

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L85110KA1989PLC009968

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACT7872Q

(ii) (a) Name of the company

TATA ELXSI LIMITED

(b) Registered office address

ITPL ROAD  
WHITEFIELD ROAD  
BANGALORE  
Karnataka  
560048

(c) \*e-mail ID of the company

cauveri.s@tataelxsi.co.in

(d) \*Telephone number with STD code

08022979316

(e) Website

www.tataelxsi.com

(iii) Date of Incorporation

30/03/1989

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE	1
2	National Stock Exchange Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U74999MH2018PTC307859

Pre-fill

Name of the Registrar and Transfer Agent

TSR CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

23/06/2022

(b) Due date of AGM

24/09/2022

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	98

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Tata Sons Private Limited	U99999MH1917PTC000478	Holding	42.22

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	70,000,000	62,303,840	62,276,440	62,276,440
Total amount of equity shares (in Rupees)	700,000,000	623,038,400	622,764,400	622,764,400

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	70,000,000	62,303,840	62,276,440	62,276,440
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	700,000,000	623,038,400	622,764,400	622,764,400

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
At the beginning of the year	1,776,463	60,499,977	62276440	622,764,400	622,764,400	

<b>Increase during the year</b>	0	141,610	141610	1,416,100	1,416,100	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		141,610	141610	1,416,100	1,416,100	
Conversion of Physical to Demat						
<b>Decrease during the year</b>	141,610	0	141610	1,416,100	1,416,100	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	141,610		141610	1,416,100	1,416,100	
Conversion of physical to demat						
<b>At the end of the year</b>	1,634,853	60,641,587	62276440	622,764,400	622,764,400	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE670A01012

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debtentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>		
Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>		
Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

24,707,992,170

**(ii) Net worth of the Company**

16,009,029,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	27,448,919	44.08	0	
10.	Others	0	0	0	
	<b>Total</b>	27,448,919	44.08	0	0

**Total number of shareholders (promoters)**

2

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	20,656,379	33.17	0	
	(ii) Non-resident Indian (NRI)	893,188	1.43	0	
	(iii) Foreign national (other than NRI)	191	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	770,802	1.24	0	
4.	Banks	900	0	0	
5.	Financial institutions	250,000	0.4	0	
6.	Foreign institutional investors	8,191,246	13.15	0	
7.	Mutual funds	1,966,418	3.16	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,967,445	3.16	0	
10.	Others Trust, FFI and AIF	130,952	0.21	0	
	<b>Total</b>	34,827,521	55.92	0	0

**Total number of shareholders (other than promoters)**

413,750

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

413,752

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

305

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
The Boeing Company	Jpmorgan Chase Bank N.A.India Su			7,720	0.01
St. James&apos;s Place	Hsbc Securities Services 11th Floor			726,482	1.17
Vanguard Emerging M	Jpmorgan Chase Bank N.A.India Su			475,661	0.76
Vanguard Total Intern	Jpmorgan Chase Bank N.A.India Su			439,178	0.71
Bnp Paribas Arbitrage	Bnp Paribas House1 North Avenue			383,918	0.62
Ishares Core Emerging	Citibank N.A. Custody ServicesFifc			319,902	0.51
Wasatch Emerging Inc	Deutsche Bank Ag, Db HouseHaza			268,699	0.43
Government Pension	Citibank N.A. Custody ServicesFifc			260,404	0.42
Stichting Depository A	Jpmorgan Chase Bank N.A.India Su			199,193	0.32
William Blair Emerging	Hsbc Securities Services 11th Floor			197,737	0.32
Vanguard Fiduciary Tr	Jpmorgan Chase Bank N.A.India Su			175,887	0.28
Al Mehwar Commercia	Hsbc Securities Services 11th Floor			155,405	0.25
Ups Group Trust	Deutsche Bank Ag, Db HouseHaza			143,323	0.23
Employees Retirement	Hsbc Securities Services11th Floor			137,764	0.22
Emerging Markets Cor	Citibank N.A. Custody ServicesFifc			129,291	0.21
Emerging Markets Sm	Jpmorgan Chase Bank N.A.India Su			111,065	0.18
Kuwait Investment Au	Citibank N.A. Custody ServicesFifc			99,577	0.16

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
The Emerging Markets	Citibank N.A. Custody ServicesFifc			97,195	0.16
Spirit Super	Citibank N.A. Custody ServicesFifc			96,883	0.16
Legal And General Ass	Citibank N.A. Custody ServicesFifc			92,547	0.15
Bofa Securities Europe	Citibank N.A. Custody ServicesFifc			88,432	0.14
Ishares Core Msci Em I	Citibank N.A. Custody ServicesFifc			75,370	0.12
Wasatch Emerging Ma	Deutsche Bank Ag, Db HouseHaza			74,984	0.12
State Street Global Sm	Hsbc Securities Services 11th Floor			74,001	0.12
Emerging Markets Sm	Jpmorgan Chase Bank N.A.India Su			72,789	0.12

