

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]



Annual Return

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

gvnathan@tataelxsi.co.in

(d) *Telephone number with STD code

08022979123

(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 DARASHAW 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 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(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)	0	0		

(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
Equity shares				
At the beginning of the year	62,276,440	622,764,400	622,764,400	

Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
NA				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NA				
At the end of the year	62,276,440	622,764,400	622,764,400	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
NA				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NA				
At the end of the year	0	0	0	

(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/Debentures 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		21/07/2020	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

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) *Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			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
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	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
Total					

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

18,261,597,000

(ii) Net worth of the Company

13,521,715,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		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)	27,730,264	44.53	0	
10.	Others	0	0	0	
	Total	27,730,264	44.53	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	20,578,102	33.04	0	
	(ii) Non-resident Indian (NRI)	991,185	1.59	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	426,857	0.69	0	
4.	Banks	1,000	0	0	
5.	Financial institutions	2,300	0	0	
6.	Foreign institutional investors	7,513,942	12.07	0	
7.	Mutual funds	2,487,073	3.99	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,101,171	3.37	0	
10.	Others Trust and AIF	444,546	0.71	0	
	Total	34,546,176	55.46	0	0

Total number of shareholders (other than promoters)

191,907

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

191,909

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

169

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
VANGUARD TOTAL IN +	JPMORGAN CHASE BANK N.A. IND +			461,009	0.74
VANGUARD EMERGIN +	JPMORGAN CHASE BANK N.A. IND +			460,580	0.74
SOMERSET EMERGING +	CITIBANK N.A. CUSTODY SERVICES +			343,737	0.55
ISHARES CORE EMERG +	CITIBANK N.A. CUSTODY SERVICES +			311,460	0.5
THE NORTHERN TRUS +	CITIBANK N.A. CUSTODY SERVICES +			261,697	0.42
J P MORGAN FUNDS	JPMORGAN CHASE BANK N.A. IND +			258,550	0.42
UPS GROUP TRUST	DEUTSCHE BANK AG, DB HOUSE H +			232,707	0.37
SOMERSET SMALL MI +	CITIBANK N.A. CUSTODY SERVICES +			211,759	0.34

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CALIFORNIA STATE TE +	DEUTSCHE BANK AG, DB HOUSE, H +			211,588	0.34
GOVERNMENT PENSIC +	CITIBANK N.A. CUSTODY SERVICES +			197,896	0.32
INVESCO INDIA EQUIT +	DEUTSCHE BANK AG, DB HOUSE H +			190,000	0.31
CITY OF NEW YORK GF +	DEUTSCHE BANK AG DB HOUSE, H +			173,427	0.28
ACADIAN EMERGING I +	DEUTSCHE BANK AG, DB HOUSE H +			150,610	0.24
VANGUARD FTSE ALL- +	DEUTSCHE BANK AG DB HOUSE, H +			149,477	0.24
VANGUARD FIDUCIAR +	JPMORGAN CHASE BANK N.A. IND +			141,720	0.23
WILLIAM BLAIR EMERG +	DEUTSCHE BANK AG, DB HOUSE H +			120,079	0.19
EMERGING MARKETS C +	CITIBANK N.A. CUSTODY SERVICES +			118,889	0.19
HAND COMPOSITE EM +	DEUTSCHE BANK AG, DB HOUSE, H +			117,549	0.19
SUPERANNUATION AF +	CITIBANK N.A. CUSTODY SERVICES +			116,645	0.19
EMERGING MARKETS S +	JPMORGAN CHASE BANK N.A. IND +			103,743	0.17
THE EMERGING MARK +	CITIBANK N.A. CUSTODY SERVICES +			97,195	0.16
CALIFORNIA STATE TE +	DEUTSCHE BANK AG, DB HOUSE, H +			96,935	0.16
WILLIAM BLAIR SICAV +	CITIBANK N.A. CUSTODY SERVICES +			95,571	0.15
ALCHEMY INDIA LONG +	STANDARD CHARTERED BANK Sec +			90,000	0.14
FLORIDA RETIREMENT +	DEUTSCHE BANK AG, DB HOUSE, H +			89,288	0.14

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)	135,865	191,907
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
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	5	1	5	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	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	
Mrs. 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	
Gopalakrishnan Vaidyanathan	AAQPV0100N	Company Secretary	104	
H. V. Muralidharan	AGJPM2627C	CEO	100	

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

2

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.M.S. Ananth	00482391	Director	15/11/2020	Cessation
Prof. Anurag Kumar	03403112	Additional director	15/11/2020	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	21/07/2020	146,912	115	0.42

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/04/2020	6	6	100
2	21/07/2020	6	6	100
3	28/08/2020	6	6	100
4	14/10/2020	6	6	100
5	18/12/2020	6	6	100
6	12/01/2021	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

9

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

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	20/04/2020	3	3	100
2	Audit Committee	21/07/2020	3	3	100
3	Audit Committee	14/10/2020	3	3	100
4	Audit Committee	11/01/2021	3	2	66.67
5	Audit Committee	12/01/2021	3	3	100
6	Nomination and Remuneration Committee	20/04/2020	3	3	100
7	Nomination and Remuneration Committee	14/10/2020	3	3	100
8	Risk Management Committee	03/04/2020	3	3	100
9	Risk Management Committee	14/10/2020	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	
								(Y/N/NA)
1	N.G.Subramanian	6	6	100	4	4	100	
2	Mrs. Shyamalakumari	6	6	100	9	9	100	
3	Sudhakar Rao	6	6	100	9	9	100	
4	Prof.Anurag K	2	2	100	0	0	0	
5	Ankur Verma	6	6	100	5	4	80	
6	Manoj Raghavan	6	6	100	3	3	100	

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	13,860,276	25,000,000	0	5,269,560	44,129,836
	Total		13,860,276	25,000,000	0	5,269,560	44,129,836

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Gopalakrishnan Vairavan	Company Secretary	9,332,405	0	0	389,772	9,722,177
2	MURALIDHARAN P	CFO	12,773,160	0	0	778,896	13,552,056
	Total		22,105,565	0	0	1,168,668	23,274,233

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N.G.Subramaniam	Chairman	0	0	0	150,000	150,000
2	Shyamala Gopinath	Director	0	16,000,000	0	225,000	16,225,000
3	M.S. Ananth	Director	0	8,800,000	0	135,000	8,935,000
4	Sudhakar Rao	Director	0	13,400,000	0	225,000	13,625,000
5	Anurag Kumar	Director	0	1,800,000	0	30,000	1,830,000
6	Ankur Verma	Director	0	0	0	150,000	150,000
	Total		0	40,000,000	0	915,000	40,915,000

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
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(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

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number

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:

- 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.
- 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

DIN of the director

To be digitally signed by

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

7368

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

Attach

Attach

Attach

Attach

List of attachments

Additional Details for MGT-7 -20-21.pdf

FII Details 20-21.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