

**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

(I) (a) Statement showing Shareholding Pattern

<b>Name of the Company:</b>		<b>Tata Elxsi Limited</b>			
<b>Scrip Code, Name of the scrip, class of security:</b>		<b>500408</b>			
<b>Quarter Ended:</b>		<b>31st December 2011</b>			
<b>Partly paid-up shares:-</b>		<b>No. of partly paid-up</b>	<b>As a % of total no. of</b>	<b>As a % of total no. of</b>	
Held by Promoter / Promoters Group		0	0.00	0.00	
Held by public		0	0.00	0.00	
<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0.00</b>	
<b>Outstanding convertible securities:-</b>		<b>No. of outstanding</b>	<b>As a % of total No. of</b>	<b>As a % of total no. of</b>	
Held by Promoter / Promoters Group		0	0.00	0.00	
Held by public*					
1) FCCBs		0	0.00	0.00	
2) CARs		0	0.00	0.00	
<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0.00</b>	
<b>Warrants:-</b>		<b>No. of warrants</b>	<b>As a % of total no. of</b>	<b>As a % of total no. of</b>	
Held by Promoter / Promoters Group				0.00	
Held by public		0	0.00	0.00	
<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0.00</b>	
<b>Total paid-up capital of the company assuming full conversion of</b>		<b>0</b>			

  

Category code (I)	Category of Shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a Percentage (IX)=(VIII) / (IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group Indian</b>							
(a)	Individuals / Hindu Undivided Family	0	0	0	0.00	0.00	0	0
(b)	Central Government / State Governments(s)	0	0	0	0.00	0.00	0	0
(c)	Bodies Corporate	4	14047632	14047632	45.11	45.11	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0
(e)	Any Other (Trust)	0	0	0	0.00	0.00	0	0
	<b>Sub-Total (A) (1)</b>	<b>4</b>	<b>14047632</b>	<b>14047632</b>	<b>45.11</b>	<b>45.11</b>	<b>0</b>	<b>0.00</b>
<b>(2)</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0.00	0	0
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0
(c)	Institutions	0	0	0	0.00	0.00	0	0
(d)	Any Other (specify)	0	0	0	0.00	0.00	0	0
	<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter and Promoter Group</b>		<b>4</b>	<b>14047632</b>	<b>14047632</b>	<b>45.11</b>	<b>45.11</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Public Shareholding Institutions</b>							
(a)	Mutual Funds / UTI	4	936335	936135	3.01	3.01		
(b)	Financial Institutions / Banks	5	3415	3215	0.01	0.01		
(c)	Central Government / State Governments(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	2	2248990	2248990	7.22	7.22		
(f)	Foreign Institutional Investors	10	686389	684089	2.20	2.20		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Any Other (specify)	0	0	0	0.00	0.00		
(h - i)	Foreign Institutional Investors - DR	0	0	0	0.00	0.00		
(h - ii)	Foreign Bodies - DR	0	0	0	0.00	0.00		
(h - iii)	Foreign National - DR	0	0	0	0.00	0.00		
	<b>Sub-Total (B) (1)</b>	<b>21</b>	<b>3875129</b>	<b>3872429</b>	<b>12.44</b>	<b>12.44</b>	<b>0.00</b>	<b>0.00</b>
<b>(2)</b>	<b>Non-Institutions</b>							
(a)	Bodies Corporate	970	2043576	2038475	6.56	6.56		
(b)	Individuals -							
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	55272	10196009	8437323	32.74	32.74		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	41	968762	968762	3.11	3.11		
(c)	Any Other (specify)							
i	Foreign Corporate Bodies	0	0	0	0.00	0.00		
ii	Trust	5	4012	4012	0.01	0.01		
iii	Directors & Relatives	3	3100	3100	0.01	0.01		
	<b>Sub-total (B) (2)</b>	<b>56291</b>	<b>13215459</b>	<b>11451672</b>	<b>42.44</b>	<b>42.44</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>		<b>56312</b>	<b>17090588</b>	<b>15324101</b>	<b>54.89</b>	<b>54.89</b>	<b>0.00</b>	<b>0.00</b>
<b>TOTAL (A)+(B)</b>		<b>56316</b>	<b>31138220</b>	<b>29371733</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>							
(1)	Promoter and Promoter Group	0	0	0		0.00		
(2)	Public	0	0	0		0.00		
<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>56316</b>	<b>31138220</b>	<b>29371733</b>		<b>100.00</b>	<b>0</b>	<b>0.00</b>