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	191,907	413,750
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	5	1	5	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
N.G.Subramaniam	07006215	Director	0	
Shyamala Gopinath	02362921	Director	0	
Sudhakar Rao	00267211	Director	0	
Prof.Anurag Kumar	03403112	Director	0	
Ankur Verma	07972892	Director	0	
Manoj Raghavan	08458315	Managing Director	2,000	
Gaurav Bajaj	AIDPB3006C	CFO	0	
Cauveri Sriram	AUCPS4056J	Company Secretar	45	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Prof. Anurag Kumar	03403112	Additional director	25/06/2021	Change in designation
Gopalakrishnan Vaidyar	AAQPV0100N	Company Secretar	28/02/2022	Cessation
MURALIDHARAN H V	AGJPM2627C	CFO	31/07/2021	Cessation
Gaurav Bajaj	AIDPB3006C	CFO	01/08/2021	Appointment
Cauveri Sriram	AUCPS4056J	Company Secretar	01/03/2022	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/06/2021	231,076	117	42.37

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/04/2021	6	6	100
2	15/07/2021	6	6	100
3	22/10/2021	6	6	100
4	17/12/2021	6	6	100
5	18/01/2022	6	6	100

**C. COMMITTEE MEETINGS**

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/04/2021	3	3	100
2	Audit Committee	15/07/2021	3	3	100
3	Audit Committee	15/07/2021	3	3	100
4	Audit Committee	22/10/2021	3	3	100
5	Audit Committee	18/01/2022	3	3	100
6	Audit Committee	18/01/2022	3	3	100
7	Nomination An	22/04/2021	3	3	100
8	Nomination An	18/01/2022	3	3	100
9	Risk Management	21/04/2021	3	2	66.67
10	Risk Management	22/10/2021	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	N.G.Subramaniam	5	5	100	4	3	75	Yes
2	Shyamala Gopinath	5	5	100	8	8	100	Yes
3	Sudhakar Rao	5	5	100	8	8	100	Yes
4	Prof.Anurag K	5	5	100	2	2	100	Yes
5	Ankur Verma	5	5	100	6	6	100	Yes
6	Manoj Raghavan	5	5	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Manoj Raghavan	MD & CEO	17,430,804	40,000,000	0	7,381,935	64,812,739
	Total		17,430,804	40,000,000	0	7,381,935	64,812,739

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MURALIDHARAN H	CFO	2,345,090	0	0	23,864,675	26,209,765
2	Gaurav Bajaj	CFO	3,219,266	0	0	312,390	3,531,656
3	opalakrishnan Vaidy	Company Secre	26,700,757	0	0	389,880	27,090,637
4	Cauveri Sriram	Company Secre	170,185	0	0	11,691	181,876
	Total		32,435,298	0	0	24,578,636	57,013,934

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N.G.Subramaniam	Chairman	0	0	0	120,000	120,000
2	Shyamala Gopinath	Director	0	19,200,000	0	225,000	19,425,000
3	Sudhakar Rao	Director	0	18,700,000	0	270,000	18,970,000
4	Anurag Kumar	Director	0	15,100,000	0	150,000	15,250,000
5	Ankur Verma	Director	0	0	0	165,000	165,000
	Total		0	53,000,000	0	930,000	53,930,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SUVINDER SINGH DHANJAL

Whether associate or fellow

Associate  Fellow

Certificate of practice number

15966

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

RAGHAVA Date: 2022.08.16  
N MANOJ 11:40:29 +05'30'

DIN of the director

08458315

**To be digitally signed by**

CAUVERI Date: 2022.08.16  
SRIRAM 11:41:56 +05'30'

Company Secretary

Company secretary in practice

Membership number

54168

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

EX_Transfer_Transaction_31032022.pdf
FII details-2021-22.pdf
Additional Details for MGT-7 -21-22.pdf
Form MGT 8.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**





**Form No. MGT-8**

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **Tata Elxsi Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March , 2022. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed therefor;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within the prescribed time;
  4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
  5. closure of Register of Members / Security holders, as the case may be.
  6. advances/loans were made to its directors and/or persons or firms or companies referred in section 185 of the Act; Not applicable
  7. contracts/arrangements were made with related parties as specified in section 188 of the Act;
  8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
  9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
  10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;





11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. acceptance/ renewal/ repayment of deposits; Not applicable
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

For S. S. Dhanjal & Co.

(Suvinder Singh Dhanjal)

C.P. No. : 15966

PR No: 1938/2022

UDIN: F004444D000796125

Place: Jamshedpur

Date : 16<sup>th</sup> August , 2022

Note: This report is to be read along with our letter of even date which is annexed as Annexure A to MGT – 8 and forms an integral part of this report.



To

Tata Elxsi Limited

Our certificate on the Annual Return (Form MGT 8) of even date is to be read along with this letter.

1. Maintenance of the Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these 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 test basis to ensure that correct facts are reflected in the Annual Return (Form MGT - 7). We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. The compliance of the provisions of the Companies Act, 2013, Rules , Regulations and Standards is the responsibility of the management. Our examination was limited to the verification of records on test basis.

For S. S. Dhanjal & Co.

(Suvinder Singh Dhanjal)

C.P. No. : 15966

PR No: 1938/2022

UDIN : F004444D000796125

Place: Jamshedpur

Date : 16th August, 2022