



June 01, 2026

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
Scrip Code: 500408

**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C-1, Block G  
Bandra – Kurla Complex, Bandra (East)  
Mumbai – 400 051  
NSE Symbol: TATAELXSI

Dear Sirs/Madam,

**Sub: Notice convening the 37<sup>th</sup> Annual General Meeting and Integrated Annual Report for financial year 2025-26**

The 37<sup>th</sup> Annual General Meeting ('AGM') of the Company will be held on **Wednesday, June 24, 2026, at 10:30 a.m. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), please find enclosed the Integrated Annual Report along with the Notice of the 37<sup>th</sup> AGM and other Statutory Reports of Tata Elxsi Limited ('the Company') for FY 2025-26.

The same is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/its Registrar and Transfer Agent (RTA)/Depository Participants (DPs). Further, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to those shareholders whose e-mail addresses are not registered with Company/RTA/DPs providing the weblink from where the Integrated Annual Report can be accessed on the Company's website.

The Integrated Annual Report for FY 2025-26 is also available on the Company's website and can be accessed at <https://www.tataelxsi.com/investors>.

This is for your information and records.

Yours faithfully,  
**For Tata Elxsi Limited**

**SNEHA**  
**VIJAYAKUMAR**

Digitally signed by SNEHA  
VIJAYAKUMAR  
Date: 2026.06.01 16:20:00 +05'30'

**Sneha V**  
**Company Secretary & Compliance Officer**

Encl.: As above

**TATA ELXSI**

Registered Office **Tata Elxsi Limited** ITPB Road Whitefield Bangalore 560 048 India  
Tel +91 80 2297 9123 Fax +91 80 2841 1474  
[www.tataelxsi.com](http://www.tataelxsi.com)

**TATA ELXSI**

Integrated Annual Report  
2025-26



**Future  
Focus**



**Jamsetji Nusserwanji Tata**

March 03, 1839 - May 19, 1904

◆ —◆◆◆—◆  
In a free enterprise, the community  
is not just another stakeholder in  
business, but is in fact the very  
purpose of its existence.



# Corporate Information

## Board of Directors



**Mr. N. Ganapathy Subramaniam**  
Chairman  
Non-Independent  
Non-Executive Director



**Prof. Anurag Kumar**  
Independent  
Non-Executive Director



**Ms. Ashu Suyash**  
Independent  
Non-Executive Director



**Mr. Soumitra Bhattacharya**  
Independent  
Non-Executive Director



**Mr. Ankur Verma**  
Non-Independent  
Non-Executive Director



**Mr. Manoj Raghavan**  
Managing Director & CEO



- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Ethics Committee

### Key Managerial Personnel (KMP)

**Mr. Manoj Raghavan**  
Managing Director & CEO

**Mr. Gaurav Bajaj**  
Chief Financial Officer  
(resigned w.e.f. May 29, 2026)

**Mr. Nalin Rana**  
Chief Financial Officer  
(appointed w.e.f. May 30, 2026)

**Ms. Sneha V**  
Company Secretary & Compliance Officer

### Statutory Auditors

BSR & Co. LLP Chartered Accountants

### Registered & Corporate Office

**Tata Elxsi Limited**  
ITPB Road Whitefield  
Bengaluru – 560 048, India  
Email: investors@tataelxsi.com  
Website: www.tataelxsi.com

### Registrar & Share Transfer Agent

**MUFG Intime India Private Limited**  
(Formerly known as Link Intime India Private Limited)  
C-101, 1<sup>st</sup> Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)  
Mumbai – 400 083, India

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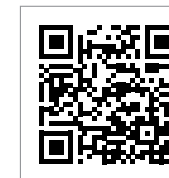
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For more investor-related information, please scan the QR code



Or visit: <https://www.tataelxsi.com/investors>

Disclaimer: This document contains statements about expected future events and financials of Tata Elxsi ('the Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements, as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

From the Chairman's Desk

# From the Chairman's Desk

## Dear Stakeholders,

The financial year 2025-26, according to the World Economic Forum, was marked by significant global shifts, increased geopolitical conflicts, acceleration of AI as a transformative technology and constant redefinition of relevance for talent and skills desired. Tariffs and trade have gone through major shifts while energy transition, especially in terms of investments in clean energy and batteries, and share of electric vehicles (EVs) in the marketplace, have seen significant progress.

AI is at the center of transformation across businesses, and the impacts are felt across major functional areas. It now plays a significant role in accelerating the outcome of every activity, be it product design, content creation, compliance verification, quality assurance or in enabling reasoned information for quick decision making.

Strategic management of technology and innovation will become even more critical and fast paced, especially as it applies to sustainable infrastructure, AI-first approaches, rapid scaling of skilling initiatives, and, above all, privacy and security of both consumers and the organisation.

In such a business environment, your Company continues to remain resolute in delivering world-class embedded systems and product design solutions to its growing customer base. Our integrated offerings leveraging our capabilities in research, innovation, automation, and AI enabled us to remain differentiated, competitive and drive innovation on a global scale.

## Performance Overview

As FY 2025-26 went through varying and quickly changing sentiments between optimism and pessimism, many organisations chose to conserve cash and made highly calibrated R&D investments. This prompted enterprises to revisit and realign their technology and engineering roadmaps.

Amidst this backdrop, your Company reported operating revenues in FY 2025-26 of ₹ 3,757.40 crore, reflecting a year-on-year growth of 0.8%. For the FY, Profit Before Tax (PBT) was recorded at ₹ 920.8 crore, and Profit After Tax (PAT) at ₹ 698.6 crore, both as reported before exceptional items.

Our Transportation business, which accounts for more than 55% of your Company's operating revenue, reported ₹ 2,038.0 crore in topline, growing 3.9% year-on-year. We have been focusing on shifting our exposure away from Tier-1 manufacturers towards Original Equipment Manufacturers (OEMs) following their strategy of owning and

integrating the platforms. Revenues from the OEM segment increased from 30% a few years ago to around 75% in FY 2025-26. We expect OEMs to drive growth in this vertical for FY 2026-27, aided by new deals your Company has won, and the growth in our off-road and adjacent markets.

The Media & Communications business reported a revenue of ₹ 1,161.6 crore, degrowing 1.2% year-on-year. While the larger media industry is still focused on reducing the overhang of capital expenditure and rapid expansion from prior years, there is an elevated focus on consolidation and efficiency-led deals. In line with this macro trend, we continue to grow our market share among our key customers as we reposition ourselves with our AI-led offerings that enable efficiency and innovation.

The Healthcare & Life Sciences business reported revenue of ₹ 399.0 crore, degrowing 10.7% year-on-year, impacted by the end of large regulatory programmes with our lead customers, even as we worked to expand and diversify our business in other service lines and operating units of these customers. Throughout the year, we intensified our emphasis on product engineering, diversifying our customer base and investing in an expanded sales team. Your Company added more than 10 new customers in this period, representing early outcomes of our investments. The large deal your Company secured with Terumo Corporation is a strategic milestone in the expansion of healthcare offerings in Japan.

Your Company was recognised by leading analyst firms such as Information Security Group (ISG), Everest, and Avasant, for excellence in sustained value creation, expertise depth, market alignment and

operational maturity for selected offerings in our chosen verticals and markets.

On the sustainability front, I'm delighted to announce that we have successfully achieved a 72.7% reduction in GHG emissions intensity per employee by transitioning to renewable energy, compared to the baseline year of FY 2020-21. Renewable energy now constitutes 66% of our total electricity use. This progress aligns with our goal of becoming Carbon Neutral by 2030.

Your Company remained at the forefront of research and innovation by strengthening and expanding its engagements across the global academia. In the year gone by, we teamed up with European College of Sport and Exercise Physicians (ECOSEP) in field of sports medicines, and University of Illinois Urbana-Champaign in digital health. Our partnerships with IISc Bangalore, IIT Madras, and NIT Calicut were further strengthened to support the development of future-ready mobility solutions.

## Investing in AI

Your Company partners with clients to engineer products and platforms central to their customer experience, safety, and security – requiring solutions of utmost precision and reliability. This is best served with a Human + AI + Domain driven model to ensure safe, responsible and scalable solutions. AI now offers significant opportunities to create value, unlock new business models, and boost productivity. Our investments in secure compute infrastructure, agent libraries, enterprise-grade AI resources and robust governance reflect a commitment to embed AI at the core of our organisation. These efforts are designed to democratise AI at scale—empowering every Elxsian to innovate with intelligent systems, responsibly and securely.

## Looking Ahead

As we move into the next fiscal year, your Company will continue to work on strengthening our core value proposition by:

- Helping our customers build great products and services at speed, leveraging our domain expertise and AI capabilities.
- Diversifying our portfolio across the three dimensions of verticals, geographies and clients.
- Scaling our relevance in Healthcare, Aerospace & Defense, and Semiconductor verticals.
- Entering long-term strategic partnerships with our clients and leading-edge technology companies.
- Focusing on unlocking the value in our products and platforms.

I take this opportunity to express my sincere appreciation to our engineers, designers, and associates for their hard work, execution excellence and dedication to your Company. I also want to thank the management team, which is actively working to develop and expand our business at every opportunity.

I extend my gratitude to my fellow Board members for steering your Company in a challenging environment and for their valuable insights, guidance and mentorship. For FY 2025-26, your Board of Directors has recommended a final dividend of 750%, or ₹ 75 per share, subject to applicable taxes, for your consideration.

On behalf of the Board and the management team, I express our gratitude for your ongoing trust and support.

Yours Sincerely,

**N. G. Subramaniam**

Message from the MD & CEO

# Message from the MD & CEO

## Dear Stakeholders,

The financial year 2025-26 marked a volatile year with tariffs, geopolitics, macroeconomics and regulations related uncertainties impacting our key markets. AI is now central to business transformation, impacting outcomes across the key enterprise functions. These paradigm shifts prompted key customers across markets to reassess and reshape their strategic investment priorities.



We stood resilient and focused on operational rigour, reimagining value creation and repositioning ourselves more strategically to our customers' business context. We further accelerated our investments in AI and GenAI, building future-ready talent and scalable delivery capabilities to capture new growth opportunities.

### Annual Performance Highlights

The challenging global headwinds had a downstream impact and we delivered revenue of ₹ 3,757.4 crore, with a modest growth of 0.8% over the previous year. We reported margins of 22.5% EBIDTA and 23.4% PBT, before exceptional items. During the year, we significantly intensified our focus on a Human + AI + Domain approach to create greater value for our customers and unlock efficiencies across our operations.

Within our key businesses, our transportation vertical registered a growth of 3.9% over the previous financial year. During this year, we secured large strategic wins with Mercedes Benz and

Suzuki, supporting them in their SDV (Software Defined Vehicle) transformation journey, and strengthening our long-term collaboration. We continued to pivot our business towards leading OEMs and intensify our vertical depth with ecosystem partners like Qualcomm and Synopsys. Emerging areas like Off-Highway and Aerospace & Defense delivered notable programme wins such as connected tractors, advanced operator systems, unmanned combat aerial vehicle and airport taxiing solutions.

The Media & Communication vertical posted a degrowth of 1.2% in the subdued business environment. In this dynamic market, we deepened our relationship with clients by winning large consolidation deals, platform takeovers and engaging through newer business models. A notable example would be our engagement with a UK telecom client, where we are both a network-transformation partner and a GTM collaborator for their integrated portfolio. During the year, we refined and strengthened our Media and Telecom offerings in alignment with the industry

roadmap and emerging high-growth investment areas. Deals won over the past few quarters continue to ramp up steadily, and the last quarter of FY 2025-26 posted a strong sequential growth of 9.5%, signaling the return to growth trajectory. With this solid foundation, we remain optimistic about the outlook on this vertical.

The year-on-year decline of 10.7% in the Healthcare business primarily reflects the successful completion and ramp down effect of certain large programmes with some of our key customers. Our conscious efforts to diversify our customer base with new additions and move up the value chain to deliver end-to-end services have achieved meaningful momentum. We opened a Global Technology Centre for Medical Services for Bayer in Radiology, delivering high-quality services in diagnostic imaging, and device innovation. We also opened a Global Technology Centre for Terumo Corporation, supporting the development of cardiac and vascular solutions. We continued to win significant deals including regulatory workflow transformations, next-gen drug delivery systems, connected devices, setting a strong base to protect and grow.

### Strengthening Our Focus on Sustainability and Community Well-being

FY 2025-26 was a landmark year for our commitment to giving back to society—an ethos deeply rooted in our culture. I am pleased to introduce our consolidated CSR and volunteering initiative TELxCare, which brings together our efforts across environmental stewardship, skill development, water conservation, social harmony, education, and healthcare. We delivered 230+ volunteering activities totaling 1.1 lakh hours, with an average of > 10 hour per employee.

We have also made significant progress to our commitment to becoming Carbon Neutral by 2030 and Net Zero by 2045. This was supported by our sustained initiatives in reducing the emission intensity, shifting towards renewable energy sources and promoting responsible resource management.

### Shaping the Future Focus

Amidst the continued headwinds, the foundation established in FY 2025-26 enables us to move forward with strengthened momentum. While the uncertainties settle in Automotive business, prioritised R&D investments from customers remain highly software centric in areas such as Software Defined Vehicles, ADAS, next generation E/E architectures and AI-led customer experience features. This plays to our strengths, allowing us to position strongly in an evolving market. Our efforts to expand in adjacent segments, including Off-Highway and Aerospace, is yielding early momentum with major deal closures and reinforcing our ability to stay resilient to market disruptions. Engagements with organisations of national importance such as Hindustan Aeronautics Limited (HAL) & Indian Space Research Organisation (ISRO) establishes a strong foundation for working on frontier technologies in Aerospace & Defense. For Media & Communications business, we are rolling out our reimagined offerings to the market and continuing to proactively consolidate our position with key customers. The healthcare business will continue to advance on the foundation of marquee logos added in FY 2025-26, robust strategic partnerships, and a refreshed, AI-powered portfolio.

AI is set to unlock new opportunities and growth pathways for our business. We continue to leverage our Human + AI + Domain framework to develop

accelerators, IPs and platforms that deliver enhanced value creation. DevStudio.AI, designed for ASPICE-compliant automotive software, is such an enabler already in use in ongoing programmes. Our healthcare business is empowering customers to mitigate their material of concern risk through our AI-powered intelligence platform, VITEL. We are advancing enterprise-wide AI readiness through role-specific training and hands-on programmes, supported by our on-premise LLM farm, hybrid GPU compute infrastructure, and agents marketplace—fostering an AI-first culture. A centralised AI governance team (AIGC) has been established to ensure safe, scalable AI adoption, while ensuring adherence to cybersecurity and data protection standards.

My heartfelt appreciation goes to the designers, engineers and associates of Tata Elxsi who demonstrated exceptional commitment to deliver excellence. I am extending my sincere gratitude to our Board and the leadership team for their steady counsel and unwavering support. Our shareholders, partners, and customers, thank you for your continued trust which empowers us to push towards new frontiers. As we enter the next financial year, we do so with bold aspirations, enhanced capabilities, and firmly embedded AI-first mindset.

Yours Sincerely,

**Manoj Raghavan**

# Future Focus



## What 'Future Focus' Means at Tata Elxsi

At Tata Elxsi, Future Focus defines how we design, engineer, and scale the next generation of products, platforms, and experiences across industries.

It reflects our ability to combine design thinking, advanced engineering, and AI-led innovation to help customers stay ahead in environments defined by rapid technological change and increasing complexity.

'Future Focus' reflects a deliberate orientation towards what lies ahead. It represents progress shaped by foresight, anticipating change, understanding emerging needs, and advancing with clarity of intent. It reflects a mindset that looks beyond present conditions and focuses on embracing innovation and building for the world that is emerging.

It is not about responding to disruption after it occurs, but about shaping the future through design, technology, and purposeful innovation rather than simply responding to change after it happens. 'Future Focus' therefore captures a mindset that looks beyond the present to build for the world that is taking form.

Being Future Focused guides how we operate across five strategic dimensions:

### 01 Designing for the Future of Users

Our work begins with an understanding of how people will interact with technology in the future, not just how they do today.

Through our design-led approach, we create solutions that are intuitive, human-centric, and aligned with evolving consumer behaviours, expectations and digital lifestyles. This ensures that innovation remains grounded in real user value.

### 03 AI as a Core Enabler

Artificial Intelligence is increasingly central to how modern products are conceived, developed, and operated.

At Tata Elxsi, AI is embedded across the product design and the engineering lifecycle to:

- > Accelerate engineering and development workflows
- > Enable data-driven decision-making
- > Power intelligent, autonomous, and adaptive systems
- > Transform how software is designed, tested, and deployed

AI functions as a co-engineer within the development process, enhancing speed, precision and innovation while improving efficiency and quality at scale.

### 05 Building Solutions Ready for What's Next

Ultimately, Future Focus is about long-term relevance.

By integrating design, digital technologies, AI, and domain expertise, Tata Elxsi enables customers to create solutions that are future-ready, resilient, and adaptable to evolving market needs, technologies and regulatory landscapes.

### 02 Engineering Intelligent, Software-defined Systems

Across Transportation, Healthcare & Lifesciences, Communications, Media & Communications, and other industries, products are becoming software-defined, connected, and data-driven.

Tata Elxsi engineers these complex systems with scalability, resilience, reliability, and adaptability at the core.

### 04 Reimagining Products, Services, and Experiences

Being Future Focused extends beyond technology adoption. It is about reimagining possibilities.

We help our customers rethink:

- > What products can do
- > How services are delivered
- > How users experience technology

This shift enables organisations to move from incremental improvements to transformative innovation.



## In Essence



### Future Focus at Tata Elxsi Represents our Commitment to:

- > Anticipating future user needs
- > Designing meaningful human-centric experiences
- > Engineering intelligent, software-defined systems
- > Harnessing AI to transform product development
- > Reimagining industries through innovation

As an AI-First Design and Technology Partner, we bring together design, innovation, and engineering to create meaningful impact. We power global enterprises to drive business growth, accelerate transformation, and build for the future.

About Tata Elxsi

# AI-First. Design-Driven.

Tata Elxsi Limited (also referred to as 'Tata Elxsi', 'The Company' or 'We') is a global design-led, technology services company established in 1989. It focusses on engineering the next generation products and digital experiences. With its roots in Silicon Valley and a strong foundation in electronics and software engineering, the company has built a distinctive positioning in ER&D for 30+ years.



With a deliberate focus on select key verticals, including Transportation, Media & Communications, and Healthcare & Lifesciences, Tata Elxsi has helped build deep domain expertise, long-standing global client relationships, and scalable delivery models.

Today, Tata Elxsi combines design-led engineering with advanced digital capabilities such as Artificial Intelligence, Cloud, Cybersecurity, IoT and Extended Reality to support customers in building software-defined, connected, and intelligent products.

Backed by the Tata Group's values of trust, integrity, and long-term orientation, Tata Elxsi continues to partner with global enterprises to accelerate innovation, enhance competitiveness, and deliver sustainable value.

## Mission

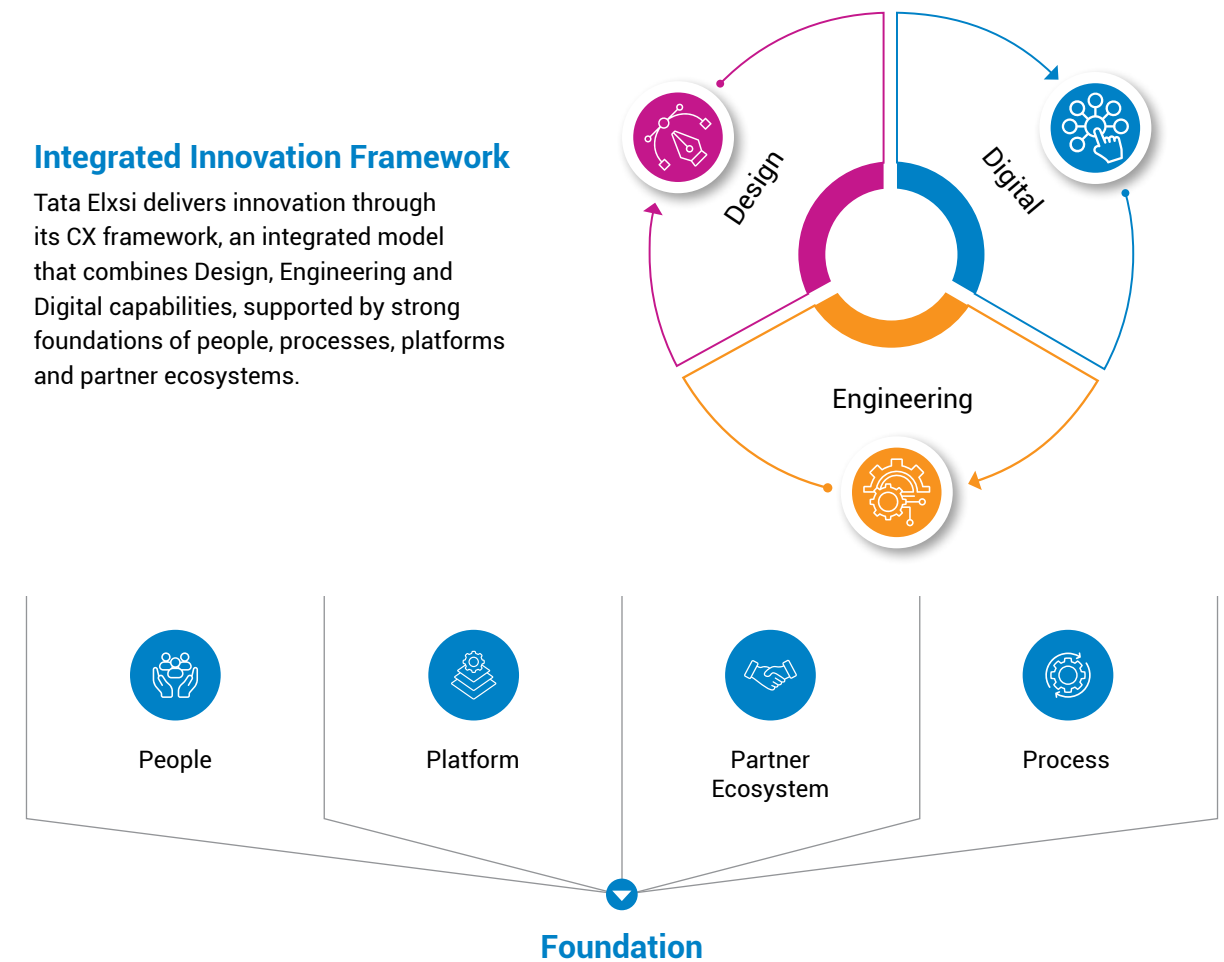
We are the preferred design, technology, and innovation partner, creating differentiated products and services that delight customers and drive business growth.

## Values

- Agility
- Confidence to Take on the World
- Transparency
- Improve Collaboration
- Ownership
- Nurture Learning and Growth

## Integrated Innovation Framework

Tata Elxsi delivers innovation through its CX framework, an integrated model that combines Design, Engineering and Digital capabilities, supported by strong foundations of people, processes, platforms and partner ecosystems.



