



May 20, 2025

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

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

Dear Sirs / Madam,

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2025.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclose the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2025, issued by Ms. Jayashree Parthasarathy of M/s. Jayashree Parthasarathy & Co., Company Secretaries.

You are requested to please take the same on record.

Yours faithfully,
For Tata Elxsi Limited

Cauveri Sriram
Company Secretary & Compliance Officer

TATA ELXSI

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JAYASHREE PARTHASARATHY & Co.
Company Secretaries
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Bangalore 560 050
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**SECRETARIAL COMPLIANCE REPORT OF TATA ELXSI LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025
[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

We Jayashree Parthasarathy & Co, Company Secretary in practice have examined:

- (a) all the documents and records made available to us and explanation provided by Tata Elxsi Limited ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined and includes:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the review period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the review period)**.
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable during the review period)**.

and the circulars/guidelines issued thereunder:

Based on the above examinations, we hereby report that, during the Review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars and guidelines issued thereunder, except in respect of the matters specified below:



Sl. no	Compliance Requirement (Regulations/ circulars guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action taken	Type of action	Details of violations	Fine amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
NIL										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports

Sl. No	Observations/ Remarks Of the Practicing Company Secretary in the previous reports)	Observations made in the secretarial compliance report for the year ended March 31, 2025.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

Based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has taken the actions to comply with the observations made in previous reports. **NOT APPLICABLE**
- (c) We hereby confirm that, the listed entity has complied with the requirements for disclosure of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the SEBI Listing Regulations read with the SEBI Circular for implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities dated December 31, 2024.

We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sl.No	Particulars	Compliance Status Yes/ no/ not applicable (NA)	Observation/remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	None
2	Adoption and timely updation of the Policies:		



	<p>i. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>ii. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>	YES	None
3	Maintenance and disclosures on Website:		
	<p>i. The Listed entity is maintaining a functional website</p> <p>ii. Timely dissemination of the documents/ information under a separate section on the website</p> <p>iii. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</p>	YES	None
4	Disqualification of Director:		
	None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	None
5	Details related to Subsidiaries of listed entities have been examined w.r.t		
	A. Identification of material subsidiary companies	NA	The company does not have any subsidiary company
	B. Disclosure requirement of material as well as other subsidiaries	NA	
6	Preservation of Documents:		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	None
7	Performance Evaluation:		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	YES	None
8	Related Party Transactions:		
	<p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p> <p>b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee in case no prior approval has been obtained.</p>	<p>Yes</p> <p>NA</p>	<p>-</p> <p>There were no such transactions during the reporting period</p>
9	Disclosure of events or information:		
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	YES	None
10	Prohibition of Insider Trading:		
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	None
11	Actions taken by SEBI or Stock Exchange(s), if any:		
	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating	YES	None



	Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		
12	Resignation of Statutory Auditors from the listed entity or its material subsidiary:		
	In case of resignation of statutory Auditor from the listed entity or any of its material subsidiary during the financial year, the listed entity/ and or its material subsidiary has complied with paragraph 6.1 and 6.2 of section V -D of Chapter V of the master circular on compliance with LODR Regulations with listed entity	NA	None
13	Additional non-compliances, if any:		
	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc except as reported above	NA	None

Assumptions & limitation of scope and review:

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

Place: Bangalore
Date: 25/04/2025

For Jayashree Parthasarathy & Co
Company Secretaries
ICSI unique code S2018KR608600



Jayashree Parthasarathy
FCS No 4610; CP NO. 1988
UDIN F004610G000199970
PR No. 2603/2022