expenditure (net of unallocable income)	24,676.36	23,292.06
<b>Profit before tax</b>	<b>1,02,840.40</b>	<b>1,04,867.60</b>
Tax expense	24,346.72	25,643.81
<b>Net profit for the year</b>	<b>78,493.68</b>	<b>79,223.79</b>

The geographic segments individually contributing 10 percent or more of the Company's revenues are shown separately:

₹ lakhs

Geographic wise Segment Revenues	For the year ended	
	March 31, 2025	March 31, 2024
India	80,904.84	71,338.06
US	1,17,506.63	1,35,324.49
Europe	1,32,409.68	1,19,689.58
Others	42,083.68	28,862.44
<b>Total</b>	<b>3,72,904.83</b>	<b>3,55,214.57</b>

### Information about major customers:

The revenues of ₹ 3,62,329.70 lakhs (Previous year ₹ 3,45,625.73 lakhs) arising from the software development and services segment includes ₹ 1,35,323.92 lakhs (Previous year ₹ 1,13,865.89 lakhs) representing revenue of more than 10% of the total revenue of the Company is from two customers.

## 38. Performance Stock Option Plan (PSOP)

### Performance Stock Option Plan (PSOP) - 2023 (the Plan)

Effective March 04, 2023, the Company instituted the Plan. The Board of Directors of the Company and shareholders authorised to introduce, offer, issue and provide share based options to eligible employees of the Company at its meeting held on January 25, 2023 and March 04, 2023 respectively. The maximum number of shares under the 2023 plan shall not exceed 3,11,000 equity shares. Further, the maximum number of Options that can be granted to any specific Employee during the tenure of this Plan shall not exceed 20,000 Options.

The options would vest on achievement of defined performance parameters as determined by Nomination and Remuneration committee. The performance parameters are based on operating performance metrics of the Company as decided by Nomination and Remuneration committee. Each of the performance parameters will be distinct for the purpose of calculation of the quantity of the shares to vest based on





## Notes forming part of the Financial Statements (Contd.)

performance. The instruments generally vests at 30-30-40 ratio over 12 to 36 months from the date of grant. Each option carries with a right to purchase one equity share of the Company at exercise price determined by Nomination and Remuneration committee at the time of grant. The exercise period is twelve months from the respective date of vesting or within three months from the resignation of employee whichever is earlier.

The movements in the options granted under the PSOP 2023 the Plan are set out below:

PSOP 2023 the Plan	Year ended March 31, 2025		Year ended March 31, 2024	
	No. of options	Weighted Average Exercise Price (₹)	No. of options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning	45,723	10.00	-	-
Granted	43,169	10.00	48,261	10.00
Exercised	8,165	10.00	-	-
Lapsed	8,018	10.00	2,538	10.00
<b>Options outstanding at the end</b>	<b>72,709</b>	<b>10.00</b>	<b>45,723</b>	<b>10.00</b>
<b>Exercisable at the end</b>	<b>2,008</b>	<b>10.00</b>	<b>-</b>	<b>10.00</b>

The weighted average fair value of stock options granted during the year was ₹ 6,924.45. The Black-Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

PSOP 2023 the plan	Year ended 31 March 2025	Year ended 31 March 2024
Exercise Price (₹)	10.00	10.00
Expected Volatility	38.84%	40.15%
Life of the options granted in years	3.00	3.00
Average risk-free interest rate	7.01%	6.98%
Expected dividend rate	0.99%	0.80%

Total employee compensation cost pertaining to PSOP 2023 the Plan during the year is ₹ 1,006.93. The weighted average remaining contractual life is of 1.13 years (March 31, 2024: 1.29 years).

Additionally, under the existing PSOP 2023 the Plan, during the current year the Company granted 3,491 options to the key management personnel (Refer Note 31).

39. The Company had in the earlier years entered into incubation agreement for providing services pertaining to promotion of business of the entrepreneurs and also providing infrastructure facilities and resources. In consideration for the services rendered shares has been allocated/transferred as under. These investments are valued at fair value through profit and loss.