## Delivering across Core Segments

The Company operates through two primary segments to deliver design, engineering and technology solutions across industries.

### Software Development and Services (SDS)

The SDS segment provides end-to-end product engineering and digital services, supporting clients from concept and design to development, validation and deployment.

#### 01 Transportation (Automotive, Aerospace, Off-Highway and Rail)

Engineering solutions for software-defined, connected and autonomous mobility platforms, spanning automotive systems, avionics, off-highway equipment and rail technologies.

#### 02 Healthcare and Life Sciences

Engineering and digital solutions enabling medical device innovation, digital health platforms and healthcare transformation, supported by regulatory and product lifecycle expertise.

#### 03 Media & Communications

Technology solutions powering next-generation media platforms, including connected TV ecosystems, OTT services network monetisation and digital transformation initiatives for Media and Telecom operators.



#### 04 Others (Industrial, Energy and Consumer Industries)

Engineering and technology services across semiconductors, industrial equipment, energy systems, appliances and consumer products, supporting embedded systems development, automation and product innovation.

#### 05 Systems Integration and Support (SIS)

The SIS segment focuses on integrating specialised technology systems and digital infrastructure, delivering experience centres, simulation environments, design visualisation systems and enterprise solutions spanning cloud, DevOps, cybersecurity and network operations.



# Strategic Levers Driving Future-Ready Growth

Tata Elxsi's strategic priorities are centred on advancing design and AI-led innovation, strengthening operational discipline, and accelerating the transition to scalable, platform-driven engineering. Looking ahead, these focus areas—underpinned by geographic diversification, deeper customer engagement, and a robust partner ecosystem—are expected to position the Company for sustainable and profitable growth across our chosen industries.

## 01 Design-led Value Proposition

As products and platforms become increasingly software-defined, intelligent and personalised, Tata Elxsi is strengthening its position as a design-led engineering company. This involves embedding design thinking across all our offerings, customer programmes and products and platforms, thereby reimagining product lifecycles and user experiences.

- > Design-led engineering for enhanced digital experiences
- > Integrated design and engineering to accelerate innovation and time-to-market
- > Human-centric, data-driven design frameworks for differentiated and intuitive customer journeys

## 02 Leveraging AI for Customer Value Proposition and Internal Efficiency

As enterprises increasingly harness Artificial Intelligence (AI) to drive smarter products, faster decisions and superior customer experiences, Tata Elxsi is advancing its AI-led transformation to strengthen both its customer value proposition and internal efficiency. This involves embedding AI across offerings, delivery frameworks, and enterprise functions to accelerate innovation, improve monetisation, and unlock scalable productivity gains, while building robust AI capabilities with tight governance for sustained growth.

- > Embedding AI in offerings to accelerate product development, enhance monetisation, and elevate customer experience
- > Building AI-led capabilities through strengthened CoE, domain expertise, and strategic partner ecosystems
- > Driving enterprise-wide efficiency through AI-powered automation across SDLC, recruitment, and other support functions

## 03 Operational Excellence and Margin Improvement

Operational efficiency remains central to sustaining profitability and supporting growth. Tata Elxsi is leveraging its differentiated India scale delivery model through improved utilisation, disciplined cost management, and a structurally advantageous offshore mix, while continuing to invest in ready capacity to support large deal ramp-ups.

- > Delivering value beyond resources – continued pivot to fixed bid and ownership driven projects
- > Leveraging AI to deliver operational efficiency and readiness

## 04 Geographic and Customer Diversification

To mitigate regional volatility and concentration risk, Tata Elxsi is expanding its presence across geographies and strengthening its customer portfolio. This includes a strategic focus on Japan and India, alongside core markets, while deepening engagement with strategic customers and expanding into resilient industry adjacencies.

- > Expanding footprint across Japan and India to capture growth opportunities
- > Increasing share of OEM-led engagements in Transportation, aligned with industry shift towards software ownership
- > Expanding Top 20 account contribution to improve revenue stability
- > Strengthening presence across adjacencies such as Aerospace & Defence, Semiconductors, Rail, and Off-Highway segments to expand addressable market with existing capabilities, enhance portfolio resilience, and drive sustainable growth

## 05 Transition to Platform-led Engineering

As clients move toward integrated, scalable, and outcome-driven solutions, Tata Elxsi is accelerating its transition to platform-led engineering. By leveraging proprietary IPs, your Company is enabling improved efficiency for customers and positioning itself for large-scale transformation programmes.

- > Scaling platforms such as NEURON, AVENIR, TETHER, and RegAI across verticals
- > Enabling 'more-with-less' transformation through platform-based offerings
- > Supporting large-scale network, mobility, and digital transformation programmes
- > Differentiating through IP-led, reusable, and scalable engineering solutions

## 06 Strategic Partnerships for Market Access

Recognising the importance of ecosystem-led innovation, Tata Elxsi is strengthening partnerships to accelerate market access, co-develop solutions, and enhance go-to-market capabilities. These collaborations are increasingly structured around cross-functional development, regional alignment, and rigorous platform validation.

- > Driving ecosystem partnerships for co-innovation
- > Enabling region-specific, application-ready solutions, particularly in high-growth markets
- > Supporting joint go-to-market strategies with OEMs, operators, and technology partners

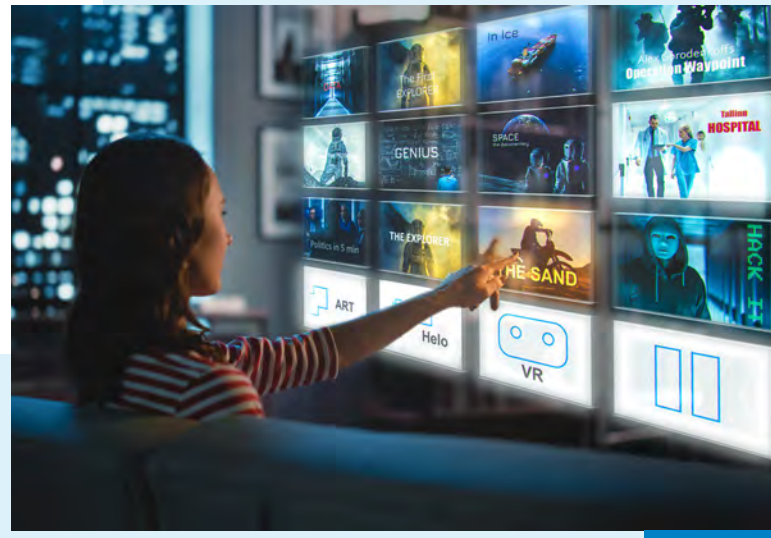
AI at Enterprise Scale

# AI at Enterprise Scale

AI is fundamentally embedded in how Tata Elxsi operates and delivers value. It is not pursued as a standalone initiative or a series of pilots, but as a systemic, enterprise-wide capability spanning people, platforms, processes, and governance.

Relevance today is defined by the ability to apply enterprise-scale, responsible AI, with engineering rigour.

AI at Tata Elxsi is designed to augment human expertise, not replace it. Sustained investments ensure AI becomes an operating discipline integrated into day-to-day delivery, rather than a specialist experimental activity.



Tata Elxsi enables AI adoption through a structured two-tier workforce model.



**AI for Everyone**

AI is made accessible across the enterprise through learning material and courseware, example-led usage frameworks, a curated library of pre-built AI agents for rapid adoption.



**AI for Practitioners**

Teams are enabled to move beyond experimentation to disciplined execution. Capabilities are accessible to all practitioners through example-led learning, a large library of pre-built AI agents that perform specialist tasks, and secure sandbox environments where teams can extend existing capabilities or build new solutions from the ground up.

This ensures AI solutions are not only effective in addressing business needs and improving workflows, but are also frugal, scalable, and production-ready.

## Institutionalising GenAI Adoption

GenAI has materially changed how enterprises manage risk, cost, and knowledge. Unlike classical AI, GenAI directly interacts with enterprise/customer knowledge, including sensitive data and institutional IP, thereby increasing the need for robust infrastructure, defined guardrails, guided access controls and disciplined usage. To address this, Tata Elxsi has established the AI Governance Council (AIGC) to ensure adoption scales responsibly, ethically and consistently across the enterprise.

### The AIGC Operates across Four Integrated Pillars:

**Infrastructure**

Ensuring safe, secure, scalable on-premise and cloud environments to support AI innovation and experimentation.



**Guardrails & Compliance**

Controlled tool usage, governance policies and responsible AI practices.



**Learning & Enablement**

Structured role-based training to drive enterprise-wide AI adoption.



**AI Adoption and Internal AI Marketplace**

Tata Elxsi has established an internal AI agent marketplace - a curated production-ready AI agents and solutions, enabling reuse and accelerating high impact use case implementation across the enterprise.

As a result, GenAI adoption today spans delivery, quality, IT, marketing, legal, HR, and L&D - reflecting enterprise-wide integration rather than siloed experimentation.





### Hyperscalers & Platform Partners

As a transformation partner for our customers, we have built strong partnerships with leading hyperscalers, including AWS, Google, and Microsoft. Complementing this, data and AI partnerships with Snowflake and Databricks strengthen our ability to operationalise data-driven and GenAI use cases. To support AI-intensive workloads, we leverage our partnership with NVIDIA, providing access to high-performance compute using on-premise and Cloud GPUs.

Tata Elxsi has implemented air-gapped, on-premise environments, including internally governed infrastructure such as Demeter, to address diverse business unit needs, from data-sensitive programmes to compute-heavy AI workloads, with speed and control.

As enterprise AI matures, differentiation will increasingly depend not on experimentation, but on depth of integration, discipline of governance, and consistency of execution. Tata Elxsi is building precisely that advantage – where AI is engineered into the enterprise, governed for trust, and deployed to deliver sustained outcomes at scale.



### AI as an Operating Discipline

We have strengthened our focus on a Human + AI + Domain approach to create differentiated customer experiences while driving efficiency in our operations. AI is now an integral consideration in every large deal and customer engagement at Tata Elxsi. Every conversation explicitly evaluates three dimensions:

- > How can we do things better? (Quality and Innovation)
- > How can we do things faster? (Speed and Improved Productivity)
- > How can we do things differently? (New Delivery Models and Differentiation)

Advanced AI is integrated into Tata Elxsi platforms such as DevStudio.AI, AIVA, Neuron, and IRIS - to enable faster engineering cycles, improve productivity, and deliver measurable outcomes for clients. This ensures AI is not just positioned as an add-on, but embedded into how solutions are shaped, delivered, and scaled across customer programmes.






Transportation

# Mobility at an Inflection Point

As transportation systems transition from hardware-centric vehicles to intelligent software-defined mobility platforms, OEMs are increasingly bringing software ownership closer to their core to drive differentiation, speed, and lifecycle control. This shift is evident across mobility segments, including passenger vehicles, commercial transport, off-highway equipment, mass transit, and aerospace and defence, despite differences in end applications.





The transformation is shaped by a set of defining themes:

-  Software-defined architectures and platforms
-  Electrification and sustainability
-  Connected and data-driven systems
-  Autonomous and assisted capabilities
-  Experience-led design

Tata Elxsi plays a distinctive role by integrating design, engineering, and digital technologies to deliver smarter, safer and connected experiences. The Company partners with global OEMs and Tier-1 suppliers across automotive, off-highway, rail, and aerospace to support the entire product development lifecycle—from early-stage concept, mechanical and UX/ UI design to system engineering, validation, and deployment. Tata Elxsi enables customers to build future-ready, scalable, and experience-led mobility solutions.

Transportation remains Tata Elxsi's largest business vertical, contributing over 50% of total revenue.

Within this broader landscape, aerospace and defence introduce distinct, sector-specific priorities:

-  **Advanced Air Mobility**  
UAVs and eVTOL platforms
-  **Defence Indigenisation**  
Indigenous, mission-critical systems

50%+

Company revenue from Transportation

70%+

Transportation revenue from OEMs

## Key Trends Shaping the Transportation Ecosystem

### 01 Software-defined & Centralised Architectures

Automakers are shifting to software-defined vehicles and centralised E/E platforms, enabling OTA updates, faster feature deployment, and service-led business models.

### 02 Electrification & Alternate Powertrains

Global decarbonisation goals are accelerating investments in EV platforms, advanced BMS, high-voltage architectures, and energy optimisation.

### 03 Autonomous & ADAS Expansion

Growing ADAS adoption across vehicle segments is driving demand for perception systems, sensor fusion, and AI-based model development.

### 04 AI-Led Engineering & Digitalisation

AI, digital twins, and model-based engineering are improving design efficiency, simulation, and predictive diagnostics across mobility systems.

### 05 Virtual Validation & Shift-Left Development

Increasing system complexity is pushing OEMs toward simulation-led testing (MIL, SIL, HIL) to accelerate development and reduce costs.

### 06 Connected Mobility Ecosystems

Connected vehicles and IoT platforms are enabling telematics, predictive maintenance, fleet analytics, and digital mobility services.

### 07 Cybersecurity & Regulatory Compliance

Rising connectivity is increasing the importance of vehicle cybersecurity and compliance with standards such as UN R155/R156 and ISO 26262.

### 08 Advanced Air Mobility

New segments such as UAVs, eVTOL aircraft and autonomous equipment are expanding opportunities for digital engineering across propulsion systems, battery tech, flight control & avionics.

### 09 Global Defence Ecosystems Shift towards Strategic Self-reliance

Defence ecosystems are accelerating localisation, shifting from outsourced manufacturing to end-to-end domestic capabilities across platforms, subsystems, and mission-critical software. This is driving investments in avionics, surveillance, secure communications, autonomous systems, and simulation, strengthening resilience, supply-chain security, and strategic autonomy.

Transportation

### Our Focus Areas

Tata Elxsi is advancing next-generation mobility through focused capabilities across:

- > **Software-defined Platforms:** Cloud-native architectures, virtualisation, and scalable software systems across mobility platforms.
- > **AI-First Engineering:** GenAI-led automation across product design, development, and validation.
- > **Connected Systems & IoT Platforms:** Real-time connectivity, predictive analytics, smart factory and lifecycle services for vehicles and infrastructure.

- > **Autonomous & Intelligent Control:** ADAS, sensor fusion, and advanced control systems for automotive, off-highway, rail, and aerospace.
- > **Electrification & Sustainable Engineering:** EV systems, battery intelligence, and energy-efficient mobility platforms.
- > **AutoX & Vehicle Engineering:** In-Car and Out car experiences, Mechanical design & systems engineering, and smart manufacturing.
- > **Validation, Safety & Compliance:** Functional safety, simulation-led verification, cybersecurity, and regulatory compliance.



### Platforms & Accelerators

Digital, AI & GenAI-led Platforms & Accelerators across CASE (Connected, Autonomous, Software-defined, Electric)

Platform	Digital	AI	GenAI	Connected	Autonomous	Software-defined	Electric
DevStudio.ai	✓	✓	✓	✓	✓	✓	✓
TETHER Auto	✓	✓		✓	✓		✓
MOBIUS+	✓	✓					✓
AVENIR	✓	✓	✓	✓	✓	✓	✓
RegCognit	✓	✓	✓	✓	✓	✓	✓
AutoInsight	✓	✓	✓	✓	✓	✓	✓
DriveSage	✓	✓			✓	✓	✓
TEDAX	✓	✓	✓	✓	✓	✓	✓

### Platform Highlights

**DevStudio.ai**

Multi-agentic design and engineering suite to co-engineer and accelerate the Software Development Lifecycle (SDLC), aligned with ASPICE processes.

**TETHER Auto**

Powers **50% of all connected cars in India**, managing **2.3+ million vehicles** and processing **600+ TB of real-time data**.

**MOBIUS+**

Digital battery lifecycle and traceability platform integrating monitoring, compliance, and lifecycle data.

**AVENIR**

Cloud-native suite for software-defined vehicle development, validation, and deployment, reducing time-to-market by up to **25%**.

**RegCognit**

GenAI-based automotive regulatory compliance analysis tool, reducing documentation effort by over **30%**.

**AutoInsight**

AI-powered conversational diagnostics and prognosis for predictive and intelligent vehicle troubleshooting.

**DriveSage**

Synthetic data generation platform for AD/ADAS training, reducing validation effort by over **30%**.

**TEDAX**

GenAI and agentic AI-powered data analytics platform that unifies data, automates insights, and optimises workflows.

Transportation

## Highlights of the Year 2025-26

The year was marked by strong execution across strategic deals, platforms, and capability expansion.

### Strategic OEM Partnerships

- > **Mercedes-Benz Research and Development India (MBRDI):** Established a strategic partnership focused on vehicle engineering and SDV development.
- > **Suzuki Motor Corporation:** Tata Elxsi set up an exclusive Cloud HIL center in Thiruvananthapuram, India for Suzuki Motors. This is the second engineering center under the Tata Elxsi-Suzuki partnership, following the Offshore Development Center in Pune which was setup end of last year.
- > **European OEM Engagement:** Secured a landmark SDV engineering deal with a major European automotive manufacturer.
- > **Leading Japanese OEM:** Tata Elxsi won a multi-year deal with a Japan Headquartered OEM for advanced system design and simulation.
- > **New Age APAC OEM:** Multi-million, multi-year deal with a new energy automotive company for implementing connected platforms for next gen EVs. The deal spans a multi-year programme for platform design, integration, and lifecycle support, delivering end-to-end system integration and ownership.
- > **USA Driverless Vehicle Provider:** Strategic deal with a US based autonomous mobility services provider to plan and train autonomous systems for new cities, as part of the multi-city robotaxi service expansion plan.

**Recognition:** Secured First Prize, jointly with Tata Motors, at the Tata InnFuze Challenge 2025 for the 'Virtual Sensors' innovation, enabling virtualisation-led acceleration of automotive development.

### Expansion into High-Growth Adjacencies

#### Off-Highway

- > Won a programme for a next-generation off-road vehicle platform featuring ADAS capabilities such as auto-parking and platooning.
- > Secured a multi-million-dollar turnkey programme with a US off-highway OEM for an operator information and control system integrating system engineering and HMI design.
- > Selected by a global agri-machinery manufacturer to power next-generation connected tractors using the TETHER platform.



### Aerospace and Defence

- > Awarded a programme by a US aerospace supplier to develop turnkey airport guidance systems.
- > Continued to extend support to Indian Space Research Organisation for the Gaganyaan mission programme.



Powering HAL's CATS Warrior with end-to-end aerospace engineering



Manoj Raghavan, MD & CEO, Tata Elxsi, and Dr. Umamaheshwaran, Director HSFC, ISRO, carrying forward the Gaganyaan collaboration



Dr. Abhay A. Pashilkar, Director, CSIR-NAL, and Manoj Raghavan, MD & CEO, Tata Elxsi, collaborating on advanced air mobility



### Rail Infrastructure

- > Partnered with NOVA Control Tecnologix (a deep-tech subsidiary of e2E Transportation Infrastructure Limited) to co-develop Kavach 4.0, an advanced safety system for railway networks.
- > Developed a state-of-the-art, next-generation drone-based rail inspection system for a leading North American rail operator.

● Transportation

## Customer Success Stories

### Enabling Suzuki's Software-Defined Vehicle Programmes through Cloud-based Validation



As the automotive industry transitions toward software-defined vehicles (SDVs), OEMs are moving toward virtualised, cloud-enabled validation environments to manage rising software complexity and enable continuous, scalable development.

Building on the successful establishment of the Suzuki-Tata Elxsi Offshore Development Center (ODC) in Pune, Suzuki partnered with Tata Elxsi to further scale this collaboration with the launch of the SUZUKI-TATA ELXSI Cloud Hardware-in-the-Loop (HIL) Center in Trivandrum. The facility represents the second engineering centre under the partnership, expanding the joint engineering footprint to support next-generation SDV programmes.

Engineered for early-stage, full-vehicle simulation and validation, the centre provides a cloud-native environment where development and test

teams can remotely access HIL infrastructure integrated with ECU networks. This enables parallel validation across global R&D centres, reduces reliance on physical prototypes, and accelerates validation cycles.

Aligned with Suzuki's 'SDV Right' strategy for E/E virtual development, the centre supports continuous integration, faster release cycles, and improved system reliability, enabling a shift toward software-led, scalable vehicle development.

#### Accelerating the Evolution of Software-defined Mobility

**Cloud-native HIL infrastructure** enabling remote, full-vehicle validation

**ECU-integrated simulation environments** supporting system-level verification

**vECU and early-stage validation frameworks** reducing downstream defects

**Integrated MIL-SIL-HIL workflows** ensuring validation continuity

**Test automation (XIL) frameworks** enabling continuous integration and faster releases

**Scalable infrastructure supporting parallel validation across global R&D teams**



The SUZUKI-TATA ELXSI Cloud HIL Center is a new base that leverages Tata Elxsi's expertise and deep experience to build an advanced and efficient development system. We hope that Suzuki will promote virtualisation to realise minimisation of energy and contribute to the development of next-generation mobility significantly. ”

#### Katsuhiro Kato

Director and Executive Vice President  
Suzuki Motor Corporation

● Transportation

## Customer Success Stories

### Scaling Software-Defined Vehicle Engineering with Mercedes-Benz



Mercedes-Benz continues to advance the automotive industry through Software-defined vehicles (SDVs) and integrated software architectures that enhance vehicle performance, enable intuitive digital experiences, and allow vehicles to evolve continuously through software.

To support this vision, Mercedes-Benz Research and Development India (MBRDI) selected Tata Elxsi to contribute to vehicle software engineering and SDV development. Building on a collaboration spanning more than a decade, the engagement focuses on developing scalable software capabilities that support next-generation vehicle platforms and accelerate innovation across Mercedes-Benz programmes.

Through this partnership, Tata Elxsi is contributing to the development of advanced vehicle software systems that power digital vehicle functions, support evolving driver needs, and enable software scalability across models and platforms.

#### Enabling Software-defined Mobility at Scale

**Vehicle software engineering** supporting next-generation SDV platforms

Development of **integrated software architectures** across vehicle platforms

Engineering support across **connected, autonomous, and electric vehicle technologies**

Innovation supported by **Mobility Innovation Centres and advanced engineering labs**

#### Leadership Perspective

This collaboration underscores our deep domain expertise and capabilities in automotive software and digital technologies, including software-defined vehicles. It provides us with a unique opportunity to contribute to the Mercedes-Benz vision of building the world's most desirable cars. We have been partnering with MBRDI for over a decade now, and this collaboration marks a milestone moment and sets the stage for further scaling and deepening our relationship. "

#### Manoj Raghavan

MD & CEO  
Tata Elxsi

### Shaping the Next Generation of Software-defined Mobility

At Tata Elxsi, we enable Software-defined Vehicle (SDV) transformation through scalable, software-led architectures integrating connectivity, autonomy, and electrification. Using AI and data-driven engineering, we deliver predictive maintenance, battery intelligence, OTA-led feature evolution, and simulation-first validation. Our region-aware, AI-enabled ADAS platforms help OEMs deliver safer experiences, continuously evolving mobility at scale.