(I) (b) Statement showing holding of securities (including shares,warrants,convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Encumbered Share			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (XII)
		No. of Shares held (III)	As a % of Grand Total (A)+(B)+(C) (IV)	Number of Shares (V)	As a Percentage (VI)=(V)/(III) *100	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) (VII)	No. of warrants held (VIII)	As a % of total numbers of warrants of the same class (IX)	No. of convertible securities held (X)	As a % of total numbers of convertible securities of same class (XI)	
1	TATA SONS LIMITED	13147632	42.22	-	-	-	-	-	-	-	-
2	TATA INVESTMENT CORPORATION LIMITED	900000	2.89	-	-	-	-	-	-	-	-
	<b>TOTAL</b>	<b>14047632</b>	<b>45.11</b>	-	-	-	-	-	-	-	-

(I) (c) Statement showing holding of securities (including shares,warrants,convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I) (a) above)	No. of warrants held	As a % of total number of warrants of the same class	No. of convertible securities held	% w.r.t. total number of convertible securities of same class	
1	LIFE INSURANCE CORPORATION OF INDIA	2248990	7.22	-	-	-	-	-
2	RELIANCE CAP TRUSTEE CO.LTD.-A/RELIANCESMALL CAP F	510000	1.64	-	-	-	-	-
3	DSP BLACKROCK MICRO CAP FUND	326135	1.05	-	-	-	-	-
4	CITIGROUP GLOBAL MARKETS MAURITIUS PVT LTD	315970	1.01	-	-	-	-	-
	<b>TOTAL</b>	<b>3401095</b>	<b>10.92</b>	-	-	-	-	-

(I) (c) Statement showing holding of securities (including shares,warrants,convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I) (a) above)	No. of warrants held	As a % of total number of warrants of the same class	No. of convertible securities held	% w.r.t. total number of convertible securities of same class	
1	LIFE INSURANCE CORPORATION OF INDIA	2248990	7.22	-	-	-	-	-
	<b>TOTAL</b>	<b>2248990</b>	<b>7.22</b>	-	-	-	-	-

(I) (d) Statement showing details of locked-in shares

Sr. No.	Name of the Shareholder	Category of Shareholders (Promoters / Public)	Number of locked-in Shares	Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above)
1				0.00
	<b>TOTAL</b>		<b>0</b>	<b>0.00</b>

(II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above)
1				0.00
	<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

(III) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'Promoter / Promoter Group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)
			NIL	
	<b>TOTAL</b>		<b>0</b>	<b>0.00</b>



**(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer**  
**Quarter ended : 31st December, 2011**

**Name of the Company : TATA ELXSI LIMITED**

**Scrip Code : 500408**

Category code (I)	Category of Shareholder (II)	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>						
<b>(1)</b>	<b>Indian</b>						
	Individuals / Hindu Undivided						
(a)	Family						
(b)	Central Government / State Governments(s)						
(c)	Bodies Corporate						
(d)	Financial Institutions / Banks						
(e)	Any Other (Trust)						
	<b>Sub-Total (A) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(2)</b>	<b>Foreign</b>						
	Individuals (Non-Resident						
	Individuals / Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other (specify)						
	<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(B)</b>	<b>Public Shareholding</b>						
<b>(1)</b>	<b>Institutions</b>						
(a)	Mutual Funds / UTI						
(b)	Financial Institutions / Banks						
(c)	Central Government / State Governments(s)						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investors						
(h)	Any Other (specify)						
	<b>Sub-Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(2)</b>	<b>Non-Institutions</b>						
(a)	Bodies Corporate						
(b)	Individuals -						
	Individual shareholders holding nominal share capital upto Rs. 1						
	Individual shareholders holding nominal share capital in excess of						
ii	Rs. 1 lakh						
(c)	Any Other (specify)						
i	Trusts						
ii	Foreign Corporate Bodies						
	<b>Sub-total (B) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Note**

**Only one class of Securities is issued by the Company, hence column (III) (a) is not applicable**

