

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 (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

(b) Due date of AGM

30/09/2022

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	1,850,664	60,425,776	62276440	622,764,400	622,764,400	

Increase during the year	0	0	0	0	0	0
i. Pubic 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						
Conversion from Physical to demat						
Decrease during the year	0	0	0	0	0	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				0	0	
Conversion from Physical to demat						
At the end of the year	1,850,664	60,425,776	62276440	622,764,400	622,764,400	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
Decrease during the year	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						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(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		25/06/2021	
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			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

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			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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
Partly convertible debentures	0		0
Fully convertible debentures	0		0

Particulars	Number of units	Nominal value per unit	Total value
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

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	
	Total	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	
	Total	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'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 St			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
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	
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	

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 and Remuneration Committee	22/04/2021	3	3	100
8	Nomination and Remuneration Committee	18/01/2022	3	3	100
9	Risk Management Committee	21/04/2021	3	2	66.67
10	Risk Management Committee	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	
								(Y/N/NA)
1	N.G.Subramaniam	5	5	100	4	3	75	
2	Shyamala Gopinath	5	5	100	8	8	100	
3	Sudhakar Rao	5	5	100	8	8	100	
4	Prof.Anurag K	5	5	100	2	2	100	
5	Ankur Verma	5	5	100	6	6	100	
6	Manoj Raghavan	5	5	100	0	0	0	

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	3,307,601	0	0	557,190	3,864,791
3	opalakrishnan Vaidya	Company Secretary	4,466,204	0	0	22,824,433	27,290,637
4	Cauveri Sriram	Company Secretary	170,185	0	0	11,691	181,876
	Total		10,289,080	0	0	47,257,989	57,547,069

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

DIN of the director

08458315

To be digitally signed by

☐ Company Secretary

☒ Company secretary in practice

Membership number

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****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