### AI in Action



#### AI-led Quality Transformation in Manufacturing

A leading German automotive component manufacturer achieved 50% reduction in component defect rates using AI-driven video analytics developed by Tata Elxsi.

Enabled by **IRIS**, our intelligent video analytics platform, the solution automated microscopic inspection of critical components such as gears and bearings using advanced image processing and machine learning.

This AI-enabled approach improved defect detection accuracy. It reduced manual inspections, and enabled real-time quality monitoring. The result was higher production reliability, faster inspections, and improved operational efficiency.



#### AI-powered Telematics for Driver Performance Management

Tata Elxsi partnered with a leading Indian automotive OEM to transform driver performance management using AI-powered advanced telematics.

Using its **TEDAX data analytics platform**, Tata Elxsi built a scalable, real-time driver scoring and monitoring system capable of processing over **50 TB of data** daily across **10,000+ drivers**.

The solution applied AI-driven analytics to evaluate driver safety, efficiency and engagement, enabled streak-based behaviour insights, and delivered actionable intelligence for fleet optimisation—resulting in improved road safety, higher driver engagement, and significant gains in overall fleet performance, while ensuring compliance with global data privacy regulations.



#### AI-powered Customer Insights and Issue Intelligence

A leading South Korean automotive OEM achieved faster detection and resolution of vehicle part and system-level issues through Tata Elxsi's AI-powered web data mining and sentiment analytics solution.

Built on **TEDAx**, an advanced data analytics platform. The solution aggregates customer feedback from **42+ online sources** and uses **GenAI-powered crawlers, NLP, and LLMs** to convert unstructured web data into real-time sentiment insights and emerging issue trends.

By delivering structured, actionable insights through dynamic dashboards, TEDAx enabled quicker root-cause analysis, reduced manual effort, and supported data-driven decisions across product quality, engineering, and customer experience functions.



#### AI-powered Vision Inspection for Rail Asset Maintenance

Tata Elxsi collaborated with a leading rail operator to modernise infrastructure maintenance through a vision-based rail asset inspection solution powered by AI/ML analytics.

The AI solution automates wayside asset inspections by accurately detecting and classifying defects such as broken, missing, or misaligned components under diverse environmental conditions. Seamless integration with maintenance and work-order systems enables predictive maintenance and reduces manual intervention.

By delivering high-accuracy fault detection and integrating seamlessly with backend maintenance and work-order systems, Tata Elxsi's AI-enabled platform significantly improved inspection efficiency, enhanced rail safety, and supported cost-effective, data-driven asset management across the rail network.



Healthcare & Life Sciences

# Engineering the Future of Intelligent Healthcare






Healthcare and Life Sciences is undergoing a fundamental shift as medical devices evolve from standalone hardware into intelligent, connected, and software-defined systems.

Across diagnostics, imaging, patient monitoring, therapeutics, and laboratory systems, innovation is increasingly driven by embedded software, AI, connectivity, cybersecurity, and regulatory-grade engineering. Medical device manufacturers are reimagining products as connected platforms capable of enabling real-time insights, predictive capabilities, and improved outcomes.

At the same time, increasing regulatory scrutiny, interoperability requirements, cybersecurity expectations, and the need for faster development cycles are reshaping how healthcare products are designed, validated, and managed across their lifecycle. This transformation is creating a new generation of healthcare systems where engineering excellence, compliance, embedded intelligence, and scalable digital architectures have become critical differentiators.



**While end applications vary, the underlying transformation remains consistent, driven by a common set of themes:**

-  AI-led and proactive care models
-  Connected and interoperable health ecosystems
-  Digital therapeutics and remote care delivery
-  Regulatory-driven design and compliance
-  Experience-led, patient-centric innovation

The Healthcare and Life Sciences vertical at Tata Elxsi combines over two decades of domain expertise with integrated design and technology capabilities to support the full product lifecycle, from research and strategy to engineering, validation, and regulatory compliance, enabling differentiated, scalable, and future-ready healthcare solutions.

Tata Elxsi works with global MedTech Pharma companies and Healthcare payers and providers, to deliver end-to-end

design and engineering, digital health, data and AI led healthcare transformation, and regulatory services. Our solutions help customers accelerate innovation while ensuring safety, quality, and compliance.

10.9%

Company revenue from Healthcare & Life Sciences

## Key Trends Shaping the Healthcare & Life Sciences Ecosystem

### 01 Software-defined Medical Devices

Increasing integration of software, AI, and connectivity into medical products and diagnostic systems

### 02 AI across Product Lifecycles

Growing adoption of AI and GenAI across engineering, validation, compliance, diagnostics, and system optimisation

### 03 Frugal & Scalable Innovation

Demand for cost-effective and scalable healthcare technologies addressing broader population needs

### 04 Connected & Remote Healthcare Systems

Expansion of remote monitoring, telehealth-enabled products, and connected care platforms

### 05 Cybersecurity & Regulatory Readiness

Rising focus on secure, compliant, and globally certifiable healthcare products

### 06 Digital Biocompatibility & Simulation-led Engineering

Increased use of AI-driven simulation and virtual testing to accelerate development cycles and reduce physical testing dependency

Healthcare & Life Sciences

### Our Focus Areas

Tata Elxsi is shaping the future of healthcare through integrated capabilities across:

- > **AI-First Engineering:** GenAI-led diagnostics, workflows, predictive analytics and regulatory automation.
- > **Design-led Innovation:** Device design, human factors engineering, UX/UI design, and patient-centric product experiences.
- > **Connected Health Systems:** Interoperable platforms for telehealth and remote monitoring
- > **Quality, Safety & Cybersecurity:** Compliance with global standards (ISO 13485, IEC 62443, ISO 27001, HIPAA and FDE).
- > **Sustainable Engineering:** Circular product design and AI-led material intelligence for compliance and sustainability goals.



### Platforms and Accelerators Highlights

#### Digital Platforms (Connected | Digital Health)

**TEngage**

Integrated digital health platform enabling connected care ecosystems

**TECare**

Digital therapeutics platform supporting remote care and patient engagement

#### AI Platforms (Compliance | Engineering Intelligence)

**VITEL**

Material intelligence platform supporting compliance and sustainability in medical products

#### GenAI Platforms (Engineering | Validation)

**DigiTes**

GenAI-driven test automation improving validation efficiency and quality

### Highlights of the Year

- > Secured strategic wins with a leading European MedTech multi-national to deliver regulatory workflow transformation through AI/GenAI and automation.
- > Established a Global Technology Centre for **Bayer** focused on radiology and advanced diagnostics.
- > Selected by a US leader for a next-generation drug preparation system that transforms critical illness treatment workflows.
- > Inaugurated an Offshore Development Center for **Terumo Corporation** in Pune for cardiac and vascular solutions.
- > Won a strategic deal with a global Pharma and Biotech leader. The engagement covers a connected device portfolio for radioactive pharmaceutical infusion for molecular imaging towards cancer detection.
- > Partnered with the **University of Illinois Urbana-Champaign** and **OSF HealthCare** on AI-led rural healthcare initiatives in the U.S.
- > Collaborated with ECOSEP to apply AI across sports medicine, including diagnostics, personalised treatment, injury prediction, and athlete health monitoring.



# Customer Success Stories

## Co-developing Next-Generation Radiology Solutions with Bayer



As healthcare systems increasingly prioritise early diagnosis and precision-led treatment, radiology is becoming central to enabling faster, more accurate clinical decisions. This shift is driving demand for advanced imaging technologies that combine engineering excellence with regulatory rigor and global scalability.

To support this transformation, Tata Elxsi partnered with Bayer to establish a Global Technology Centre for Medical Devices in Radiology in Pune, India. The centre is designed to co-develop advanced radiology devices and technologies that enable early and accurate diagnosis of critical illnesses, while meeting the stringent requirements of global healthcare markets.

The collaboration combines Bayer's expertise in radiology with Tata Elxsi's expertise across design, AI/ML, embedded software, verification and validation, and regulatory engineering. With an initial focus on molecular imaging, the centre enables the development of complex imaging systems while ensuring compliance with global regulatory standards, including those applicable across the US and European markets.

### Enabling Faster, Scalable, and Compliant Innovation

Through this partnership, Tata Elxsi is enabling Bayer to accelerate innovation while maintaining the highest standards of safety, quality, and reliability:

#### End-to-end engineering

Integrated design, development, and validation for complex radiology devices

#### Accelerated time-to-market

Streamlined development cycles and reduced costs through unified engineering workflows

#### Regulatory-ready development

Built to meet stringent global standards across US and EU markets

#### AI-led innovation

Leveraging AI/ML capabilities to enhance diagnostic accuracy and system performance

### Client Perspective

Bayer is committed to innovative products and high-quality services in diagnostic imaging, and device innovation plays a critical role in delivering precision and safety in patient care. This new centre gives us direct access to specialised engineering capabilities through Tata Elxsi, enabling us to accelerate our pipeline of advanced radiology devices while maintaining the quality and reliability that healthcare providers expect from Bayer.

#### Dr. Konstanze Diefenbach

Head of Research & Development  
Radiology Bayer

# Customer Success Stories

## Advancing Global Cardiac and Vascular Innovation with Terumo Corporation



The global medical devices industry is witnessing rapid advancement in cardiovascular care, driven by increasing demand for minimally invasive procedures, connected healthcare technologies, and more personalised patient outcomes. As healthcare providers seek solutions that improve clinical precision while reducing procedural complexity, medical technology companies are accelerating investments in intelligent, software-enabled cardiac and vascular platforms that can scale efficiently across global markets.

In response, Tata Elxsi and Terumo Corporation came together to establish a dedicated Global Offshore Development Center (ODC) in Pune, India. Built on a collaborative innovation model, the engagement combines Terumo's deep expertise in cardiovascular technologies with Tata Elxsi's strengths in product engineering, verification, localisation, regulatory compliance, and digital technologies. The ODC also leverages AI- and GenAI-enabled

engineering capabilities to streamline development workflows, improve product adaptability, and enhance speed-to-market while maintaining stringent quality and compliance standards.

With an integrated, multidisciplinary engineering framework, the collaboration enables the development of next-generation cardiac and vascular technologies tailored to evolving healthcare provider and patient requirements, while supporting reliability, performance, and global accessibility.

### Enabling Intelligent, Scalable, and Compliant Innovation

Through this strategic collaboration, Tata Elxsi is enabling Terumo Corporation to strengthen innovation capabilities while driving efficiency, scalability, and global market readiness:

**Integrated engineering support:** Comprehensive design, development, verification, and lifecycle management for cardiac and vascular technologies

**Global localisation capabilities:** Enabling regional adaptation and market-specific customisation for international deployment

**Accelerated development cycles:** Improving engineering efficiency and reducing turnaround times through dedicated offshore delivery models

**AI and GenAI-powered engineering:** Leveraging advanced digital technologies to enhance software development, productivity, and product differentiation

### Client Perspective

This new Offshore Development Center strengthens our ability to innovate faster and deliver high-quality medical technologies across global markets. Tata Elxsi's integrated design, engineering, and regulatory expertise will help us accelerate our global product roadmap while maintaining the highest standards of safety and compliance.

#### Fumihisa Hirose

President  
Terumo Corporation

## Shaping the Future of AI-driven Healthcare

AI is increasingly becoming foundational to modern healthcare products, enabling faster analysis, improved system performance, enhanced compliance, and greater operational efficiency. Tata Elxsi is embedding AI across medical devices, diagnostics, laboratory systems, and engineering workflows to help customers accelerate innovation while ensuring quality, safety, and regulatory readiness.



### AI in Action



#### AI-powered Real-time Skin Diagnostics

For a global skincare and diagnostics use case, Tata Elxsi deployed an edge-based AI solution enabling real-time skin analysis at the point of care. The solution improved detection accuracy by ~30% and enhanced moisture analysis by ~70%, enabling instant, personalised insights and improving patient engagement.



#### Rapid Hemorrhage Detection (CT/MRI Imaging)

Tata Elxsi developed an AI-powered, edge-deployable solution for automated interpretation of CT and MRI imaging workflows. The system enabled rapid detection of hemorrhages in traumatic brain injury cases, significantly reducing diagnosis time and supporting faster clinical response.



#### Deep Learning for Laboratory Automation

For pharmaceutical and life sciences laboratories, Tata Elxsi deployed a deep CNN-based solution to automate bacterial colony detection and counting. With sub-3 second inference times, the system significantly improved laboratory throughput, reduced manual errors, and enhanced diagnostic reliability.



#### GenAI-led Regulatory Transformation (RegAI Framework)

For a global MedTech leader, Tata Elxsi implemented its RegAI framework to streamline complex regulatory workflows. By automating post-market surveillance and compliance reporting, the solution improved cycle times by up to 30%, while enhancing traceability, audit readiness, and data accuracy across global markets.



#### Material Intelligence for Compliance (VITEL Platform)

Using the GenAI-based VITEL platform, Tata Elxsi enabled a medical OEM to automate identification of Materials of Concern, including PFAS-related substances, across its product supply chain. The solution reduced manual effort by approximately 40% while strengthening sustainability and regulatory compliance.

Media & Communications

# Powering the Converged World of Media & Communications

The Media & Communications industries are increasingly being shaped by complex engineering across connected devices, embedded software, cloud platforms, and intelligent networks.

As devices become software-defined and AI-enabled, intelligence is moving closer to the edge. Devices are no longer passive endpoints for content and connectivity – they are becoming intelligent systems capable of enabling real-time interactions, adaptive experiences, and continuous optimisation.

Consumers today expect seamless, responsive, and personalised experiences across devices and services, with low latency and consistent quality across environments. At the same time, enterprises are managing growing complexity across software platforms, connectivity layers, operational resilience, and evolving experience expectations.



**As a result, enterprises are increasingly prioritising:**

- Chip-to-cloud engineering** integrating devices, embedded systems, connectivity, cloud-native platforms, and operational intelligence
- Intelligence at the edge** enabling low-latency responsiveness, adaptive experiences, and autonomous system behaviour
- Experience-first systems** designed around seamless interaction across devices, applications, networks, and digital ecosystems
- Embedded AI integrated into products, operations, and software environments** to improve reliability, performance, and experience consistency
- Software-defined and cloud-native architectures** enabling scalable, agile, and resilient engineering environments

Amidst these dynamics, Tata Elxsi remains focused on delivering future-ready solutions and differentiated user experiences across Media, Telecom, Hi-Tech and Consumer Electronics. By combining design-led thinking, AI-first engineering, and platform scale execution, Tata Elxsi is helping customers translate convergence into measurable business outcomes.

31.8%

Company revenue from Media & Communications

## Key Trends Shaping the Media & Communications Ecosystem

### 01 AI-driven Content and Operations

AI and GenAI enabling automated content creation, metadata tagging, moderation, and faster production workflows.

### 04 Privacy-First Advertising (AdTech 2.0)

Monetisation models are shifting towards first party data, contextual intelligence, and privacy by design architectures. AI led audience intelligence is enabling more relevant engagement, while meeting evolving regulatory and trust expectations across platforms, apps, devices, and networks.

### 02 Platform Convergence and Ecosystem Aggregation

Integration of linear TV, OTT, telecom services, connected devices are converging into unified platform-led for seamless discovery and cross-platform viewing.

### 05 5G and Next-Gen Network Evolution

5G, Edge Computing and Software-Defined Networks are enabling low-latency networks, high-bandwidth and programmable connectivity. These capabilities are unlocking real-time streaming, immersive experiences, and API-led service innovation.

### 03 Automation-led Efficiency and Consolidation

Rising compute intensity and margin pressure is accelerating cloud adoption, AI-driven operations, and platform consolidation to optimise costs and improve scalability.

### 06 Hyper-Personalisation and Engagement

Data and AI is enabling tailored content recommendations, dynamic user journeys, and improved retention and monetisation across content, services, and devices.

Media & Communications

## Focus Areas

Tata Elxsi is enabling next-generation Media & Communications through:

- > **Converged OTT & Experience Platforms:** Seamless, personalised, cross-platform viewing ecosystems.
- > **AI-led Content Supply Chains:** Automation across content creation, tagging, localisation, testing, and distribution.
- > **Cloud-Native Software-defined Architectures:** Modernising media and telecom platforms using cloud-native, API-first, and software-defined designs. This enables faster releases, scalable operations, and cost-efficient delivery across platforms, devices, and networks.

- > **Network Transformation:** AI-driven orchestration, 5G enablement, and API-led monetisation across networks and connected devices.
- > **Customer Experience Transformation:** UI/UX, AI driven monitoring and automation, remote operations and diagnostics).

## Platforms and Accelerators

Tata Elxsi's platforms and frameworks power next-generation media ecosystems across the content lifecycle:

### Digital Platforms (Content | Experience | Monetisation)

**iCX**

Manage and Monitor CPEs Intelligently

**TEPlay**

End-to-end OTT platform integrating linear TV and VOD with personalised experiences

### AI Platforms (Content | Analytics | Engagement)

**AIVA**

AI-powered video analytics for content indexing, moderation, and insights

**GameSense**

Award winning AI-led sports engagement platform delivering real-time, immersive fan experiences

### AI & Automation Frameworks (Network | Operations)

**NEURON**

Autonomous network orchestration platform enabling intelligent operations and service optimisation

**QoEtient**

True no-code test automation platform powered by GenAI

## Highlights of the Year

- > Selected by a US-headquartered media leader to implement a unified media rights intelligence platform for managing fragmented media ecosystems.
- > Partnering with a leading EMEA broadcaster to develop a digital-first news, lifestyle, and entertainment platform combining award-winning design and GenAI-led engineering capabilities.
- > Secured a multi-million-dollar digital design engagement with a U.S. technology company for next-generation AI-led product development.
- > Chosen as a strategic partner by a leading European telecom operator for its multi-year autonomous network transformation programme powered by Tata Elxsi's NEURON platform.
- > Working with a leading Tier-1 U.S. telecom operator to develop an ESG-compliant platform focused on Scope 3 supply chain emissions management.
- > Partnered with Kavia AI to accelerate GenAI-powered SDLC automation across enterprise engineering environments.
- > Selected by a global video and broadband CPE leader for platform engineering and maintenance across video and broadband product portfolios.
- > Won the 'Best in Linear Distribution' award at the BroadcastPro Middle East Manufacturer Awards 2025 for MBCNow.

**Recognition:** Recognised by Dell Technologies with the 'ISG Field Support Partner of the Year' award for excellence in infrastructure services, consulting and systems integration, reinforcing Tata Elxsi's capabilities across enterprise technology and high-tech ecosystems.



# Customer Success Stories

## Driving Intelligent, Self-healing Operations for Deutsche Telekom



As telecom operators scale across markets, delivering consistent, high-quality customer experiences across diverse device ecosystems becomes increasingly complex. Managing heterogeneous CPEs across geographies, OEMs, and network environments requires a shift from reactive operations to intelligent, predictive, and automated service management.

To address this, Tata Elxsi partnered with Deutsche Telekom to deploy an AI-powered, centralised CPE management platform across multiple countries. The solution was designed to unify fragmented systems, enable real-time insights, and introduce proactive, self-healing capabilities to enhance operational efficiency and service reliability.

The engagement combined Tata Elxsi's strengths in AI, analytics, and system integration to transform distributed monitoring environments into a single, scalable platform. Leveraging advanced analytics and automation, the solution enabled proactive issue detection and resolution across a complex, multi-vendor ecosystem.

### Powered by iCX – Intelligent CPE Management Platform

Transforming customer experience through AI-led monitoring, automation, and self-healing of Customer Premise Equipment (CPEs) across large-scale, multi-operator environments.

- > **Unified CPE Management:** Centralised platform to monitor and manage STBs, gateways, and connected devices across OEMs and geographies.
- > **AI-Driven Insights:** Advanced analytics on real-time telemetry data to enable faster issue detection and root cause analysis.
- > **Proactive Self-healing:** Automated diagnostics and remote resolution to minimise downtime and service disruptions.

- > **Scalable & Multi-Tenant:** Designed to support millions of devices across markets with seamless scalability.
- > **Standards-based & Interoperable:** Built on modern device management protocols with technology-agnostic architecture.
- > **Secure & Compliant:** Fully aligned with global data privacy requirements, including GDPR.

### Enabling Scalable, Intelligent, and Efficient Operations

#### Unified platform

Centralised management of ~5 million CPEs across 8 European countries and 5 OEM ecosystems

#### AI-led self-healing

~3.6 million remote actions (monthly action count), proactively resolving issues and minimising service disruptions

#### Operational efficiency

~10% reduction in field interventions (truck rolls), driving significant cost savings

#### Enhanced customer experience

~20% of issues resolved remotely, improving first-contact resolution and reducing handling time

#### Improved customer loyalty

~10% increase in Net Promoter Score (NPS)

### Client Perspective

Tata Elxsi's iCX platform, a cloud-based, multi-tenant solution for connected device management, is successfully deployed across 8 DT countries, managing over 3.7 million Android TV devices. It has significantly improved operational efficiency and reduced indirect costs. With its scalable architecture, iCX easily supports the annual provisioning of millions of STBs. Tata Elxsi's ability to tailor the platform to our specific needs, combined with its data-driven, customer-focused approach, technology-agnostic design, and full GDPR compliance, made it a clear choice for us.

#### Deepak Upreti

Product Lead TV Client Apps & Devices  
Deutsche Telekom

### Driving Next-Generation Media and Network Experiences

From intelligent content workflows to autonomous networks and self-healing platforms, AI is driving tangible improvements across media, Telecom, Hi-Tech and CE. Tata Elxsi's AI-led solutions are delivering measurable gains in efficiency, performance, and customer experience.



### AI in Action



#### GenAI-driven Content Metadata Automation

For a leading media enterprise, Tata Elxsi deployed a GenAI-powered solution to automate metadata generation across video, audio, and text content. By enhancing content tagging and classification, the platform improved discoverability and accelerated content workflows. The solution delivered a 25% increase in audience engagement, 20% growth in revenue, and 50% faster content delivery cycles.



#### Autonomous Network Operations (NEURON Platform)

Tata Elxsi enabled a telecom provider to automate 4G and 5G network operations using its NEURON platform, integrating machine learning, intent-based orchestration, and digital twins. Deployed across 35 data centres, the solution streamlined network provisioning and lifecycle management. This resulted in a 60% reduction in total cost of ownership, 90% faster provisioning, and 85% improvement in MTTR.



#### AI-led Predictive Maintenance for Broadband Networks

In a large-scale RDK-B rollout spanning 10+ million devices across 12 countries, Tata Elxsi integrated AI-driven predictive maintenance into broadband operations. By proactively identifying and resolving device-level issues, the solution enabled ~75% of router issues to be resolved automatically, significantly improving service reliability and reducing customer disruptions.



#### AI-powered Digital Sports Companion

Tata Elxsi delivered GameSense, powered by AI-first and human-centric design redefining sports viewing for a Leading African Media Conglomerate. It enabled over 50%+ increase in fan engagement through personalised AI-driven content and seamless interactivity and 30% boost in monetisation, driven by better audience segmentation and targeted ads.

