



May 29, 2019

DGM – Corporate Relations
Bombay Stock Exchange Ltd.
Pharoses Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

The Listing Department
National Stock Exchange
Exchange Plaza
Plot No. C-1, Block G
Bandra – Kurla Complex
Bandra (East)
Mumbai – 400 051

Dear Madam/ Sir,

Sub: Annual Secretarial Compliance Report for the Financial Year 2018-19

Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of Tata Elxsi Limited, for the year ended March 31, 2019, certified by Ms. Jayashree Parthasarathy of Jayashree Parthasarathy & Co, Company Secretaries.

This is for your information and record.

Yours truly,
For Tata Elxsi Limited

G. Vaidyanathan
General Counsel and Company Secretary

Encl: As above

engineering creativity

TATA ELXSI

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Tel +91 80 2297 9123 Fax +91 80 2841 1474
www.tataelxsi.com

(CIN L85110KA1989PLC009968)

JAYASHREE PARTHASARATHY M.Com. LLB ,FCS
Company Secretary
#217, 6th Cross, S.B.M. Colony,
Bangalore 560 050
Phone 26798429; 99866 49498
Email parthajaya@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF TATA ELXSI LIMITED
FOR THE YEAR ENDED 31ST MARCH 2019**

We, Jayashree Parthasarathy & Co, Company Secretaries 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 certification,

for the year ended 31st March 2019 ("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, include: -

- (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; **(not attracted during the year under review).**



- (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 attracted during the year under review).**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not attracted during the year under review).**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable).**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(not applicable).**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and 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 maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any.
	Nil	Nil	Not applicable	nil



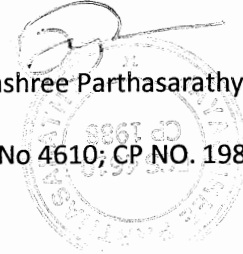
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE

For Jayashree Parthasarathy & Co
Company Secretaries

Jayashree Parthasarathy

FCS No 4610; CP NO. 1988



Place: Bangalore
Date: 28/05/2019