Name of the Company	No shares allotted/ transferred	Face value of shares (₹)
Big V Telecom Private Limited	22,250	10.00
Sismatik Solutions Private Limited	1,000	10.00
Street Smart Mobile Technologies Private Limited	2,000	10.00

Considering probability of successful outcome of such development and the ability of these entities to commercialise the product being developed, as a matter of prudence the Company has recorded these investments at ₹ 1/-.

## Notes forming part of the Financial Statements (Contd.)

**40.** The sitting fee and commission for non-executive directors is ₹ 563.80 lakhs and ₹ 635.20 lakhs for the financial year 2024-25 and 2023-24 respectively.

### 41. ADDITIONAL REGULATORY INFORMATION - ANALYTICAL RATIOS

Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	Variance %	Reason for variance
Current Ratio (in times)	Total current assets	Total current liabilities	5.28	5.69	(7%)	
Debt-Equity Ratio (in times)	Total debt consist of Lease liabilities	Total equity	0.07	0.09	(22%)	
Debt Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + finance cost + Other non-cash adjustments	Debt service = Interest & lease payments	14.84	18.32	(19%)	
Return on Equity Ratio (in %)	Net Profit for the year	Average total equity	29.26	34.51	(15%)	
Trade Receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	3.84	3.65	5%	
Trade payables turnover ratio (in times)	Cost of materials consumed + Changes in inventories of stock-in- trade + Other expenses	Average trade payable	6.80	6.31	8%	
Net capital turnover ratio (in times)	Revenue from operations	Working capital (i.e., Total current assets less total current liabilities)	1.64	1.70	(4%)	
Net profit ratio (in %)	Net Profit for the year	Revenue from operations	21.05	22.30	(6%)	
Return on Capital employed (in %)	Profit before tax and finance cost	Capital employed = Net worth + Lease liabilities +Deferred tax liabilities	34.32	39.16	(12%)	
Return on investment (in %)	Income generated from treasury investments	Average invested funds in treasury investments	7.15	7.43	(4%)	

### 42. DIVIDENDS

During the year ended March 31, 2025, the Company paid total dividends at ₹ 70.00 (March 31, 2024 - ₹ 60.60) per equity share.

Dividends declared by the Company are based on the profit available for distribution.



## Notes forming part of the Financial Statements (Contd.)

**43.** The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on November 13, 2020, and invited suggestions from stakeholders which are under consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified. The Company will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

The Company has not traded or invested in Crypto currency or Virtual currency during the financial year.

The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the income tax act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

**44.** No funds have been advanced/loaned/invested (from borrowed funds or from share premium or from any other sources/kind of funds) by the Company to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**45. SUBSEQUENT EVENT NOTE**

On April 17, 2025, the Board of Directors of the Company have proposed a dividend of ₹ 75.00 per share in respect of the year ended March 31, 2025 subject to the approval of shareholders at the Annual General Meeting.

**As per our report of even date attached  
For B S R & Co. LLP**

*Chartered Accountants*

Firm Registration No.: 101248W/W-100022

**Ashish Chadha**

*Partner*

Membership No.: 500160

Bengaluru, April 17, 2025

**For and on behalf of the Board**

**N G Subramaniam**

Chairman

DIN: 07006215

**Gaurav Bajaj**

Chief Financial Officer

Bengaluru, April 17, 2025

**Manoj Raghavan**

Managing Director

DIN: 08458315

**Cauveri Sriram**

Company Secretary

## Notes

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## Notes

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## Notes

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## TATA ELXSI

Tata Elxsi Limited  
ITPB Road Whitefield Bengaluru 560 048  
India  
(CIN-L85110KA1989PLC009968)

Tel +91 80 2297 9123  
[www.tataelxsi.com](http://www.tataelxsi.com)

For information or queries, please contact:  
[investors@tataelxsi.com](mailto:investors@tataelxsi.com)