Financial Capital



# Building Financial Resilience

Tata Elxsi's financial performance in 2025-26 reflects resilience and improving efficiency despite a challenging macroeconomic environment. After a modest start, performance strengthened through the year, supported by scaling engagements and steady demand across core markets.

Revenue from Operations (₹ in crore)

2025-26	3,757.4
2024-25	3,729.0
2023-24	3,552.1

PBT\* (₹ in crore)

2025-26	825.1
2024-25	1,028.4
2023-24	1,048.7

PAT\* (₹ in crore)

2025-26	628.4
2024-25	784.9
2023-24	792.2

EBITDA (₹ in crore)

2025-26	846.8
2024-25	972.9
2023-24	1,046.4

EPS\* (₹)

2025-26	100.9
2024-25	126.0
2023-24	127.2

\*2025-26 margins Includes one-time exceptional item due to new labour code

SDGs Impacted



22.5%

EBITDA Margin

20.9%

PBT Margin

15.9%

PAT Margin

Associated Material Topics

- > Responsible Procurement and Supply Chains
- > Product and Service Stewardship

Stakeholders Impacted



### Revenue Drivers

#### Transportation

- > Continued to be the primary growth driver for the business
- > Growth led by ramp-ups in Software-defined Vehicle (SDV) programmes
- > Expanded engagements with global OEMs, including Mercedes-Benz and Suzuki
- > Direct OEM relationships strengthened, accounting for ~76.0% of segment revenue
- > Continued expansion into adjacent segments such as off-highway vehicles and aerospace

#### Media & Communications

- > Steady demand for platform engineering and AI-led transformation
- > Key solutions included MBC Now on the TEPlay OTT platform

#### Healthcare and Life Sciences

- > Temporary slowdown post completion of major MDR-related programmes
- > Stabilisation supported by new engagements and GenAI-led regulatory solutions (RegAI)

#### System Integration and Support

- > Performance continued to be project-led
- > Key highlight: successful delivery of the Bharat Pavilion at World Expo 2025, Osaka

### Geographic Performance

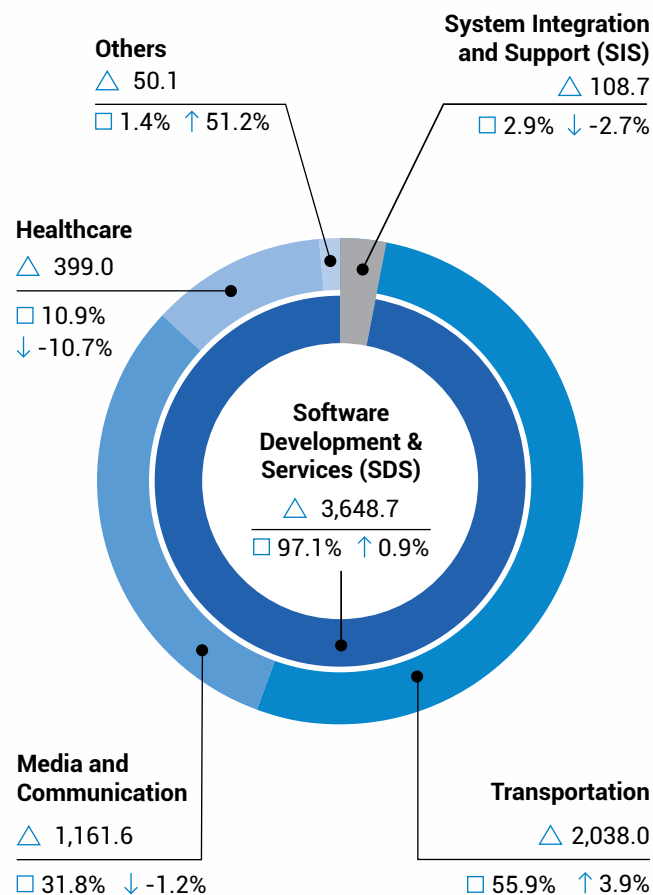
Tata Elxsi's diversified global presence enabled balanced performance across key markets, with regional trends shaped by sector-specific demand dynamics.

- > **Europe** remained strong, driven by automotive engineering demand
- > **United States** continued as a key market across transportation, healthcare and aerospace
- > **Japan** saw expanding OEM partnerships, including Suzuki
- > **India** remained strategically important despite pressures in parts of the domestic automotive ecosystem

Revenue (₹ in crore)

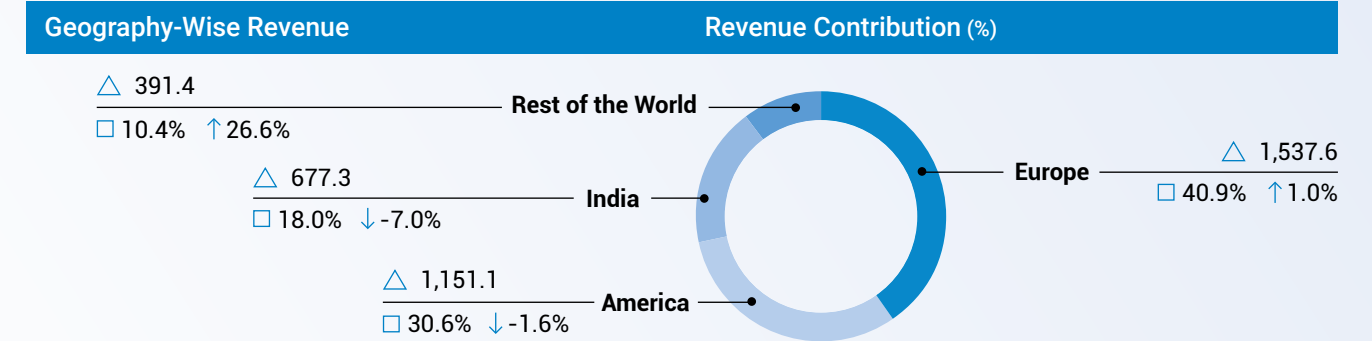
Segment	Revenue Contribution (%)
---------	--------------------------

△ Revenue ↑↓ Growth □ % of Revenue



Revenue (₹ in crores)

△ Revenue □ % of Revenue ↑↓ Growth



### Operational Efficiency

Operational discipline continued to shape performance during the year. Headcount was maintained at 11,540 employees, supporting improved productivity and operating leverage, while attrition remained stable at 15.8%, reflecting sustained investment in talent and capability development.

### Revenue Drivers

(₹ in crore)

Particulars	2025-26	2024-25	2023-24
-------------	---------	---------	---------

#### Economic Value Generated

Revenues	2025-26	2024-25	2023-24
Net sales by business	3,757.42	3,729.05	3,552.15
Revenue from financial instruments (includes cash received as interest on financial loans, as dividends from shareholdings, as royalties, and as direct income generated from assets)	183.64	179.14	121.98
Revenues from the sale of assets include physical assets and intangibles	0.34	0.17	(0.03)

#### Economic Value Distributed

Operating Costs - payments to suppliers, non-strategic investments, royalties, and facilitation payments	726.39	674.99	584.05
Employee wages and benefits - total monetary outflows for employees (current payments, not future commitments)*	2,184.18	2,046.43	1,909.60

#### Payments to providers of capital - all financial payments made to the providers of the organisation's capital

Dividends to all shareholders	467.13	435.94	377.40
Interest payments made to providers of loans	16.23	18.98	20.26

#### Payments to government

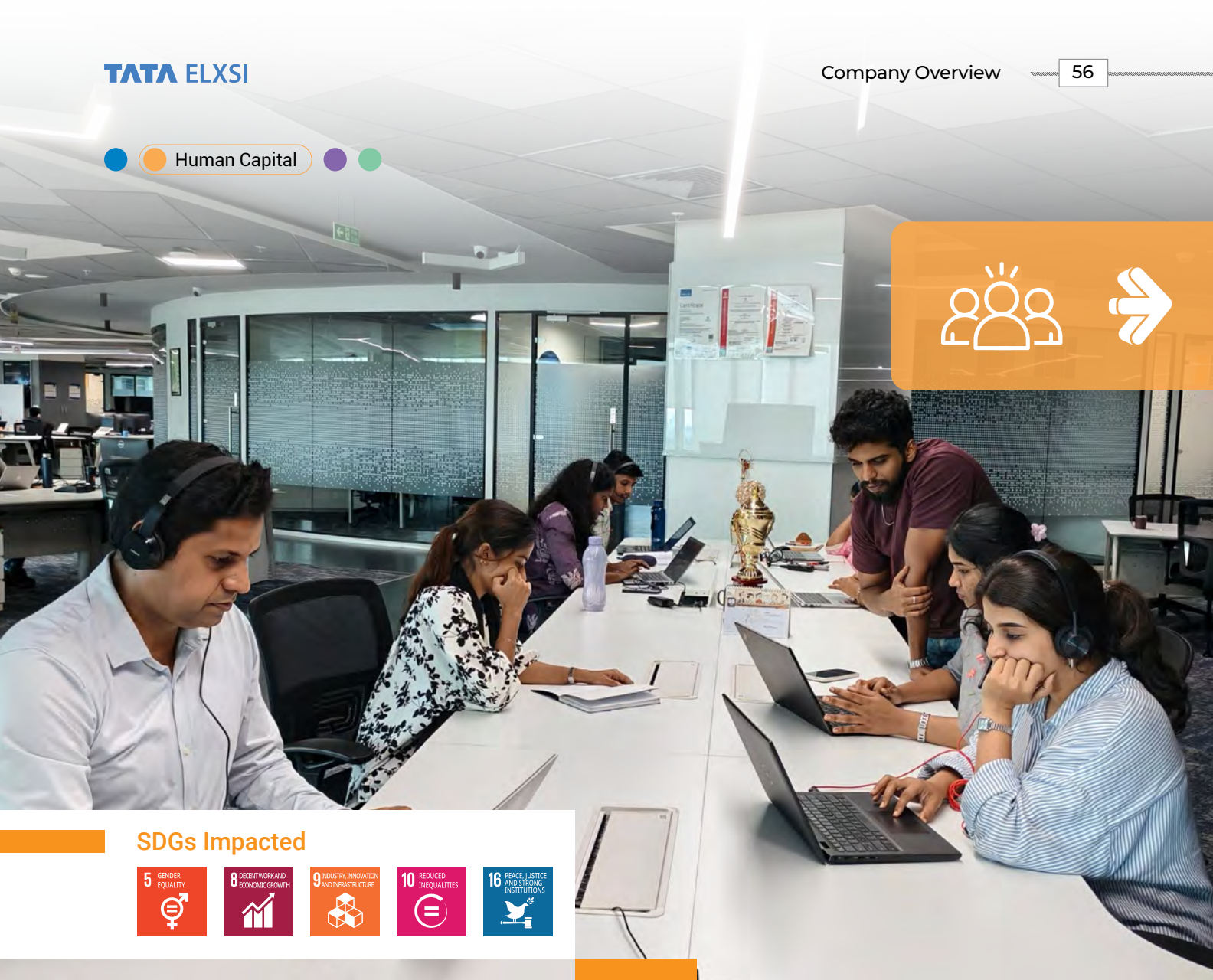
Tax (corporate, income, property, etc.)	196.68	243.47	256.44
Community investments - voluntary contributions and investment of funds in the broader community (including donations)	20.37	34.68	12.06

#### Economic Value Retained

Significant Financial Assistance from the Government	-	-	-
Other Grants	-	-	-

- > R&D Credit is not considered as financial assistance or grant
- > Depreciation and Amortisation expenses is not shown in the above table
- > \*2025-26 Cost includes one-time exceptional item due to new labour code

Human Capital



## Empowering Talent for an AI-First Future

As the Company evolves into an AI-first, design-led engineering organisation, its 'AI + Human' philosophy brings together advanced technologies and human ingenuity. By strengthening AI and digital engineering capabilities and enhancing talent practices, Tata Elxsi is building a workforce equipped to address complex engineering challenges in a rapidly evolving technology space.

### SDGs Impacted



11,540

Total Workforce (inclusive of DC & TPC)

33%

Female Workforce

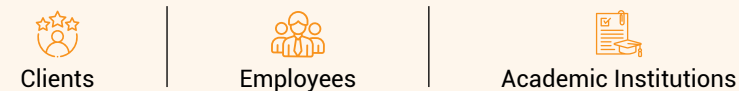
90%

Employees trained in AI/GenAI

### Associated Material Topics

- > Diversity, Equity, and Inclusion
- > Talent Management
- > Employee Well-being, Health & Safety

### Stakeholders Impacted



### The Company's HR Strategy focuses on:

1

Developing future-ready skills in AI, digital engineering, and design

2

Digitising and strengthening talent practices across the employee lifecycle

3

Enabling employees to collaborate effectively with AI-powered tools

4

Building a culture of innovation, learning, and adaptability

### Becoming an Employer of Choice

At Tata Elxsi, human capital remains central to innovation and long-term value creation. Our people strategy is anchored in:

#### The ACTION Values of:



#### The EVP pillars:



Go Beyond  
#pushyourlimits



Script Your Future  
#shapeyourcareer



You Matter  
#wecare



Learning, Everyday  
#becurious



### Promoting Inclusivity


The Company believes that diversity and inclusion are essential to fostering innovation and strengthening organisational performance. Its DEI strategy focuses on creating a workplace where individuals from diverse backgrounds feel respected, supported, and empowered to succeed. The DEI framework is structured around four pillars:




Initiatives such as **She Matters** highlight the achievements of women leaders and promote greater representation across teams.

### Talent Management and Early Talent Development


Tata Elxsi strengthens its talent pipeline through campus engagement and technology-led hiring. Through Campus Connect and academic partnerships, the Company identifies talent early. Key initiatives include:



**TELIPORT**  
A national-level platform encouraging young engineers to showcase creativity and problem-solving skills.



**TEXplorers Programme**  
A six-month structured development programme for fresh graduates designed to prepare them for evolving engineering and technology requirements.



**Campus Partnerships**  
Long-term collaborations with academic institutions to build a robust and future-ready talent pipeline.

### Learning and Leadership Development

Continuous learning remains central to Tata Elxsi's people strategy. Its learning ecosystem combines digital learning platforms, structured programmes, and experiential learning opportunities.


Employees have access to the organisation's Learning Management System, along with curated learning resources from global platforms such as Udemy and LinkedIn Learning. This enables flexible and self-paced skill development.

### Talent & Leadership Transformation Programmes

Leadership capabilities are strengthened through structured programmes designed for different career stages:

- 1 TEXplorers**  
Development programme for fresh graduates
- 2 Young Leads Programme (YLP)**  
Early-career leadership development
- 3 Anchor Programme**  
Leadership readiness for mid-level managers
- 4 Emerging Leader Programme**  
High-impact, personalised development journey for a select cohort of Senior - Level Employees

The **TEL Top Talent** identifies high-potential employees and channels them into these leadership initiatives, strengthening the organisation's succession pipeline.



Tata Elxsi was recognised at the Unstop Talent Awards 2025, with the TELIPOINT programme featured among the top 25 campus engagement initiatives for E-schools for the second consecutive year.










### Fostering Innovation and Collaboration

Innovation is deeply embedded in the Company's organisational culture. Employees are encouraged to explore new ideas, address complex engineering challenges, and contribute to breakthrough solutions. This culture is supported through:

- 1 **Tata Elxsi Innovista Awards**, recognising innovative ideas and impactful solutions
- 2 **Project Excellence Awards**, celebrating outstanding project delivery and engineering achievements
- 3 **Patents Support Team**, guiding employees through the end-to-end patent filing process
- 4 **Multidisciplinary Innovation Labs**, enabling collaboration between design, engineering, and domain experts

### Future-Ready Skills

To keep pace with technological advancements, Tata Elxsi has developed a multi-layered learning ecosystem focused on emerging technologies. These initiatives ensure employees continuously strengthen both foundational and advanced capabilities aligned with the organisation's technology roadmap. Key initiatives include:

 <p>Organisation-wide GenAI capability programmes, with around 90% workforce participation</p>	 <p>Micro-learning sessions on AI-enabled software development, agentic AI, and machine learning</p>
 <p>Innovation-driven hackathons encouraging teams to apply AI and automation in solving real-world challenges</p>	 <p>Expert-led webinars and workshops on advanced engineering methodologies</p>
 <p>Immersive bootcamps focused on high-priority technical skills</p>	



Social and Relationship Capital



## Building Stronger Communities

Tata Elxsi's CSR and volunteering initiatives drive meaningful community impact by improving access to education, healthcare, sustainability, skills, and livelihood opportunities. Through long-term programmes and strong partnerships, the Company continues to support communities while contributing to sustainable and inclusive development.

### SDGs Impacted



2.6 lakh+

Lives Impacted across Communities

₹16.5 crore+

Invested towards CSR Activities

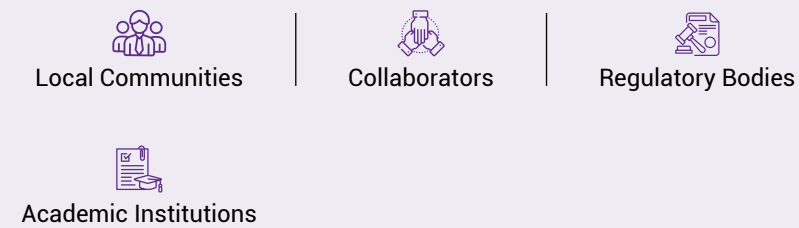
4 States

Locations Impacted through CSR Activities

### Associated Material Topics

- > Biodiversity
- > Product and Service Stewardship

### Stakeholders Impacted



### TELxCare

#### An Integrated CSR and Volunteering Framework

To strengthen CSR and volunteering, Tata Elxsi introduced TELxCare, a unified platform that brings all community initiatives under one framework. TELxCare improves alignment across social impact programmes, strengthens impact measurement, and deepens engagement with communities and employees.



Skill development and employment projects



Tribal village holistic development projects

## Pillars of Community Impact

### Shiksha

#### Advancing Education and Holistic Development

Recognising the transformative power of education, Tata Elxsi prioritises initiatives that expand learning opportunities for communities. Through Shiksha, the Company supports initiatives that improve access to quality education and promote holistic student development.

195

Educational Institutions Supported or Upgraded

19

Faculty Training or Capacity-building Programmes

#### Udaan

Signature Programme - Bridging Shiksha and Jeevika

#### Transforming Educational Institutions

Udaan represents a flagship initiative that bridges education and employability by strengthening academic infrastructure while preparing students for future careers.

Through this initiative, Tata Elxsi adopts educational institutions and supports their transformation through infrastructure development, academic enrichment, and employability-focused interventions.

#### Key components of the programme include:

- > Development of laboratories, libraries, and digital classrooms
- > Introduction of STEM learning modules and technology-enabled learning
- > Industry interactions, mock interviews, and career guidance sessions
- > Faculty training and curriculum enhancement

Institutions supported with CapEx under the programme include government schools in Kozhikode and Chennai, Government Polytechnic in Trivandrum, and Government First-Grade College in Mysore.

By strengthening both educational infrastructure and employability skills, Udaan helps students build stronger academic foundations while improving their readiness for future opportunities.

#### Key components include:

- > Development of laboratories, libraries, and digital classrooms
- > Faculty training and curriculum enhancement
- > Foundational Literacy and Numeracy in students through enhanced pedagogy

Institutions supported during the year include government schools and colleges in Bengaluru, Haliyal, Raichur, Mysore, Trivandrum, Kozhikode, Pune and Chennai.



17

Educational Institutions Transformed or Supported Under the Udaan Programme

25,294

Students Benefiting from Infrastructure, Learning and Employability Initiatives

15

Skill Development, Mentorship and Career Readiness Sessions Conducted

### Jeevika

#### Enabling Livelihoods and Economic Empowerment

Strengthening livelihoods and improving employability are essential to enabling sustainable community development. Through Jeevika, the Company supports programmes that strengthen livelihoods and improve employability within communities.

54

Training Programmes

5,780

Number of Lives Uplifted through these Programmes

#### Flagship Programme – Jeevika

#### Enabling Women-led Agro Entrepreneurship in Tamil Nadu

The Company initiated a Women-Led Agro Entrepreneurship programme in 2025-26 to strengthen rural livelihoods by enabling women self-help groups (SHGs) in Tamil Nadu to build sustainable agro-processing enterprises. The initiative focuses on enabling women entrepreneurs to participate more actively in local value chains by providing access to technology, market opportunities, and business development support.

#### Key Interventions

- > **Enterprise development:** Establishment of modern agro-processing units operated by women SHGs
- > **Product and market development:** Support for market research, product prototyping and development of value-added agro-products
- > **Technology enablement:** Provision of processing technology and equipment to improve production efficiency and quality
- > **Branding and market access:** Development of eco-friendly packaging and facilitation of e-commerce and market linkages

#### Initiatives focus on:

- > Vocational training programmes
- > Career counselling and employability development
- > Mock interviews and industry readiness initiatives
- > Skill development programmes that prepare underprivileged and specially abled youth for employment opportunities
- > Climate-smart livelihood opportunities for sustainable economy with tribal communities



Implemented in collaboration with organisations such as the Tamil Nadu Rural Livelihood Mission, the programme strengthens value chains and creates sustainable income opportunities for women. An independent impact assessment was conducted to evaluate outcomes, ensure accountability, and guide future expansion.

#### Impact Snapshot

2

Agro-processing units establishment initiated

600

Women Entrepreneurs to be supported

10,000

Households supported

Flagship Programme – Bridging Jeevika and Paryavaran

### Model Tribal Village Development Programme in Maharashtra

Tata Elxsi's Model Tribal Village Development programme adopts a holistic approach spanning education, livelihoods, environment, and skills. Implemented in phases, the pilot focused on improving quality of life in tribal communities in Maharashtra through climate-smart interventions in water access, livelihoods, and education.

Designed as a long-term initiative, the programme strengthens local resilience by addressing infrastructure gaps while enabling sustainable livelihoods and better access to quality education.

#### Key Interventions

- > **Water resource development:** Construction of check dams and other water management structures to improve water availability for agriculture
- > **Livelihood strengthening:** Promotion of improved agricultural practices to enhance productivity and income opportunities for local farmers
- > **Education infrastructure:** Modernisation of tribal schools through smart classrooms, digital laboratories and improved learning facilities
- > **Capacity building and student support:** Teacher training and nutrition initiatives aimed at strengthening learning outcomes

The initiative is implemented in partnership with NGOs, community organisations and the Maharashtra Tribal Development Department, ensuring strong local participation and long-term sustainability.

#### Impact Snapshot

3

Check Dams Constructed

491

Community Members and Farmers Supported

30

Acres of Land Area Restored

3.64 crore

Liters of Water Reused so far



### Paryavaran

#### Protecting Natural Ecosystems

Protecting and restoring natural ecosystems is an important focus area of Tata Elxsi's community initiatives under Paryavaran. The Company implements environmental initiatives across its six locations with partner organisations, with a primary focus on Maharashtra. These projects transform barren land into green spaces, supporting biodiversity, native afforestation, and ecosystem restoration.

