



COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,

The Members,

Tata Elxsi Limited

ITPB Road, Whitefield,

Bengaluru, Karnataka – 560048

We have been appointed by the Board of Directors of **Tata Elxsi Limited** (hereinafter referred to as 'the Company') having **CIN: L85110KA1989PLC009968** and having its registered office at, **ITPB Road, Whitefield, Bengaluru, Karnataka – 560048** at its meeting held on April 17, 2025, as the Secretarial Auditors of the Company.

This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations") for the year ended March 31, 2026.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented "**Tata Elxsi Limited- Performance Stock Option Plan- 2023**", in accordance with the Regulations and the Special Resolution(s) passed through postal Ballot dated March 04, 2023.



For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Schemes received from the Company.
2. Articles of Association of the Company.
3. Resolutions passed at the meeting of the Board of Directors.
4. Shareholders resolutions passed through Postal Ballot.
5. Minutes of the meetings of the Compensation/NRC Committee.
6. Detailed terms and conditions of the scheme as approved by Compensation/ NRC Committee.
7. Details of acceptance of Application money received under the scheme(s);
8. Exercise Price / Pricing formula.
9. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations.
10. Disclosure by the Board of Directors.
11. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder.
12. Other relevant document / filing / records / information as sought and made available to us and the explanations provided by the Company.

Further, we have been informed by the Company that the relevant Accounting Standards relating to ESOPs as prescribed by the Central Government have been complied with.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its officers, we certify that the Company has implemented the “**Tata Elxsi Limited- Performance Stock Option Plan- 2023**”, schemes in accordance with the applicable provisions of the Regulations and Special Resolution passed by the Members of the Company through Postal Ballot on March 04, 2023.



Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information, and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

**For V SREEDHARAN & ASSOCIATES
Company Secretaries**



**(V. Sreedharan)
Partner
FCS: 2347; CP No. 833**



**Date: April 21, 2026
Place: Bengaluru
UDIN: F002347H000161211
Peer Review Certificate No. 5543/2024**