#### Key initiatives include:

- > Beach clean-up drives that protect coastal ecosystems and promote responsible environmental practices
- > Animal welfare and wildlife conservation initiatives that support ecological balance
- > Tree plantation and native afforestation initiatives that support biodiversity conservation and ecosystem restoration
- > Community awareness programmes encouraging sustainable environmental practices

36,250

Trees Planted through Afforestation Initiatives

511

Participants Involved in Beach Clean-up Programmes

13

Ecosystem Restoration and Biodiversity Projects Implemented

8

Community Awareness Programmes on Environmental Sustainability



### Neeranjali

#### Water Conservation and Sanitation

Water security plays a critical role in supporting community well-being and resilience. The Neeranjali pillar focuses on improving access to safe water while strengthening water resource sustainability.

1,32,598

Community Members Estimated to Benefit from Clean Water and Sanitation Initiatives

107

Renewable or Sustainable Water Infrastructure Solutions Installed

#### Key initiatives include:

- > Water conservation initiatives implemented with local communities
- > Clean water infrastructure projects that improve access to safe drinking water
- > Installation of solar-powered RO water plant project in Kuttanad, which provides access to safe drinking water while promoting renewable energy solutions

## Niramay

### Improving Community Healthcare

Healthcare access remains a critical area of community development. Through Niramay, Tata Elxsi undertakes initiatives that improve healthcare accessibility while promoting hygiene and preventive healthcare practices.

78,189

Healthcare Beneficiaries

827

Healthcare and Hygiene Awareness Programmes Conducted

### Key focus areas include:

- > Improving access to affordable healthcare services in underserved communities
- > Supporting sanitation initiatives that promote healthier living conditions
- > Driving hygiene awareness programmes that encourage preventive healthcare practices
- > Conducting community health outreach initiatives that strengthen local healthcare access



## Sahajeevan

### Fostering Community Harmony

Strong communities are built through collaboration, mutual respect and shared learning. Sahajeevan focuses on strengthening social cohesion and inclusive community engagement.

4

Community Programmes Conducted

126

Participants Engaged

50,123

Communities Reached

### Initiatives under this pillar encourage:

- > Intergenerational collaboration
- > Knowledge and support sharing across communities
- > Community engagement programmes that promote inclusive development



## Digital Enablement and Transparency

To strengthen programme monitoring, improve transparency, and enhance employee engagement in community initiatives, Tata Elxsi continues to integrate digital tools within its CSR ecosystem. These platforms support more efficient programme management, better data visibility, and stronger accountability across CSR initiatives.

## Evolve

### Digital Volunteering Platform

To streamline employee participation in community initiatives, Tata Elxsi introduced **Evolve**, its internal digital volunteering management platform.

**Evolve enables employees to discover real-time volunteering opportunities, register for initiatives, and log volunteering hours through a centralised system. The platform supports:**

- > Event creation and volunteer registration with a calendar feature
- > Participation tracking and verification of volunteering hours
- > Data analytics and reporting of volunteering activities
- > Declaration of quarterly and yearly volunteering achievements

## Ethos

### CSR Management and Reporting Platform

Tata Elxsi is currently developing **Ethos**, a dedicated CSR management portal expected to be launched in 2026-27. Ethos will serve as a comprehensive platform for monitoring initiatives, tracking outcomes, and strengthening reporting transparency. It will enable structured data management, improved impact tracking, and streamlined reporting across programmes, ensuring efficient, Excel-free operations and effective initiative design and implementation.



## Strengthening Transparency and Accountability

To enhance governance and impact measurement, Tata Elxsi has introduced initiatives to improve transparency and accountability. These include:

- > Independent impact assessments conducted through third-party audits for selected CSR projects
- > Launch of The TELxCare Chronicles, a publication documenting CSR stories, impact experiences, and community testimonials

Through these initiatives, Tata Elxsi continues to reinforce its commitment to responsible corporate citizenship while delivering sustainable community impact.

● ● ● Natural Capital



## Purpose-driven Engineering for the Planet

Guided by a future-forward approach, Tata Elxsi integrates environmental sustainability into its operations and engineering innovation. It does so by improving energy efficiency, increasing renewable energy use, and promoting responsible resource management. This supports the Company's commitment to achieving Carbon Neutral by 2030, while enabling the development of resource-efficient, low-carbon technologies.

### SDGs Impacted



66.2%

Renewable Energy Share

74.9%

Reduction in GHG emission intensity per mUSD from the FY 2020-21 baseline

ZERO

Waste to Landfill

100%

Wastewater Treated and Recycled

### Associated Material Topics

- > Climate Change
- > Waste Management

### Stakeholders Impacted



### Our Environmental Stewardship Framework

#### Responsibilities

- > Climate risk mitigation
- > Promoting sustainable practices
- > Transparency in reporting
- > Product and service stewardship

#### Striving for

- > Transition to renewable power
- > Greenhouse gas emission reduction and management
- > Low carbon intensity
- > Responsible waste management

### Environmental Stewardship in Operations

Tata Elxsi manages its environmental footprint through structured environmental management systems, focusing on energy efficiency, renewable energy adoption, and responsible waste management across its facilities.

### Climate and Energy Management

Reducing the carbon intensity of operations remains a key priority as Tata Elxsi advances its environmental commitments.

#### Target

- > Carbon Neutral by 2030
- > Net Zero by 2045

#### Key initiatives

- > Deployment of energy-efficient infrastructure and systems across facilities to optimise energy consumption
- > Increase in renewable energy sourcing through Power Purchase Agreements (PPAs), green tariffs and rooftop solar installations
- > Prioritisation of green building certifications for new infrastructure expansion

### Performance Snapshot

Renewable Energy Consumed (GJ)		Renewable Energy Share (%)	
2025-26	32,140.95	2025-26	66.2
2024-25	25,407.19	2024-25	51
2023-24	19,213.16	2023-24	40.1
Installed Rooftop Solar Capacity (kW)		GHG Emission Intensity (Scope 1+2/ US\$ Million revenue)	
2025-26	320	2025-26	7.8
2024-25	320	2024-25	11
2023-24	200	2023-24	15

Through these initiatives, Tata Elxsi continues to strengthen its transition toward a lower-carbon operational footprint.

### Waste Stewardship

Tata Elxsi adopts a resource-efficient approach to managing waste across its campuses, focusing on conservation, recycling and responsible disposal practices.



#### Target

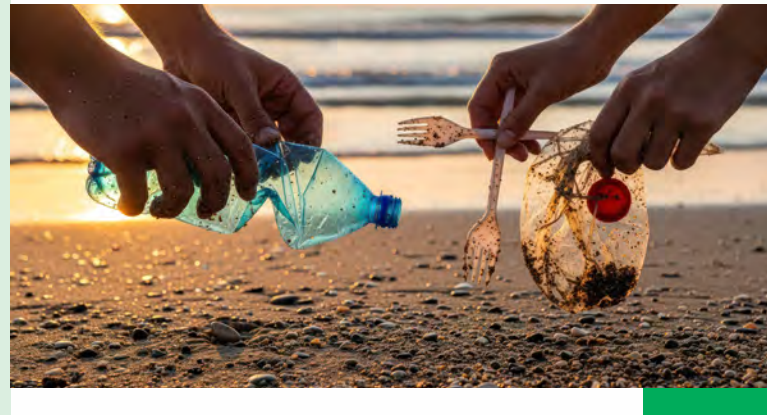
- > Zero Waste to Landfill by 2025\*
- \*Targets applicable to Company-owned facilities.



#### Key initiatives

- > Segregation and recycling of e-waste, office paper, plastics and packaging materials
- > Disposal through authorised recyclers and regulatory-compliant waste management partners

These measures help optimise resource use while reducing environmental impact across Company-owned facilities.



### Supporting the Energy Transition

Tata Elxsi's engineering capabilities support the transition toward clean mobility and modern energy systems.



#### Electric Mobility

- > Electric powertrain engineering
- > Battery engineering and battery management systems
- > Charging ecosystem platforms
- > Software-defined vehicle architectures



#### Energy Systems

- > Battery energy storage systems (BESS)
- > Grid modernisation platforms
- > AI- and IoT-enabled energy management systems
- > Intelligent power electronics and converters



The Company is also exploring emerging clean energy technologies such as hydrogen-based systems, strengthening its capabilities to support future low-carbon energy ecosystems.

### Engineering Sustainability through Technology

Beyond managing its operational footprint, Tata Elxsi contributes to environmental sustainability by enabling resource-efficient engineering and low-carbon technologies across industries.



Through digital engineering, virtualisation and simulation, traditional product development is increasingly shifting from physical prototypes to software-driven design environments. This transition reduces material usage, energy consumption and development waste. These capabilities enable:

- > Virtual prototyping, reducing the need for physical models and materials
- > Simulation-led validation, improving design efficiency before manufacturing
- > Reduced development waste and energy consumption across product cycles
- > Lower reliance on energy-intensive testing infrastructure
- > Remote collaboration environments, reducing travel-related emissions

By transforming engineering workflows, Tata Elxsi helps organisations accelerate innovation while lowering environmental impact.



### Advancing Circular Engineering

Circular economy principles are increasingly shaping product ecosystems across industries, and Tata Elxsi supports this transition through lifecycle-focused engineering solutions.

A key focus area is battery lifecycle management, where digital twin technologies and predictive analytics optimise battery performance and extend longevity. Platforms such as MOBIUS+ enable real-time monitoring and predictive maintenance, helping extend battery life and reduce premature disposal. Circularity is further supported through:

- > Responsible e-waste and hazardous waste management
- > Supplier sustainability requirements
- > Use of eco-compliant materials and responsible disposal practices across the value chain

# Investor Corner

Tata Elxsi continued to strengthen its investor engagement framework during FY 2025-26 by fostering transparent communication, timely disclosures, and efficient grievance redressal mechanisms. Guided by strong governance practices and regulatory compliance, the Company remains committed to safeguard shareholder interests and building sustained investor confidence. The Stakeholders Relationship Committee (SRC) continues to play a pivotal role in overseeing investor-related matters, ensuring that all grievances are addressed promptly and in accordance with applicable statutory requirements.

## Investor Grievance Mechanism Overview

The Company follows a structured and responsive grievance redressal process comprising:

### Complaint Channels

Investors may raise concerns via the RTA's dedicated web portal at [https://web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufg.com/helpdesk/Service_Request.html). Alternatively, they can email at [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com) or reach out directly to the Company at [investors@tataelxsi.com](mailto:investors@tataelxsi.com).

### Categorisation of Complaints

Investor grievances relating to dividend matters, KYC updates, transmission/transposition requests, dematerialisation, share transfers, and other service-related requests are categorised and addressed within defined timelines.

### Escalation Procedures

In the event that grievances remain unresolved, investors may escalate their concerns through the relevant regulatory channels, including SEBI SCORES, the SMART Online Dispute Resolution (ODR) platform, or the respective stock exchanges.

## Regulatory Compliance & Investor-focused Initiatives

During FY 2025-26, Tata Elxsi continued to strengthen its investor engagement and governance practices through several initiatives, including:

- > Enhancement of digital investor communication channels and disclosure practices
- > Strengthening of monitoring and response mechanisms for faster grievance resolution
- > Increased awareness initiatives relating to KYC compliance, nomination updates, and online shareholder services
- > Improved accessibility of investor-related information through the Company's website

## Summary of Investor Complaints during FY 2025-26

Particulars	Number of Complaints
Opening Balance	3
Received during the year	67
Resolved during the year	63
Closing Balance as on March 31, 2026	7

## Contact Information

Investors may reach out for assistance or grievance redressal through the following channels:

1. **Company's Investor Relations e-mail id:**  
[investors@tataelxsi.com](mailto:investors@tataelxsi.com)

2. **Registrar & Share Transfer Agent:**

Particulars	Details
Name of RTA	MUFG Intime India Private Limited
Address	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083.
Phone	+91-1800 1020 878
Fax	+91 22 - 4918 6060
E-mail	<a href="mailto:investor.helpdesk@in.mpms.mufg.com">investor.helpdesk@in.mpms.mufg.com</a>
Website	<a href="https://in.mpms.mufg.com">https://in.mpms.mufg.com</a>

## AGM, Dividend & E-voting Details

Particulars	Details
AGM Date, Time and Venue	Wednesday, June 24, 2026, at 10:30 A.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) at Bengaluru
Dividend Amount	₹ 75/- per equity share
Dividend Payment Date	Dividend shall be paid on or after June 30, 2026, subject to TDS. Payment of dividend will be made to those shareholders who hold shares as of the close of business hours on Wednesday, June 10, 2026.
Dates of Book Closure	Thursday, June 11, 2026 to Wednesday, June 24, 2026 (both dates inclusive)
Voting Period	Start Date: June 20, 2026, at 09:00 a.m. (IST) End Date: June 23, 2026, at 05:00 p.m. (IST).
Address for Correspondence	Tata Elxsi Limited ITPB Road, Whitefield, Bengaluru – 560048

## Transfer of Shares to Investor Education and Protection Fund (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013 and the Investor Education and Protection Fund Authority Rules, details of unclaimed dividends and corresponding shares transferred to the IEPF during FY 2025-26 are provided below:

Financial Year	2017-18
Amount of Unclaimed Dividend Transferred (₹)	80,40,373
Number of Shares Transferred	2,70,669

## FAQs for Quick Resolution

### How can shareholders update their KYC details?

Shareholders may update their KYC details, nomination information, bank mandates, and contact information through the prescribed forms available on the Company's website at <https://tataelxsi.com/faqs-and-forms> or through the RTA's website at <https://web.in.mpms.mufg.com/KYC-downloads.html>.

### Where can shareholders check unclaimed dividends and shares?

Details relating to unclaimed dividends and shares liable for transfer to the IEPF are available on the Company's website under the Investor Relations section at <https://www.tataelxsi.com/details-of-unclaimed-dividend>.

### How can shareholders obtain a physical copy of the Annual Report?

Shareholders seeking a physical copy of the Annual Report may send a request to the Investor Relations Team or the RTA of the Company, mentioning their folio number/DP ID and Client ID details.

For comprehensive investor-related information, shareholders are encouraged to refer to the Notice of the AGM, Corporate Governance Report, and Board's Report forming part of the Integrated Report FY 2025-26.

## Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting

Notice is hereby given that the **Thirty Seventh (37<sup>th</sup>) Annual General Meeting ('AGM')** of Tata Elxsi Limited ('the Company') will be held on **Wednesday, June 24, 2026, at 10:30 A.M. (IST), through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')** to transact the following business:

### ORDINARY BUSINESS

#### Item No. 1 - Adoption of the Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

#### Item No. 2 - Declaration of Dividend

To declare a dividend of ₹ 75/- per Equity Share of face value of ₹ 10 each for the financial year ended March 31, 2026.

#### Item No. 3 - Appointment of Mr. Ankur Verma (DIN: 07972892), who retires by rotation

To appoint a Director in place of Mr. Ankur Verma (DIN: 07972892), Non-Executive, Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### Item No. 4 – Approval of Material Related Party Transactions with Jaguar Land Rover Limited, UK for FY 2026-27

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time, and the Company's Policy on Related Party Transaction(s) and based on the recommendation of the Audit Committee and the Board of Directors of the

Company (hereinafter referred to as the 'Board'), the approval of the Members, be and is hereby accorded to the Board (which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into, contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or in a series of transactions either taken together or otherwise) with Jaguar Land Rover Limited, UK ('JLR'), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and JLR and as may be deemed fit by the Board, for an aggregate value of up to ₹ 1,200 crore (Rupees One Thousand Two Hundred crore only) to be entered during the FY 2026-27, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial

Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (Contd.)

Officer or Company Secretary or any other Officer(s), Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

Date: April 21, 2026

Place: Bengaluru

Registered Office:

**Tata Elxsi Limited**

ITPB Road, Whitefield, Bangalore - 560048

E-mail: [investors@tataelxsi.com](mailto:investors@tataelxsi.com)

Website: [www.tataelxsi.com](http://www.tataelxsi.com)

CIN: L85110KA1989PLC009968

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

**By Order of the Board of Directors**

**Sneha V**

Company Secretary & Compliance Officer

Membership No.: A51279

Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (Contd.)**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") permitted companies to conduct AGM through Video Conferencing or Other Audio Visual Means ("VC/OAVM"), without physical presence of Members at a common venue. In compliance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars"), other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 37<sup>th</sup> AGM of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for 37<sup>th</sup> AGM will be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out the material facts concerning the business with respect to Item No. 4 forms part of this Notice.  
The relevant information with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed to this Notice.
3. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. The facility for appointment of proxies by Members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this Notice.
4. **Institutional Investors/Corporate Members:**  
Institutional Investors/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) who are intending to appoint their authorised representatives pursuant to Sections 112 or 113 of the Act, as the case may be, to attend the AGM and vote through e-Voting, are requested that certified copy of the Board Resolution/Power of Attorney/Authority Letter are:
  - sent to the Scrutiniser by e-mail at [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) or
  - uploaded by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.
5. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date i.e., **Wednesday, June 17, 2026**, will be entitled to vote at the AGM.
7. **Dispatch of Annual Report:**  
The Notice of this AGM along with the Integrated Annual Report for FY 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar & Transfer Agent ("RTA")/ Depository Participants ("DP"). A letter is being sent to the shareholders whose email addresses are not registered, providing the web-link & QR code of Company's website from where the Integrated Annual Report can be accessed. For obtaining the physical copy of the Integrated Annual Report for FY 2025-26, the Members may send requests to the Company's investors email-id viz. [investors@tataelxsi.com](mailto:investors@tataelxsi.com), mentioning their Folio No./DP ID and Client ID.

Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (Contd.)

The Notice along with the Integrated Annual Report for FY 2025-26 is also available on the Company's website at [www.tataelxsi.com](http://www.tataelxsi.com), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

8. **Record Date for payment of Dividend for FY 2025-26:**

The Record date fixed for determining the entitlement of Members to dividend for the financial year ended March 31, 2026, if approved at the AGM is **Wednesday, June 10, 2026**. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, June 11, 2026 to Wednesday, June 24, 2026 (both dates inclusive)**.

9. **Dividend:**

The dividend, as recommended by the Board of Directors, if approved at this AGM, will be paid subject to deduction of tax at source (TDS), only through electronic mode as under:

- i) Shares held in electronic form: To all Beneficial Owners as per the details made available by the Depositories, as of close of business hours on **Wednesday, June 10, 2026**; and
- ii) Shares held in physical form: To all Members after giving effect to valid transmission or transposition requests lodged with the Company, if any, as of close of business hours on Wednesday, June 10, 2026.

**Mandatory Electronic Payment of Dividend:**

With effect from November 18, 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued. The payments of Dividend shall be subject to the following:

➤ **Dividend to Members holding shares in Physical form:**

Folios of Members should be KYC compliant to receive the dividends directly in their bank accounts through National Automated Clearing System or any other electronic mode of remittance. Members are requested to send the following documents to the Company's RTA at MUFG Intime India Private Limited, C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, on or before the record date i.e. **Wednesday, June 10, 2026**:

- i) Form ISR-1 duly filled and signed by the holders stating their name, contact details, folio number, complete address with pin code and the bank account details;
- ii) Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
- iii) Self-attested copy of the PAN Card of all holders;
- iv) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company;
- v) Form ISR 2 duly filled and signed. The signature of holders should be attested by the Banker.
- vi) Form SH 13 – Nomination Form or Form ISR-3 – to opt out from Nomination.

The above Investor Service Request Forms (ISR) are available on the Company's website at <https://www.tataelxsi.com/kyc-updation> or RTA's website at <https://web.in.mpms.mufg.com/KYC-downloads.html>.

➤ **Dividend to Members holding shares in electronic form:**

Members may please note that their bank details as furnished by the respective Depository Participants ("DPs") to the Company will be

Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (Contd.)

Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (Contd.)

considered for remittance of dividends as per the applicable regulations and the Company will not be able to accede to any direct request for change/addition/deletion of such bank details.

Accordingly, the Members are requested to ensure that correct/latest complete bank details are updated against their demat account with their respective DPs.

Instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

10. **Tax Deducted at Source (“TDS”) on dividend:**

Dividend income is taxable in the hands of Members w.e.f. April 01, 2020, in accordance with Finance Act, 2020, and the Company is required to deduct TDS from the dividend to be paid to

the Members as per rates prescribed under the Income Tax Act, 2025 (“IT Act”).

Members are requested to update their Residential Status, PAN details and Category with:

- i) the DP (if shares are held in electronic form) or
- ii) the Company/RTA (if shares are held in physical form)

Please send documents mentioned below to [csgegemptforms2627@in.mpms.mufg.com](mailto:csgegemptforms2627@in.mpms.mufg.com) on or before **Wednesday, June 10, 2026**, to enable the Company to determine the appropriate TDS/withholding tax rate and provide exemption, if applicable. Alternatively, Members may submit the tax exemption documents by uploading [here](#).

Members may also refer the email sent to their registered email address for more details on submission of exemption documents.

Key documents to be submitted/uploaded as per Income Tax Rules, 2026:

Category of Shareholder	Document(s) to be submitted/uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	i. Form 121** (erstwhile Form No. 15G or Form No. 15H)
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	ii. No Permanent Establishment Declaration iii. Beneficial Ownership Declaration iv. Tax Residency Certificate v. Copy of electronically filed Form 41 (erstwhile Form 10F) vi. Any other document which may be required

*\*If PAN is incorrect/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. (Section 397 of the Income Tax Act, 2025)*

11. **Unclaimed Dividend and Investor Education and Protection Fund (IEPF):**

Dividends, if not encashed for a period of seven consecutive years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF Account. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this,

Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF may write to the Company/RTA and submit the required documents for issue of Entitlement Letter. The Members may then make an application to the IEPF Authority in web Form IEPF-5 (available on

[www.iepf.gov.in](http://www.iepf.gov.in)) by attaching the Entitlement Letter and other requisite documents.

For further details, please refer to Corporate Governance Report, which forms part of the Integrated Annual Report, and the Company's website at [www.tataelxsi.com](http://www.tataelxsi.com).

12. **Details of Members:**

Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA/Company in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting documents. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

To prevent fraudulent transactions, Members are advised (i) to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible (ii) not to leave their demat account(s) dormant for long and (iii) to obtain periodic statement of holdings from the concerned DPs and verify from time to time.

13. **Nomination facility:**

The facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13.

If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be, to the Company/RTA.

The said forms can be downloaded from the Company's/RTA's website at <https://www.tataelxsi.com/faqs-and-forms> or <https://web.in.mpms.mufg.com/KYC-downloads.html>. Members are

requested to submit the said form to their DPs, in case the shares are held in electronic form, quoting their DP ID/Client ID and to the RTA, in case the shares are held in physical form, quoting their folio no(s).

14. **Dematerialisation of shares:**

The listed companies are mandated to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.tataelxsi.com/faqs-and-forms> and RTA's website at <https://web.in.mpms.mufg.com/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC compliant.

Further, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.

15. **Consolidation of share certificates:**

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form only.

Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (Contd.)

16. The following documents will be available electronically for inspection by the Members before as well as during this AGM:

- (i) the Register of Directors and Key Managerial Personnel and their Shareholding;
- (ii) the Register of Contracts or Arrangements in which the directors are interested; and
- (iii) relevant documents referred to in the Notice or Statement.

Members desiring inspection, may send their request in writing to the Company from their registered e-mail address by mentioning their name, DP ID and Client ID/Folio No. and Mobile No. at [investors@tataelxsi.com](mailto:investors@tataelxsi.com) up to the date of AGM.

17. RTA has implemented below investor initiatives as part of their constant endeavor to enhance investor servicing:

- a. **'SWAYAM'** is a secure, user-friendly web-based application developed by our RTA, that empowers investors to effortlessly access various services. Investors are requested to get registered on this application which can be accessed at [https://in.mpms.mufg.com/Swayam\\_info.html](https://in.mpms.mufg.com/Swayam_info.html).
- b. **'iDIA'** is a Chatbot developed by our RTA that utilises conversational technology to

provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Talk to iDIA by logging in to <https://in.mpms.mufg.com/>.

- c. **FAQs** –The FAQ section on the RTA's website has very detailed answers to almost all probable investor queries. Please visit <https://web.in.mpms.mufg.com/faq.html> to find answers to your queries related to securities.

18. **Special window for re-lodgement of physical share transfer requests:**

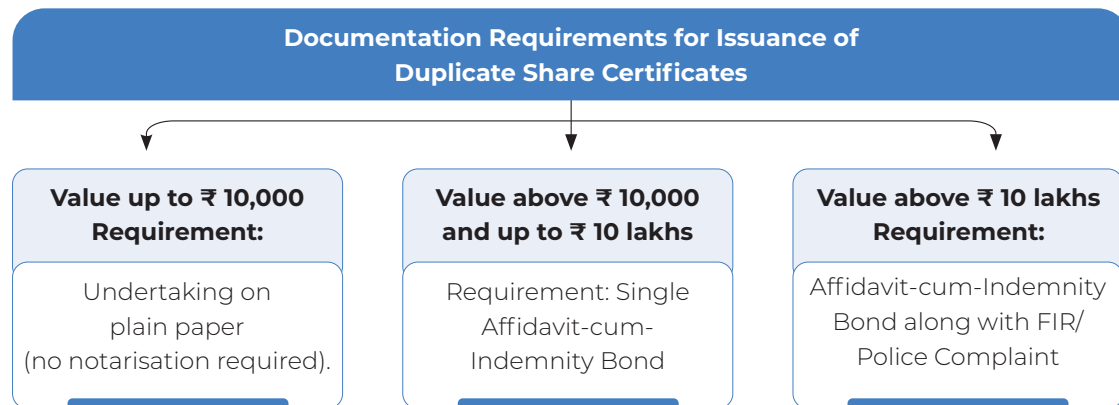
Members who had submitted transfer deeds for physical shares before April 01, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special relodgement window till February 04, 2027, to re-lodge the transfer requests.

Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one year lock-in period from the date of transfer registration. Members can contact the Company or the RTA for assistance in this regard.

The Company has communicated the opening of this special window through newspaper advertisements and stock exchanges.

19. **Simplification of Procedure for Issuance of Duplicate Share Certificates:**

SEBI has simplified the process for issuing duplicate share certificates. The documentation requirements have been standardised as below:



Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (Contd.)

Members are informed that with effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing investor service requests. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List. The Members must provide a Client Master List, not older than 2 months, attested by their DP, for getting the securities credited directly in their demat account.

20. **Dispute Resolution:**

SEBI has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the SMART ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at [www.tataelxsi.com](http://www.tataelxsi.com).

21. **Process for those Members whose e-mail addresses are not registered with the DPs/RTA/Company to register e-mail addresses for receiving the AGM Notice and to procure the user id and password for e-Voting on the resolutions set out in this AGM Notice:**

**a) Registration of E-mail addresses with RTA for receiving AGM Notice and e-Voting details:**

The Company has made special arrangements with RTA and NSDL for registration of e-mail addresses of those Members whose e-mail addresses are not registered with the Company/DPs to receive this Notice and cast votes electronically. Members are required to follow the below procedure on or before 5.00 p.m. (IST) on **Wednesday, June 10, 2026:**

- i. Visit the [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html).
- ii. Select the Name of the Company from the dropdown: **Tata Elxsi Limited;**
- iii. Enter the DP ID & Client ID/Folio Number, Name of the Member and PAN details. Members holding shares in the physical form need to additionally enter one of the share certificate(s) numbers;
- iv. Enter your Mobile No. and E-mail address and click on the Continue button;
- v. The system will send OTP on Mobile and e-mail address;
- vi. Upload a self-attested copy of your PAN card and Address proof viz Aadhaar Card, passport or front and back side of share certificate in case of Physical folio;
- vii. Enter the OTP received on your Mobile and e-mail address;
- viii. The system will then confirm the e-mail address for receiving this Notice of AGM.

After the successful submission of the e-mail address, NSDL will e-mail a copy of Notice of AGM with the e-Voting user ID and password. In case of any queries, Members may write to [evoting@nsdl.com](mailto:evoting@nsdl.com).

**b) Registration of e-mail address permanently with Company/DP:**

Members are requested to register the e-mail with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form No. ISR 1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/Company/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in the future.

Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (Contd.)

Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing Demat account number/Folio number and scanned copy of the Share Certificate (front and Back) or client master, or copy of consolidated account statement, self-attested copy of PAN card, self-attested copy of Aadhaar Card.

22. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection up to the date of the AGM i.e. June 24, 2026. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [investors@tataelxsi.com](mailto:investors@tataelxsi.com).

**VOTING THROUGH ELECTRONIC MEANS**

- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide Members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ('AGM') by electronic means (by using the electronic voting system provided by NSDL) either by:
  - remote e-Voting prior to the AGM; or
  - e-Voting during the AGM.
- The remote e-Voting period (for e-Voting prior to the AGM) commences on **Saturday, June 20, 2026, at 09:00 A.M. (IST)** and ends on **Tuesday, June 23, 2026, at 05:00 P.M. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of **Wednesday, June 17, 2026** may cast their vote

by remote e-Voting. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, June 17, 2026**. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast a vote again.

- The Board of Directors have appointed Mr. Vaibhav Dandawate (CP No.: 29747) or failing him Mrs. Deepti Kulkarni (CP No: 22502), who are not in the employment of the Company, as the Scrutiniser to scrutinise the voting at the AGM and remote e-Voting process in a fair and transparent manner.
- The facility for e-Voting shall also be made available during the AGM, and Members attending the AGM through VC/OAVM, who have not already cast their vote by remote e-Voting, may exercise their right to vote during the AGM through the NSDL portal.
- The Members who have cast their vote by remote e-Voting prior to the AGM can also participate through VC/OAVM but shall not be entitled to cast their vote through e-voting again.
- Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. **Wednesday, June 17, 2026**, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

The procedure to login to e-Voting is detailed hereunder:

**STEP 1: ACCESSING THE NSDL E-VOTING SYSTEM:****A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

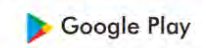
In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories

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and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



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Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911.

**B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<b>a) For Members who hold shares in demat account with NSDL</b>	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
<b>b) For Members who hold shares in demat account with CDSL</b>	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
<b>c) For Members holding shares in Physical Form</b>	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

- Password details for shareholders other than Individual shareholders are given below:
  - If you have already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

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- c. How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.
- STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM:**
- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
  - For joining the virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
  - Select "EVEN" of Tata Elxsi Limited - **139332 (EVEN)** for which you wish to cast your vote during the remote e-Voting period or casting your vote during the AGM.
  - Now you are ready for e-Voting as the Voting page opens.
  - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  - Upon confirmation, the message "Vote cast successfully" will be displayed.
  - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- GENERAL GUIDELINES FOR MEMBERS**
- Institutional shareholders and Corporate Members (i.e. other than individuals, HUF, NRI etc.) are requested to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. who are authorised to vote, to the Scrutiniser by e-mail to

[scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this Notice:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@tataelxsi.com](mailto:investors@tataelxsi.com).
- In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@tataelxsi.com](mailto:investors@tataelxsi.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the

login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**OTHER INSTRUCTIONS**

- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. **Wednesday, June 17, 2026**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
- Any person, who acquires shares of the Company and becomes a Member of the Company after mailing of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- The Scrutiniser shall, immediately upon conclusion of voting at the AGM, first count the votes cast during the Meeting, thereafter, unblock the votes cast through remote e-voting, in the presence of at least two witnesses who

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are not in the employment of the Company. The Scrutiniser shall then prepare and submit, within forty-eight (48) hours of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour of or against, if any, to the Chairman of the Meeting or to a person authorised by him in writing, who shall countersign the same.

- The result declared along with the Scrutiniser's Report shall be placed on the Company's website [www.tataelxsi.com](http://www.tataelxsi.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

#### INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM:

- Members will be able to attend the AGM through VC/OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN i.e., 139332 for Company's AGM.

Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush.

- Members are encouraged to join the Meeting through Laptops for better experience.
- Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address, mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [telagm@tataelxsi.com](mailto:telagm@tataelxsi.com) between **Monday, June 15, 2026 (09:00 a.m. IST)**

Date: April 21, 2026

Place: Bengaluru

Registered Office:

**Tata Elxsi Limited**

ITPB Road, Whitefield, Bangalore - 560048

E-mail: [investors@tataelxsi.com](mailto:investors@tataelxsi.com)

Website: [www.tataelxsi.com](http://www.tataelxsi.com)

CIN: L85110KA1989PLC009968

**to Wednesday, June 17, 2026 (06:00 p.m. IST).**

The facility to express views/ask questions during the AGM shall be restricted only to those members who have pre-registered themselves as speakers. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**By Order of the Board of Directors**

**Sneha V**

Company Secretary & Compliance Officer

Membership No.: A51279

Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (Contd.)

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Resolution(s) mentioned under Item No. 4 of the accompanying Notice.

##### Item No. 4:

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds threshold mentioned under the SEBI Listing Regulations, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and on an arm's length basis.

Tata Sons Private Limited, Promoter of Tata Elxsi Limited ('the Company'), holds equity shares of more than twenty percent (20%) in Tata Motors Limited, making Tata Motors Limited as a member of the Promoter Group of Tata Elxsi Limited pursuant to Regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. Further, Tata Motors Limited is also classified as an Associate Company of Tata Sons Private Limited.

Jaguar Land Rover Limited, UK, ('JLR') is a subsidiary of Tata Motors Limited. JLR is engaged in the business of motor vehicle manufacturing that designs, engineers, produces, and sells luxury cars and SUVs under the Jaguar and Land Rover brands. JLR is a related party to Tata Elxsi Limited within the meaning

of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of SEBI Listing Regulations, considering its association with the promoter group member and related party, Tata Motors Limited.

##### Background and details of the transactions

The Members of the Company at their 36<sup>th</sup> AGM held on June 25, 2025, inter alia, accorded approval vide ordinary resolution for entering into Material Related Party Transactions with Jaguar Land Rover Limited, UK ('JLR'), for an aggregate amount up to ₹ 1,200 crore (Rupees One Thousand Two Hundred crore Only) for FY 2025-26. During FY 2025-26, the Company had entered into transactions with JLR amounting to ₹ 845.85 crore.

The Management has provided the Audit Committee all relevant information in accordance with the SEBI Master Circular dated January 30, 2026. The Audit Committee considered the details, as required, including the material terms and rationale for limits with JLR for FY 2026-27 and after due deliberation granted its approval for an aggregate maximum value of ₹ 1,200 crore for transactions with JLR for FY 2026-27. The proposed transaction amounts approximately 32% of the annual turnover of the Company for FY 2025-26. The Audit Committee noted that the said transactions shall continue to be at arm's length pricing basis and in the ordinary course of business.

The Board is of the opinion that the Resolution stated in the accompanying Notice as Item No. 4 is in the best interest of the Company and its Members and, hence, recommends the Resolution for approval by the Members of the Company.

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**Details of the Material Related Party Transaction(s) proposed to be entered between the Company and JLR, including the information pursuant to Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:**

#### PART A: DETAILS OF THE RELATED PARTY AND TRANSACTIONS WITH THE RELATED PARTY

##### A(1) - Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Jaguar Land Rover Limited
2.	Country of incorporation of the related party	United Kingdom
3.	Nature of business of the related party	Motor vehicle manufacturer that designs, engineers, produces, and sells luxury cars and SUVs under the Jaguar and Land Rover brands

##### A(2) - Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> <li>Shareholding of the listed entity, whether direct or indirect, in the related party</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity</li> </ul> <p><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity / related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	Tata Sons Private Limited is the promoter of Tata Elxsi Limited. Tata Motors Limited, being an associate of Tata Sons Private Limited, is part of the promoter group of Tata Elxsi Limited. Jaguar Land Rover Limited (JLR), UK, is a subsidiary of Tata Motors Limited; hence, JLR is a related party to Tata Elxsi Limited.

##### A(3) - Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	
	<b>S. No.</b>	<b>Nature of Transactions</b>
	1	Services rendered
		<b>FY 2025-26 (₹ in crore)</b>
		845.85
	<b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.	

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S. No.	Particulars of the information	Information provided by the management
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (₹ in crore)	Same as above Sr. No. (A)(3)(1)
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

**A(4) - Amount of the proposed transaction(s)**

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ in crore)	up to ₹ 1,200 crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	31.94%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.42%

Financial performance of the related party for the immediately preceding financial year:		
Particulars	FY 2025-26 (₹ in crore)*	
Turnover	2,85,672.68	
Profit After Tax	(3,042.39)	
Net worth	1,00,548.4	
<i>*On consolidated basis.</i>		
<b>Explanations:</b> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.		

**A(5) - Basic details of the proposed transaction**

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Services provided
2.	Details of each type of the proposed transaction	Software services
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	Not exceeding one (1) year

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S. No.	Particulars of the information	Information provided by the management
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 1,200 crore
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Tata Elxsi and JLR share a strategic fit and alignment in terms of vision, values, and goals and are committed to creating customer centric, sustainable, and futuristic solutions for the automotive industry.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	None

**PART B: APPLICABLE TO SPECIFIC TYPE OF RPTs****B(1) - Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company participates in bidding for customer contracts together with partners, and partners are selected based on the relevant business requirements.
2.	Basis of determination of price.	Market Price
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (Contd.)**Other disclosures**

1.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Same as Sr. No. (A)(5)(6)
2.	Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	Yes
3.	Material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	Yes
4.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not applicable
5.	The Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Members have been provided with all relevant information needed to make informed decisions through this notice.
6.	Any other information that may be relevant.	Nil

None of the Directors, Key Managerial Personnel and/or their respective relatives are in any manner concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board of Directors recommends the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company by way of an Ordinary Resolution.

The Members may note that, in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve this Ordinary Resolution, irrespective of whether such entity is a Related Party to the particular transaction(s) or otherwise.

Date: April 21, 2026

Place: Bengaluru

Registered Office:

**Tata Elxsi Limited**

ITPB Road, Whitefield, Bangalore - 560048

E-mail: [investors@tataelxsi.com](mailto:investors@tataelxsi.com)

Website: [www.tataelxsi.com](http://www.tataelxsi.com)

CIN: L85110KA1989PLC009968

**By Order of the Board of Directors**

**Sneha V**

Company Secretary & Compliance Officer

Membership No.: A51279

Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (Contd.)**Disclosure on appointment/re-appointment of Director pursuant to Secretarial Standard-2 on General Meetings and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

<b>Name</b>	<b>Mr. Ankur Verma</b>	
<b>DIN</b>	07972892	
<b>Designation</b>	Non-Executive Non-Independent Director	
<b>Date of Birth (Age)</b>	March 25, 1976 (50 years)	
<b>Date of appointment on the Board (initial)</b>	August 01, 2018	
<b>Qualifications</b>	B.E. in Mechanical Engineering; PGDM from IIM, Calcutta	
<b>Brief Resume</b>	<p>Mr. Ankur Verma, a B.E. in Mechanical Engineering and PGDM from IIM, Calcutta has around 25 years of experience in Investment Banking, Capital Markets and Corporate Strategy.</p> <p>At present, Mr. Verma is Group Chief Strategy Officer at Tata Sons Private Limited, where he has responsibilities in strategy, corporate finance and mergers and acquisitions. Previously, he was Managing Director (Investment Banking Division) in Bank of America Merrill Lynch, and also Group Manager &amp; Head, Business Planning in Infosys Technologies Limited – Corporate Planning Group.</p> <p>He currently serves on the boards of several Tata group companies including Tata Autocomp Systems Limited, Tata Elxsi Limited, Tata Play Limited, Tata 1MG Technologies Private Limited, Tata Unistore Limited, Supermarket Grocery Supplies Private Limited, Tata Communications Limited, Infiniti Retail Limited, Tata Electronics Private Limited, Tata Digital Private Limited and Tata Capital Limited.</p>	
<b>Expertise in specific functional areas</b>	<ul style="list-style-type: none"> <li>✓ Investment Banking</li> <li>✓ Capital Markets Corporate Strategy</li> </ul>	
<b>Terms and Conditions of re-appointment</b>	Proposed to be re-appointed as Non-Executive Non-Independent Director, liable to retire by rotation.	
<b>Shareholding in Tata Elxsi Limited as on March 31, 2026</b>	Nil	
<b>Relationship with Directors/ KMP of Tata Elxsi Limited</b>	No inter-se relationship with Directors and KMP's of Tata Elxsi Limited	
<b>Attendance at Board/ Committee Meetings during FY 2025-26</b>	<b>Number of meetings held</b>	<b>Number of meetings attended</b>
	11	10
<b>Remuneration drawn for FY 2025-26</b>	₹ 4,00,000/- (Sitting fees paid for attending the Board and Committee Meetings)	
<b>Details of remuneration sought to be paid</b>	Mr. Ankur Verma shall be paid sitting fees for attending the Board and Committee meetings.	

Notice of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (Contd.)

<p><b>Directorship, Committee Chairmanship/Membership in other public companies (excluding foreign companies)</b></p>	<p><b>Directorship:</b></p> <ul style="list-style-type: none"> <li>Tata Communications Limited</li> <li>Tata Capital Limited</li> <li>Tata Autocomp Systems Limited</li> <li>Tata Play Limited</li> <li>Infiniti Retail Limited</li> <li>Tata Unistore Limited</li> </ul> <p><b>Committee Membership:</b></p> <p><b>Tata Communications Limited</b></p> <ul style="list-style-type: none"> <li>Member - Audit Committee</li> <li>Member - Stakeholders Relationship Committee</li> </ul> <p><b>Tata Capital Limited</b></p> <ul style="list-style-type: none"> <li>Member - Audit Committee</li> <li>Member - Stakeholders Relationship Committee</li> </ul> <p><b>Tata AutoComp Systems Limited</b></p> <ul style="list-style-type: none"> <li>Member - Audit Committee</li> <li>Member - Nomination and Remuneration Committee</li> </ul> <p><b>Tata Play Limited</b></p> <ul style="list-style-type: none"> <li>Chairman - Risk Management Committee</li> <li>Member - Audit Committee</li> </ul> <p><b>Infiniti Retail Limited</b></p> <ul style="list-style-type: none"> <li>Member - Audit Committee</li> <li>Member - Risk Management Committee</li> <li>Member - Nomination and Remuneration Committee</li> </ul> <p><b>Tata Unistore Limited</b></p> <ul style="list-style-type: none"> <li>Chairman - Audit Committee</li> </ul>
<p><b>Details of listed companies from which the appointee has resigned during the last three financial years</b></p>	<p>Ceased to be the Non Executive Non Independent Director of Tata Teleservices (Maharashtra) Limited w.e.f. August 07, 2025.</p>

## Directors' Report

### TO THE MEMBERS OF TATA ELXSI LIMITED

The Board of Directors (the "Board") are pleased to present the Integrated Annual Report on the business and operations of the Company along with the audited financial statements for the financial year ended March 31, 2026.

#### 1. FINANCIAL SUMMARY

The highlights of financial performance of the Company for the financial year ended March 31, 2026, are summarised hereunder:

Particulars	₹ in crore	
	FY 2025-26	FY 2024-25
Revenue from operations	3,757.42	3,729.05
Other income (Net)	183.98	179.31
<b>Total Income</b>	<b>3,941.40</b>	<b>3,908.36</b>
Profit before financial expenses, depreciation and tax	935.14	1,152.26
Less: Financial expenses	16.23	18.98
Depreciation/Amortisation	93.80	104.87
<b>Profit before tax</b>	<b>825.11</b>	<b>1,028.40</b>
Tax expenses	196.68	243.47
<b>Profit after tax for the year</b>	<b>628.43</b>	<b>784.94</b>
Other Comprehensive income	6.49	(4.77)
<b>Net Profit for the year</b>	<b>634.92</b>	<b>780.17</b>
Add: Profit brought forward	2,586.73	2,277.06
Less: Dividend	467.13	435.94
Transfer to General Reserve	10.00	10.00
<b>Balance Profit carried to Balance Sheet</b>	<b>2,754.82</b>	<b>2,568.73</b>

#### 2. REVIEW OF OPERATIONS AND PERFORMANCE

During the year under review, the total income increased by 0.85% which stood at ₹3,941.40 crore as against ₹3,908.36 crore in the previous financial year. The profit before tax (PBT) was ₹825.11 crore as against ₹1,028.40 crore in the previous financial year. The profit after tax (PAT) was ₹628.43 crore against ₹784.94 crore in the previous financial year.

The basic earnings per share decreased by 19.95% to ₹100.89 (previous year ₹126.03) at standalone basis.

#### 3. CHANGE IN NATURE OF BUSINESS

During the year under review, there was no change in the nature of Company's business.

#### 4. DIVIDEND

The Board of Directors are pleased to recommend a dividend of ₹75 per share (750%), subject to tax, for the financial year ended March 31, 2026, on 6,22,96,683 equity shares of ₹10 each fully paid-up, in comparison to ₹75 per share (750%) on 6,22,84,124 equity shares of ₹10 each fully paid-up in the previous financial year.

## Directors' Report (Contd.)

The said dividend on equity shares is subject to the approval of the members of the Company at the ensuing Annual General Meeting ("AGM") scheduled to be held on June 24, 2026. If approved, this will involve an outflow of ₹467.23 crore, compared to ₹467.13 crore, in the previous financial year.

According to the Finance Act, 2020, dividend income will be taxable in the hands of the members of the Company w.e.f. April 01, 2020, and the Company is required to deduct tax at source from the dividend being paid to the members at prescribed rates as per the Income Tax Act, 2025.

The Company's Dividend Distribution Policy, as adopted in line with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations" or "SEBI Listing Regulations") is available on the website of the Company at <https://d1y69b020rytqm.cloudfront.net/PDF/Corporate-Policies/August2025/Dividend-Distribution-Policy.pdf>.

#### 5. TRANSFER TO RESERVES

The Directors have approved a transfer of ₹10 crore to the General Reserves for the financial year ended March 31, 2026, as against an amount of ₹10 crore transferred in the previous financial year.

#### 6. SHARE CAPITAL

As on March 31, 2026, the Authorised Share Capital of the Company consisted of 7,00,00,000 equity shares of ₹10 each. During the year under review, there was an increase in the paid-up equity share capital of the Company. The Company had issued and allotted 12,559 equity shares with a face value of ₹10 each, consequent to exercise of the Performance Stock Option by the eligible employees of the Company. As on March 31, 2026, the paid-up equity share capital of the Company stands at ₹62,29,66,830

comprising of 6,22,96,683 equity shares of ₹10 each fully paid-up.

Except as mentioned above, the Company had neither issued any other shares or instruments convertible into equity shares of the Company or with differential voting rights nor has it granted any sweat equity.

#### 7. TATA ELXSI LIMITED PERFORMANCE STOCK OPTION PLAN 2023

Pursuant to the approval of the members of the Company vide special resolution passed through Postal Ballot on March 04, 2023, the Company had adopted and implemented the "Tata Elxsi Limited Performance Stock Option Plan 2023" (hereinafter referred to as "PSOP 2023" or "the Plan"), for grant of 3,11,000 fully paid equity shares of ₹10 (Rupees Ten only) each, representing 0.50% of the Issued Share Capital of the Company to the eligible employees of the Company.

The Plan is intended to reward, motivate and retain the Eligible Employees of the Company as defined in the PSOP 2023, (hereinafter collectively referred to as 'Eligible Employees') for their performance and participation in the growth and profitability of the Company. The said initiative to link the employee's performance in the Company along with other initiatives would contribute to improve the performance of the Company. The Plan has been formulated in accordance with the provisions of the Companies Act, 2013 ('the Act') and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations") and during the year under review, there was no change in terms of PSOP 2023.

The eligible employees shall be granted Performance Stock Options (PSOP), as determined by the Nomination and Remuneration Committee of the Board, which will vest as per the approved vesting schedule. The vested options are exercisable into fully paid-up equity shares of ₹10 (Rupees Ten only) each, of the Company, on the

## Directors' Report (Contd.)

terms and conditions as provided under the Plan, in accordance with the provisions of the applicable laws and regulations for the time being in force.

During the year under review, the Nomination and Remuneration Committee approved a grant of 48,970 stock options to eligible employees of the Company as per the terms and conditions of the Plan. No employee was granted stock options equal to or exceeding 1% of the issued share capital of the Company. The vesting period for the stock options granted under the PSOP 2023 shall not be less than one year and all the stock options would vest, based on the terms and conditions as detailed out in the Plan.

The statutory disclosures as mandated under the Act and SBEB & SE Regulations and a Certificate from the Secretarial Auditor, confirming implementation of the Plan in accordance with SBEB & SE Regulations and shareholders' resolution, is hosted on the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures> and will be available for electronic inspection by the Members of the Company during the ensuing AGM of the Company. Members desirous of inspecting the certificate, may follow the procedure laid down in the Notes to the Notice of the ensuing AGM.

#### 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2026, the Board of the Company comprised of six (6) Directors, with three (3) Non-Executive Independent Directors, two (2) Non-Executive Non-Independent Directors and one (1) Executive Director. The details of the Board composition is available in the Corporate Governance Report section of this Annual Report.

During the year under review, on account of completion of his first term as an Independent Director of the Company, Mr. Anurag Kumar (DIN: 03403112) was re-appointed as an Independent Director of the Company for a second

term commencing from November 15, 2025, up to July 12, 2030.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ankur Verma, Non-Executive Director (DIN: 07972892), retires by rotation and being eligible, offers himself for re-appointment. Further, no other Director was appointed or resigned during the year.

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. The Directors have further confirmed that they are not debarred from holding the office of the director under any SEBI Order or any other such authority. During FY 2025-26, there has been no change in the circumstances affecting their status as Independent Directors of the Company. Pursuant to Clause VII (1) of Schedule IV of the Act, two (2) meetings of the Independent Directors were held on April 16, 2025, and January 13, 2026.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committees of the Company.

#### Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2026 are:

- Mr. Manoj Raghavan, Managing Director & CEO
- Mr. Gaurav Bajaj, Chief Financial Officer
- Ms. Sneha V, Company Secretary & Compliance Officer.

During the year under review, Ms. Cauveri Sriram ceased to be the Company Secretary and Compliance Officer (Key Managerial Personnel)

## Directors' Report (Contd.)

of the Company effective from close of business hours of July 04, 2025. Consequently, Ms. Sneha V has been appointed as the Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company w.e.f. July 07, 2025.

**9. MEETING OF BOARD AND COMMITTEE(S)**

In line with the requirements of the Act and the Listing Regulations, seven (7) Board Meetings were held during the year under review. Further details of the Board Meetings and Committee Meetings including the attendance of the Directors are provided in the Corporate Governance Report forming part of this Annual Report.

**10. DIRECTORS' RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and the reviews performed by the management and relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2025-26.

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures;
- The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of our state of affairs at the end of the financial year and of our profit for that period;
- The Directors had taken proper and sufficient care, for the maintenance of adequate accounting records, in accordance with the

provisions of the Companies Act 2013, for safeguarding the assets and for preventing and detecting fraud and other irregularities;

- The Directors have prepared the annual accounts on a going concern basis;
- The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- The Directors have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

**11. PARTICULARS ON REMUNERATION**

The particulars of remuneration in terms of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, is annexed to this Report as **Annexure A**.

The statement containing particulars of the top 10 employees and the employees drawing remuneration in excess of limits prescribed under Section 197 (12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of this Report. Further, the Annual Report and the accounts are being sent to the members of the Company excluding the aforesaid Annexure. In terms of Section 136 of the Act, the said Annexure is open for inspection and any member interested in obtaining a copy of the same may write to the Company Secretary of the Company.

The statements required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, form part of this report and will be made available to any Member on request.

## Directors' Report (Contd.)

**12. BOARD EVALUATION**

The Company has laid down a process for performance evaluation of the Board and its Committees as well as a framework for evaluation of the performance of each of its Directors. The evaluation criteria include, inter alia, structure of the Board, qualifications, experience and competency of Directors, diversity in Board, effectiveness of the Board process, information and functioning, Board culture and dynamics, quality of relationship between the Board and management, meetings of the Board, including regularity and frequency, discussion and dissent, corporate culture and values, governance and compliance, evaluation of risk amongst other.

The evaluation process is conducted and monitored by the Chairperson, Nomination & Remuneration Committee ('NRC') in consultation with the members of the NRC. Upon the receipt of feedback from Directors, the Chairperson, NRC, conducts a one-to-one meeting with the Board Members. Thereafter, the Chairperson, NRC briefs the Chairman of the Board on the outcome, which is subsequently discussed at the Board meeting.

For FY 2025-26, the Board evaluation has been conducted as per the process adopted by the Company, as detailed out above.

**13. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Regulation 34 and Schedule V of the Listing Regulations, a separate section on Management Discussion and Analysis Report is annexed to the Directors' Report.

**14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars pursuant to Section 134(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed to this Report as **Annexure B**.

**15. INTEGRATED REPORT**

The Integrated Report of the Company is prepared in accordance with the International Integrated Reporting (IR) framework published by the Value Reporting Foundation (VRF) which reflects the Company's approach to its value creation. This Report aims to provide a holistic view of the Company's strategy, governance and performance, and how they work together to create value over the short, medium and long term for our stakeholders. The narrative section of the Integrated Report is guided by the Integrated Reporting (IR) framework outlined by the International Integrated Reporting Council (IIRC).

**16. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

In terms of Regulation 34(2)(f) of Listing Regulations, the Business Responsibility and Sustainability Report ("BRSR"), in the prescribed format, forms an integral part of this Annual Report. An Assurance Report on the sustainability disclosures made in the BRSR for FY 2025-26, forms part of BRSR.

**17. CORPORATE GOVERNANCE**

In terms of Regulation 34(3) of the Listing Regulations, the Corporate Governance Report, Management Discussion & Analysis Report, and the Auditors' Certificate regarding compliance to Corporate Governance requirements forms part of this Annual Report.

**18. CORPORATE SOCIAL RESPONSIBILITY**

In line with Section 135 of the Act read with applicable rules made thereunder, Corporate Social Responsibility (CSR) Committee is constituted for the purposes of recommending and monitoring the CSR initiatives of the Company.

## Directors' Report (Contd.)

The Board, based on the recommendation of the CSR Committee, has formulated and adopted a CSR Policy, in line with Section 135 of the Act read with the applicable rules made thereunder, which is available on the website of the Company at [www.tataelxsi.com/investors/policies-and-disclosures](http://www.tataelxsi.com/investors/policies-and-disclosures).

The CSR objectives are designed to serve societal, local and national goals in the locations we operate, create a significant and sustained impact on local communities and provide opportunities for our employees to contribute to these efforts through volunteering.

The Annual Report on the CSR initiatives undertaken by the Company as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended) including the reasons for not utilising the complete amount for CSR as approved by the CSR Committee, is annexed to the Directors' Report as **Annexure C**. The details relating to the composition of the CSR Committee are provided in the Corporate Governance Report, forming part of this Annual Report.

**19. RISK MANAGEMENT POLICY**

The Board has adopted a Risk Management Policy to identify and categorise various risks, implement measures to minimise impact of these risks where it is deemed necessary and possible, and a process to monitor them on a regular basis including to review and monitor the cyber security measures. Further details on the risk management framework are provided in the Corporate Governance Report, forming part of this Annual Report.

**20. DEPOSITS FROM PUBLIC**

During the year under review, the Company did not accept any deposits from public. Accordingly, no amount of principal or interest on public deposits was outstanding as at the date of the Balance Sheet.

**21. LOANS, INVESTMENTS AND GUARANTEES**

During the year under review, there were no loans, guarantees and investments made by the Company under Section 186 of the Act.

**22. AUDIT COMMITTEE**

The Company has constituted an Audit Committee in compliance with Section 177 of the Act and Regulation 18 of the Listing Regulations. The composition of the Audit Committee along with its detailed terms of reference, including the scope of its functions are provided in the Corporate Governance Report forming part of this Annual Report.

During the year under review, there were no such instances wherein the Board of Directors did not accept the recommendations made by the Audit Committee.

**23. REMUNERATION POLICY**

Pursuant to provisions of the Act, the Nomination and Remuneration Committee (NRC) of the Board has formulated a Remuneration Policy for its Directors, Key Managerial Personnel (KMPs), Senior Management and other employees. The policy sets out the approach to compensation of Directors, KMPs and other employees of the Company.

The determination of the remuneration of the Directors, KMPs, senior management and other employees is based on a set of principles enumerated in the remuneration policy including the Company's performance, throughout the year, achievement of budgeted targets, growth & diversification, remuneration in other companies of comparable size and complexity, etc.

During the year under review, the remuneration paid to each Non-Executive Director was within the limits prescribed, and no individual Non-Executive Director received more than 50% of the total annual remuneration payable to all Non-Executive Directors.

## Directors' Report (Contd.)

Further details on the Remuneration Policy of the Company are provided in the Corporate Governance Report, forming part of this Annual Report and is available on the website of the Company at <https://dly69b020rytqm.cloudfront.net/PDF/Corporate-Policies/September2025/Nomination-Remuneration-Policy-1.pdf>.

**24. RELATED PARTY TRANSACTIONS**

The Company has formulated and adopted a policy on dealing with Related Party Transactions, in line with Regulation 23 of the Listing Regulations, which is available on the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

During the year under review, all related party transactions including ratification of the related party transactions entered into by the Company, were approved by the Audit Committee and these transactions were entered at arm's length and in the ordinary course of business.

Pursuant to Section 188 of the Act read with rules made thereunder and Regulation 23 of the Listing Regulations, all Material Related Party Transactions ("material RPTs") require prior approval of the shareholders of the Company by way of an ordinary resolution.

Accordingly, the Members of the Company had, inter alia, approved material RPTs of the Company with Jaguar Land Rover Limited, UK ("JLR") for an aggregate amount not exceeding ₹1,200 crore for FY 2025-26. Further, during FY 2026-27, the Company proposes to enter into material RPTs with Jaguar Land Rover Limited, UK, for an amount not exceeding ₹1,200 crore, subject to approval of the shareholders of the Company at the ensuing AGM.

As per Listing Regulations and the terms of reference of the Audit Committee, the Committee undertakes quarterly review of related party transactions entered into by the Company with its related parties. Pursuant to Regulation 23 of Listing Regulations and Section 177 of the Act, the Audit Committee has granted omnibus approval in respect of transactions which are repetitive

in nature, which may or may not be foreseen, not exceeding the limits specified thereunder. The transactions under the purview of omnibus approval are reviewed on quarterly basis by the Audit Committee. Pursuant to Regulation 23(9) of the Listing Regulations, the Company has filed the disclosures on related party transactions in prescribed format with the Stock Exchanges.

Pursuant to Section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, the details of contracts/arrangements entered with related parties in prescribed Form AOC-2, is annexed to this Report as **Annexure D**.

Further, none of the transactions with related parties fall under the scope of Section 188(1) of the Act. The details of transaction(s) of the Company with entities belonging to the promoter/promoter group which hold(s) more than 10% shareholding in the Company as required under para A of Schedule V of the Listing Regulations is provided as part of the Financial Statements, forming part of this Annual Report.

**25. AUDITORS****25.1. STATUTORY AUDITORS AND THEIR REPORT**

The members of the Company at the 33<sup>rd</sup> AGM held on June 23, 2022, approved the appointment of M/s BSR & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W - 100022) as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 33<sup>rd</sup> AGM, until the conclusion of the 38<sup>th</sup> AGM of the Company to be held in the year 2027.

The report issued by Statutory Auditors for financial year 2025-26 does not contain any qualifications or adverse remarks. The Statutory Auditors have not reported any fraud under Section 143(12) of the Act.

**25.2. SECRETARIAL AUDIT AND REPORT**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment

## Directors' Report (Contd.)

and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of Listing Regulations, the members of the Company at the 36<sup>th</sup> AGM held on June 25, 2025, approved the appointment of M/s V Sreedharan and Associates, Company Secretaries (Peer Review Certificate No. P1985KR14800) as the Secretarial Auditor of the Company for a period of 5 consecutive years commencing from FY 2025-26 until FY 2029-30.

The report of the Secretarial Auditor along with the Certificate of Non-Disqualification of Directors for the year ended March 31, 2026, is annexed to this report as **Annexure E**.

Secretarial Auditors' observation(s) in Secretarial Audit Report and Directors' explanation thereto:

The newspaper advertisement published in the principal vernacular newspaper relating to Notice of 36<sup>th</sup> Annual General Meeting held on June 25, 2025, was in English language whereas the provisions of sub rule 4(v) of Rule 20 of the Companies (Management and Administration) Rules, 2014, inter alia says that "An advertisement shall be published at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated."

The observation was noted by the Board of Directors of your Company. The Directors do not have any comments to offer on the observation as the same is self explanatory.

### 25.3. COST RECORDS & COST AUDITORS

Considering the services rendered by the Company, maintenance of cost records is not applicable to the Company under sub-section (1) of Section 148 of the Act. Therefore, no Cost Auditor was required to be appointed by the Company for FY 2025-26.

### 26. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has established and maintained adequate internal financial controls with respect to financial statements. Such controls have been designed to provide reasonable assurance with regard to providing reliable financial and operational information.

During the year under review, such controls were operating effectively, and no material weaknesses were observed.

### 27. SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

As on March 31, 2026, the Company does not have any subsidiary, joint venture or associate company. Further, no company has become or ceased to be the subsidiary, joint venture or associate company during the year under review.

### 28. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY 2025-26 is available on Company's website at <https://www.tataelxsi.com/storage/PDF/Corporate-Policies/JUNE2026/annual-return-2025-26.pdf>.

### 29. VIGIL MECHANISM

The Company has established a "Vigil Mechanism" for its employees and Directors, enabling them to report any concerns of unethical behaviour, suspected fraud or violation of the Company's 'Code of Conduct'.

To this effect, the Board has adopted a 'Whistle Blower Policy' (WBP), which is overseen by the Audit Committee. The Policy inter alia provides safeguards against victimisation of the Whistle Blower, Employees and other stakeholders and also provide direct access to the Chairperson of the Audit Committee for lodging concerns if any, for review. The same is available on Company's website at <https://d1y69b020rytqm.cloudfront.net/PDF/Corporate-Policies/December2025/Whistle-Blower-Policy.pdf>.

## Directors' Report (Contd.)

The said policy has also been placed on the Company's intranet where all the employees have access. The Company conducts 'Policies Awareness Campaign' regularly for its employees across its various centres and the WBP features in these campaigns.

### 30. PREVENTION OF SEXUAL HARASSMENT AND MATERNITY BENEFIT

The Company has zero tolerance for sexual harassment at workplace and have adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the rules made thereunder for prevention and redressal of complaints under the above Act. The Company has constituted an Internal Complaints Committee under the POSH Act. As on March 31, 2026, the details of the complaints under the POSH Act and the rules framed thereunder are as under:

a.	Number of complaints filed during the financial year	4
b.	Number of complaints disposed of during the financial year	4
c.	Number of complaints pending as on end of the financial year	0
d.	Number of complaints pending for more than ninety days	0

Further, during FY 2025-26, the Company is compliant with the applicable provisions of the Maternity Benefit Act, 1961 and has policies, systems and processes in place to ensure ongoing compliance.

### 31. SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

### 32. OTHER DISCLOSURES AND AFFIRMATIONS

Pursuant to the applicable provisions of the Act and the rules made thereunder, your Directors affirm that during the financial year ended March 31, 2026:

- There were no material changes and commitments affecting the Company's financial position between the end of the financial year to which this financial statement relates and the date of this report.
- There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and its future operations.
- There were no instances where the Company required the valuation for one time settlement or while taking the loan from any banks or financial institution.
- No application was made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.
- There was no revision of financial statements and Board's Report of the Company during the year under review.
- The details regarding remittance of unpaid/unclaimed dividend to the Investor Education and Protection Fund (IEPF) for financial year 2018-19 and thereafter in terms of Section 125 of the Act are disclosed in the Corporate Governance Report forming part of this Annual Report.

### 33. ACKNOWLEDGEMENTS

The Board of Directors wish to thank Employees, Customers, Partners, Suppliers, Government and above all, our Shareholders and Investors for their continued support and co-operation.

**For and on behalf of the Board**

April 21, 2026  
Bengaluru

**N. G. Subramaniam**  
Chairman

## Annexure “A” to the Directors’ Report

Particulars pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided as under:

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary for the financial year:

Non-Executive Director	Ratio to median remuneration	% increase in the remuneration of Directors/KMPs in the FY
Mr. N. G. Subramaniam <sup>#</sup>	-	-
Prof. Anurag Kumar	15.77	9.73
Ms. Ashu Suyash <sup>^</sup>	13.98	-
Mr. Soumitra Bhattacharya <sup>^</sup>	16.13	-
Mr. Ankur Verma <sup>*</sup>	-	-
<b>Executive Director</b>		
Mr. Manoj Raghavan, Managing Director & CEO	98.50	4.84
<b>Key Managerial Personnel</b>		
Mr. Gaurav Bajaj, Chief Financial Officer	N.A.	5.00
Ms. Sneha V, Company Secretary & Compliance Officer <sup>@</sup> (appointed w.e.f. July 07, 2025)	N.A.	-
Ms. Cauveri Sriram, Company Secretary & Compliance Officer <sup>@</sup> (resigned w.e.f. July 04, 2025)	N.A.	-

<sup>#</sup>Not entitled to receive commission as per the Tata Group guidelines.

<sup>^</sup>The % increase of remuneration is not provided for those Directors, who have not drawn remuneration from the Company for full fiscal 2025 and full fiscal 2024.

<sup>\*</sup>In line with the internal guidelines of the Company, no payment is made towards commission to the Non-Executive Directors of the Company, who are in employment with any other Tata companies.

<sup>@</sup>Details not given as the KMP was there for the part of the year/previous year.

- (ii) The percentage increase/(decrease) in the median remuneration of employees in the financial year: 9.61%
- (iii) The number of permanent employees on the rolls of the Company: 11,046
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- The average increase in salaries of employees other than the managerial personnel in FY 2025-26 was 6.2%. The percentage increase/(decrease) in the managerial remuneration for the year was 4.86%.
- (v) The Company hereby affirms that the remuneration is as per the Remuneration Policy of the Company, as approved by the Board and set out in the Charter of the Nomination and Remuneration Committee (NRC) which is available at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

## Annexure “B” to the Directors’ Report

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

### (A) CONSERVATION OF ENERGY:

#### i. Steps taken or impact on conservation of energy:

The Company has prioritised energy conservation and implemented a range of initiatives to achieve this objective. The key steps and measures undertaken are outlined below:

- Efficient energy utilisation is ensured through systematic monitoring, stakeholder training, and the adoption of advanced technologies to support energy optimisation.
- In alignment with industry best practices, the Company has widely adopted LED lighting across its facilities. Significant energy savings have been achieved by transitioning from conventional CFL lighting to LED fittings. Currently, LED lighting coverage across the organisation exceeds 98%, and all new facilities are equipped with LED systems from the project stage.
- Variable Frequency Drives (VFDs) have been installed for Air Handling Unit (AHU) motors, enabling optimisation of energy consumption within the HVAC system.
- The VRF (Variable Refrigerant Flow) air-conditioning system, representing state-of-the-art energy-efficient HVAC technology, has been implemented across multiple operational facilities. This system enhances operational reliability while utilising environmentally friendly refrigerants, thereby contributing to optimal energy performance.
- The Variable Air Volume (VAV) controllers have been deployed to regulate air-conditioning based on centralised AHU requirements. These controllers are standard in all new interior projects, and their application has been extended to existing facilities, including multiple meeting rooms and conference rooms.

#### ii. Steps taken by the Company for utilising alternate sources of energy:

The Company is committed to reducing its carbon footprint to 50% of its benchmarked levels by 2026. This goal is being actively pursued through the increasing adoption of green energy across multiple locations. The key initiatives undertaken in this direction are as follows:

- All the newly leased facilities are selected based on predefined criteria that ensure the availability of green power supply.
- In the early phase of FY 2025–26, the Company successfully executed agreements for direct sourcing of green power from utility service providers at the Pragathi Building, KINFRA (Thiruvananthapuram), and Tower 7, Magarpatta SEZ (Pune). As a result, approximately 75% of the total power consumption at the Magarpatta SEZ facility and 95% at the Thiruvananthapuram facility is met through green energy. This initiative reflects the Company’s strong commitment to sustainable energy practices and environmental stewardship.
- The Company continues to operate and maintain its commissioned 320 kW rooftop solar installations across locations, comprising 120 kW at the SBH facility in Pune, 100 kW at the Hoody campus, and 100 kW at the Pragathi Building in Thiruvananthapuram.
- Building on its achievement of surpassing 50% renewable energy usage in FY 2024–25, the Company has further increased its renewable power consumption to 66.58% in FY 2025–26. This significant progress represents a notable reduction in Scope 2 emissions and underscores the Company’s continued commitment to sustainability and responsible environmental practices.

Annexure "B" to the Directors' Report (Contd.)

## (B) TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION:

The Company continues to invest in structured learning and development initiatives aimed at strengthening critical organisational capabilities, enabling cross-functional skill development, and building leadership competencies across levels.

These programmes are designed to equip design and engineering teams with the skills required to enhance delivery capability and capacity for future projects. They also enable the Company to effectively demonstrate its technological and developmental expertise to prospective clients, while safeguarding the confidentiality of ongoing engagements.

In addition, select initiatives focus on the development of reusable software components and frameworks. These efforts not only improve operational efficiency but also create opportunities for future revenue generation through potential commercialisation and licensing.

### Research and Development (R&D) Activities and Expenditure:

During the year, the Company invested 2.02% of revenue towards R&D activities. The Company intends to continue investing in technology IP development, especially those related to automotive, broadcast and communication. Expenditure incurred in the R&D during the financial year 2025-26 are given below:

a.	Capital	Nil
b.	Recurring	₹ 75.97 crore
c.	Total	₹ 75.97 crore
d.	Total R & D expenditure as a total percentage of turnover	2.02%

## (C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

Export revenue constituted 82% of the total revenue in FY 2025-26:

FY 2025-26	₹ In crore
Foreign exchange earnings	3,064.55
CIF Value of imports	53.97
Expenditure in foreign currency	978.30

**For and behalf of the Board**

**N.G. Subramaniam**  
Chairman

Bengaluru  
April 21, 2026

# Annexure "C" to the Directors' Report

## 1 BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

The Company's Corporate Social Responsibility (CSR) initiatives are guided by its commitment to creating long-term value for society. The focus of these initiatives includes:

- Contributing to societal, local, and national development priorities across geographies of operation.
- Creating sustained and meaningful impact in communities impacted by the Company's business activities.
- Encouraging employee participation by facilitating structured volunteering opportunities.

In compliance with the provisions of Section 135 of the Companies Act, 2013, read with Rules made thereunder, the Company has formulated and adopted a CSR Policy and the same is available on the Company's website at <https://www.tataelxsi.com/investors/policies-and-disclosures>

## 2 COMPOSITION OF CSR COMMITTEE

Sl. No.	Name of Member	Designation/Nature of Directorship	No. of meetings held during the year	No. of meetings attended during the year
1	Mr. Anurag Kumar	Chairman, Independent Director	4	4
2	Mr. Soumitra Bhattacharya	Member, Independent Director	4	4
3	Mr. Manoj Raghavan	Member, Managing Director & CEO	4	3

3 Web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company: <https://www.tataelxsi.com/investors/policies-and-disclosures>

## 4 EXECUTIVE SUMMARY ALONG WITH WEB-LINK(S) OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8:

During FY 2025-26, the Company had conducted Impact Assessment for the following CSR Projects:

**Project 1 (Badhti Ka Naam Gaadi):** Launched in 2019 in partnership with Tata STRIVE, Tata Elxsi's BKNG is a 24-episode digital edutainment series on defensive driving featuring Vijay Raaz. An impact assessment conducted by NuSocia (March–April 2026) found that the program certified 56,787 individuals and generated 12.38 lakhs views between 2019 and 2023. Since the conclusion of formal funding, the project has sustained strong organic growth, reaching a total of 90,779 certifications and over 20.27 lakhs views by March 2026. While BKNG is a recognised, high-quality CSR asset with significant reach, future scaling will benefit from strengthened outcome measurement and institutional governance.

**Project 2 (Livelihood Project with BAIF):** Launched in 2022 in partnership with BAIF Institute for Sustainable Livelihoods and Development, Tata Elxsi's Coffee Plantation and Allied Agriculture Activities for Sustainable Livelihoods Development project targeted 878 tribal households across 18 hamlets in Kodagu, Karnataka, through an integrated Wadi agroforestry model involving coffee, pepper, and forestry species, complemented by water infrastructure and allied livelihoods like apiculture and poultry. An impact assessment conducted by NuSocia (April 2026) found that the project distributed 2.45 lakhs coffee saplings, established 103 farm ponds, and installed 120 solar pumps. This significantly reduced single-source income dependency from 87.8% to 14.8% and improved irrigation access for 75% of beneficiaries. Since its inception, the project has

Annexure "C" to the Directors' Report (Contd.)

reached 878 households across 200 acres of developed agroforestry, with the Wadi projected to sequester 1,863 tons of carbon by Year 5. While the project is rated High on Relevance, Coherence, and Impact, future scaling will benefit from structured capacity-building training, enhanced post-harvest value addition support, and continued post-project monitoring.

The detailed impact assessment report is made available on the Company's website and can be accessed at <https://www.tataelxsi.com/corporate-social-responsibility>

- 5 (a) Average net profit of the Company as per sub-section (5) of Section 135: ₹ **8,26,90,97,996**  
 (b) Two percent of average net profit of the Company as per sub-section (5) of Section 135: ₹ **16,53,81,960**  
 (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: **Nil**  
 (d) Amount required to be set-off for the financial year, if any: **Nil**  
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ **16,53,81,960**
- 6 (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ **14,50,99,049**  
**(Please refer to Annexure 1 attached to this report)**  
 (b) Amount spent in Administrative Overheads: ₹ **61,98,806**  
 (c) Amount spent on Impact Assessment: ₹ **4,66,060**  
 (d) Total amount spent for the financial year [(a)+(b)+(c)]: ₹ **15,17,63,915**  
 (e) **CSR amount spent or unspent for the financial year:**

Total Amount spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount Transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the fund	Amount	Date of Transfer
15,17,63,915	1,36,18,045	April 13, 2026	-	-	-

**(f) Excess amount for set off, if Any:**

Sl. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	16,53,81,960
(ii)	Total amount spent for the financial year	15,17,63,915
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

Annexure "C" to the Directors' Report (Contd.)

**7 DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:**

Sl. No.	Preceding financial year(s)	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under Section 135(6) (in ₹)	Amount Spent in the financial year (in ₹)	Amount transferred to any fund specified under Schedule VII as per second proviso Section 135(5), if any		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	2024-25	1,82,68,848	-	-	-	-	-	-
2	2023-24	1,27,05,947	-	-	-	-	-	-
3	2022-23	1,17,34,725	-	-	-	-	-	-

- 8 Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: **No**

If Yes, enter the number of Capital assets created/ acquired: **Not Applicable**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year:

Sl. No.	Short particulars of the property or asset(s)[including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

- 9 Reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5):  
 With reference to 6(e) of Annual CSR Report ₹ 1,36,18,045 has been transferred to Unspent CSR Account towards the multi-year projects as approved by the CSR Committee and in accordance with Section 135 of the Companies Act, 2013 and the rules made thereunder. Amount that has been set aside is as per the terms of three of the projects taken up in the year.

Annexure "C" to the Directors' Report (Contd.)

Annexure "C" to the Directors' Report (Contd.)

ANNEXURE 1

Below are the details of unspent amount for FY 2025-26:

		Amount in (₹)
1	14 Trees Foundation	12,92,871
2	BAIF Institute For Sustainable Livelihoods And Development	78,344
3	Bhumi Foundation	10,67,388
4	Deshpande Foundation	20,00,000
5	National Association For The Blind	5,10,000
6	Royal Commonwealth Society For The Blind	14,37,801
7	Sustain Plus Energy Foundation	57,39,930
8	Tata Elxsi facilitated Direct Expenses - One-time Social Welfare & Outreach Initiatives	14,91,711

The aforesaid amount will be spent as per MCA guidelines and as per contract with the above implementing partners.

April 21, 2026  
Bengaluru

**Prof. Anurag Kumar**  
Chairman, CSR Committee

**Manoj Raghavan**  
Managing Director & CEO

**DETAILS OF CSR EXPENDITURE OF TATA ELXSI LIMITED DURING THE FINANCIAL YEAR 2025-26**

Sl. No	Name of the project	Item from the list of activities in Schedule VII to the Act.	Location of the project		Amount spent in the current financial Year (in lakhs)	Amount transferred to Unspent CSR Account for the project as per Sec 135(6) (in lakhs)	SDG areas covered	Mode of Implementation - (Direct) (Yes/No)	Mode of Implementation - if through Implementing Agency	
			State	District					Name	CSR Registration Number
1	Eco-Restoration of 20 acres barren land in Western Ghats of Maharashtra	(iv)	Maharashtra	Pune	42.29	0	13	No	14 Trees Foundation	CSR00055456
2	Forest to Future: Eco-restoration of 100 Acres barren land into dedicated forest	(iv)	Maharashtra	Pune	0.00	12.93	13	No	14 Trees Foundation	CSR00055456
3	Mobile health clinic initiative in Karjat Taluka, Maharashtra	(i)	Maharashtra	Ahmednagar	39.20	0	1,310	No	Aadarsh Pratishthan	CSR00004579
4	Kannamangala Lake restoration and rejuvenation	(iv)	Karnataka	Bengaluru	81.37	0	13,14,15	No	Ashoka Trust For Research In Ecology And The Environment	CSR00004695
5	Coffee Plantation, Allied Agriculture Activities, poultry farming, mushroom cultivation and bee-keeping for Sustainable Livelihoods Development. No. of beneficiaries addressed - 1500	(ii)	Karnataka	Kodagu	64.22	0	8	No	Baif Institute For Sustainable Livelihoods And Development	CSR00000259
6	Green Canopy Restoration and Sustainability Initiative - Lakkihalli Campus	(iv)	Karnataka	Tiptur	7.05	0	13,15	No	Baif Institute For Sustainable Livelihoods And Development	CSR00000259
7	Project DISHA (Directive for Slum Health Action): Sponsored Mobile Clinics in Urban Slums of Bengaluru	(i)	Karnataka	Bengaluru	79.44	0	3	No	Bangalore Baptist Hospital	CSR00005121
8	Palliative Care for critical ill cancer patients	(i)	Karnataka	Bengaluru	5.00	0	3	No	Bangalore Hospice Trust	CSR00002889
9	UDAAN: School and College Adoption Program with Bhumi	(ii)	Tamil Nadu	Chennai	20.03	10.67	4,10	No	Bhumi	CSR00001059

## Annexure "C" to the Directors' Report (Contd.)

Sl. No	Name of the project	Item from the list of activities in Schedule VII to the Act.	Location of the project		Amount spent in the current financial Year (in lakhs)	Amount transferred to Unspent CSR Account for the project as per Sec 135(6) (in lakhs)	SDG areas covered	Mode of Implementation - (Direct) (Yes/ No)	Mode of Implementation - if through Implementing Agency	
			State	District					Name	CSR Registration Number
10	Integrated Educational support project No. of children impacted - 5000	(ii)	Kerala	Thiruvananthapuram & Kozhikode	48.55	0	4	No	Centre To Promote Self-Organised Learning	CSR00023228
11	Integrated Educational support project No. of children impacted - 500	(ii)	Karnataka	Bengaluru	9.33	0	4	No	Centre To Promote Self-Organised Learning	CSR00023229
12	Scholarship program for graduation student volunteers	(ii)	Kerala	Entire Kerala	7.22	0	4	No	Centre To Promote Self-Organised Learning	CSR00023230
13	UDAAN: School & College Adoption Program with CPSL	(ii)	Kerala		20.73	0	4,10	No	Centre To Promote Self-Organised Learning	CSR00023230
14	English Shiksha Programme - Education in Public schools of Haliyal taluk of Karnataka No. of students impacted - 1500	(ii)	Karnataka	Uttara Kannada	54.25	0	4	No	Cherysh Trust	CSR00007957
15	School Transformation Project Across 6 Tata Elxsi Cities	(ii)	Karnataka, Kerala, Tamil Nadu, Telangana, & Maharashtra	Bengaluru, Trivandrum, Kozhikode, Chennai, Hyderabad, & Pune	45.15	0	4,10	No	Communitree	CSR0005671
16	Plantation of 10000 trees across 5 Tata Elxsi Cities	(iv)	Karnataka, Kerala, Tamil Nadu, & Telangana	Bengaluru, Trivandrum, Kozhikode, Chennai, & Hyderabad	49.15	0	13,15	No	Communitree	CSR0005671
17	AI-Enabled Blood-Based Early Cancer Detection Program with CSIR-NIIST	(i)	Kerala	Thiruvananthapuram	73.27	0	3	No	Csir - National Institute Of Interdisciplinary Science And Technology	CSR00017422
18	SkillPlus Education - to - Employment Initiative for Youth in North Karnataka	(ii)	Karnataka	Davangere & Haveri	20.00	20	4, 10	No	Deshpande Foundation	CSR00001647

## Annexure "C" to the Directors' Report (Contd.)

Sl. No	Name of the project	Item from the list of activities in Schedule VII to the Act.	Location of the project		Amount spent in the current financial Year (in lakhs)	Amount transferred to Unspent CSR Account for the project as per Sec 135(6) (in lakhs)	SDG areas covered	Mode of Implementation - (Direct) (Yes/ No)	Mode of Implementation - if through Implementing Agency	
			State	District					Name	CSR Registration Number
19	Sponsorship for De-Silting of Khadakwasla Lake for a Stretch of 1 KM Area	(iv)	Maharashtra	Khadakwasla	25.00	0	6, 15	No	Greenthumb	CSR00006296
20	Creation and sustenance of urban forest at North Bangalore	(v)	Karnataka	Bengaluru	0.27	0	13,15	No	Eco-Watch	CSR00001382
21	Assistive Technology Innovations for Enhanced Rehabilitation and Inclusive Mobility	(i), (ix/b)	Tamil Nadu	Chennai	125.00	0	3	No	IIT Madras R2D2	CSR00004320
22	Holistic education including sports training for girl children from an aspirational district. Beneficiaries - 1000	(ii)	Karnataka	Raichur	60.00	0	4,5,10	No	K C Mahindra Education Trust	CSR00021962
23	Coastal shoreline restoration through beach cleanup activities	(iv)	Kerala	Thiruvananthapuram	16.11	0.78	13,14,15	No	Kanal Innovations Charitable Trust	CSR00027541
24	Empower EDU - Digital Skills for the Visually Challenged	(ii)	Kerala	Thiruvananthapuram	5.10	5.1	4,10	No	National Association For The Blind	CSR00002942
25	Education including vocational training for Spastic individuals. Beneficiaries - 45	(i), (ii)	Karnataka & Tamil Nadu	Bengaluru & Chennai	30.00	0	3, 10	No	Ramana Sunritya Aalaya Trust	CSR00004975
26	Life-Saving CRRT Support for Paediatric Oncology Patients	(i)	Kerala	Thiruvananthapuram	32.40	0	3,10	No	Regional Cancer Centre	CSR00017970
27	Project Netra Vasant: Comprehensive Eye Care Initiative at Ahmednagar	(i)	Maharashtra	Ahmednagar	19.33	14.38	3	No	Royal Commonwealth Society For The Blind	CSR00001381
28	IT/ITES Skill Development and Employability Program for Youth (2025-26)	(ii)	Telangana & Tamil Nadu	Khammam & Virudhanagar	29.50	0	4, 5,8,10	No	Samarthanam Trust For The Disabled	CSR00000063

## Annexure "C" to the Directors' Report (Contd.)

Sl. No	Name of the project	Item from the list of activities in Schedule VII to the Act.	Location of the project		Amount spent in the current financial Year (in lakhs)	Amount transferred to Unspent CSR Account for the project as per Sec 135(6) (in lakhs)	SDG areas covered	Mode of Implementation - (Direct) (Yes/ No)	Mode of Implementation - if through Implementing Agency	
			State	District					Name	CSR Registration Number
29	Greening Industrial Spaces through Miyawaki Urban Forests with 24,000 trees	(v)	Karnataka	Bengaluru	17.68	0	13,15	No	Saytrees Environment Trust	CSR00000702
30	Sponsorship for a 192 slice CT machine for a charitable hospital	(i)	Kerala	Thiruvananthapuram	90.00	0	3	No	Sri Ramakrishna Charitable Hospital	CSR00002806
31	Livelihood enhancement for farmers through a farm to fork initiative. Beneficiaries - 200	(ii)	Maharashtra	Dhule	38.27	57.4	1,7,8,13	No	Sustain Plus Energy Foundation	CSR00034881
32	ONE Tata Kerala Landslides & Floods Response Programme 2024	(xii)	Kerala	Wayanad	50.00	0	11,13	No	Tata Community Initiatives Trust	CSR00002739
33	Family's First Graduate - Scholarships to marginalised undergrads	(ii)	Tamil Nadu & Karnataka	Chennai & Bengaluru	42.00	0	4	No	Team Everest	CSR00003848
34	Creating Microforest in Urban Chennai	(iv)	Tamil Nadu	Chennai	315	0	13,14,15	No	The Bodhi Tree Foundation	CSR00074643
35	Unnat: Women-Led Rural Agro-Enterprise Model	(vi)	Tamil Nadu	Kanchipuram & Tiruvannamali	5.50	0	5,8,10	No	Transforming Rural India	CSR00000421
36	Support for children in an orphanage. Beneficiaries - 10	(ii)	Karnataka	Bengaluru	10.84	0	4	No	Vishranthi Trust	CSR00006482
37	The Viswasanthi Tata Elxsi Shiksha Scholarship Program (2025- 2028)	(ii)	Kerala	Several districts	64.91	0	4	No	Viswasanthi Development Foundation	CSR00004579
38	Neeranjali - Kuttanad Jal Shuddhi	(iv)	Kerala	Kuttanad	42.68	0	6,15	No	Viswasanthi Development Foundation	CSR00004579

## Annexure "C" to the Directors' Report (Contd.)

Sl. No	Name of the project	Item from the list of activities in Schedule VII to the Act.	Location of the project		Amount spent in the current financial Year (in lakhs)	Amount transferred to Unspent CSR Account for the project as per Sec 135(6) (in lakhs)	SDG areas covered	Mode of Implementation - (Direct) (Yes/ No)	Mode of Implementation - if through Implementing Agency	
			State	District					Name	CSR Registration Number
39	Private Forest Conservation and Restoration Initiative - Koyna-Chandoli Corridor	(iv)	Maharashtra	Satara	19.42	0	13,15	No	Wildlife Research And Conservation Society	CSR00004158
40	Industry-Institute Collaboration	(ii)	Karnataka, Kerala, Tamil Nadu, Telangana, & Maharashtra	Bengaluru, Trivandrum, Kozhikode, Chennai, Hyderabad, & Pune	4.00	0	4,8,9	Yes	NA	NA
41	UDAAN: School & College Adoption Program with GFCC Mysore	(ii)	Karnataka	Mysore	36.90	0	4,10	Yes	NA	NA
42	Traffic Safety and Awareness Support Initiative	(ii)	Karnataka	Bengaluru	12.50	0	3,11	Yes	NA	NA
43	One-time Social Welfare & Outreach Initiatives	(i), (ii), (iv)	Karnataka, Kerala, Tamil Nadu, Telangana, & Maharashtra	Bengaluru, Trivandrum, Kozhikode, Chennai, Hyderabad, & Pune	4.17	14.92	1,3,4,10,	Yes	NA	NA

## Annexure “D” to the Directors’ Report

### FORM NO. AOC-2

#### Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions:

#### 1. Details of contracts or arrangements or transactions not at arm's length basis:

Tata Elxsi Limited (the Company) has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length basis during FY 2025-26.

(a)	Name(s) of the related party	Nil
(b)	Nature of relationship	Not Applicable
(c)	Nature of contracts/arrangements/transactions	Not Applicable
(d)	Duration of the contracts/arrangements/transactions	Not Applicable
(e)	Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Not Applicable
(f)	Justification for entering into such contracts or arrangements or transactions	Not Applicable
(g)	Date of approval by the Board	Not Applicable
(h)	Amount paid as advances, if any: Not Applicable	
(i)	Date on which the resolution was passed in general meeting as required under first proviso to Section 188 of the Act	Not Applicable
(j)	SRN of MGT-14	Not Applicable

#### 2. Details of material contracts or arrangement or transactions at arm's length basis:

(a)	Name(s) of the related party	Jaguar Land Rover Limited, UK ('JLR'), subsidiary of Tata Motors Limited.
(b)	Nature of relationship	Jaguar Land Rover Limited, UK is a related party to Tata Elxsi within the meaning of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of SEBI Listing Regulations, considering its association with the promoter group member and related party, Tata Motors Limited.
(c)	Nature of contracts/arrangements/transactions	Contract/agreement to provide design, technology and engineering services, in the areas of mechanical, electronics and software development and complete vehicle programme management.
(d)	Duration of the contracts/arrangements/transactions	Ongoing, multi-year engagements.
(e)	Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Tata Elxsi provides a range of services to JLR, such as outsourcing, research and development, software development, testing, validation, and support, across various domains, such as infotainment, connectivity, autonomous driving, electrification, and digital engineering. Total value of transactions during FY 2025-26: ₹ 845.85 crore.
(f)	Date of approval by the Board	April 21, 2026, for an amount aggregating up to ₹ 1,200 crore, subject to shareholders approval at the ensuing Annual General Meeting.
(g)	Amount paid as advances, if any	None

For and behalf of the Board

**N.G. Subramaniam**

Chairman

Bengaluru

April 21, 2026

## Annexure “E” to the Directors’ Report

### Form No. MR-3

#### SECRETARIAL AUDIT REPORT

[Pursuant to Sub Section (1) of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the Financial Year Ended March 31, 2026

To,

The Members,

**Tata Elxsi Limited,**  
**ITPB Road, Whitefield,**  
**Bengaluru, Karnataka – 560048**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tata Elxsi Limited** (“the Company”) (CIN: L85110KA1989PLC009968). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 (“the Audit Period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2026, according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made thereunder.
- The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder.
- The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing **(Not Applicable to the Company during the Audit Period)**.
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”): -
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable to the Company during the Audit Period)**.
  - The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
  - The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the Audit Period)**.

## Annexure "E" to the Directors' Report (Contd.)

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (upto December 14, 2025) and the Securities Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 (from December 15, 2025) regarding the Companies Act and dealing with client.
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the Audit Period).**
- h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)** and
- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. As informed by the management, the following laws are specifically applicable to the industry to which the Company belongs.
  - a) The Information Technology Act, 2000 and the Rules made thereunder;
  - b) Software Technology Parks of India Rules and its Regulations;
  - c) The Special Economic Zone Act, 2005 & the Rules made thereunder;

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India on meetings of the Board of Directors and general meetings.
- ii. Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above except the following:

The newspaper advertisement published in the principal vernacular newspaper relating to Notice of 36<sup>th</sup> Annual General Meeting held on June 25, 2025 was in English language whereas the provisions of sub rule 4(v) of Rule 20 of the Companies (Management and Administration) Rules, 2014 inter alia says that "An advertisement shall be published at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated."

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous, and no dissenting views have been recorded.

## Annexure "E" to the Directors' Report (Contd.)

We further report that based on the review of the compliance reports/certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the audit period, there are no events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc. were reported.

**For V Sreedharan & Associates**

Company Secretaries

**(V. Sreedharan)**

Partner

FCS: 2347; CP No. 833

UDIN: F002347H000160791

Peer Review Certificate No. 5543/2024

Place: Bengaluru

Date: April 21, 2026

This report is to be read with our letter of even date which is annexed as '**Annexure -I**' and forms an integral part of this report.

Annexure "E" to the Directors' Report (Contd.)

To,  
The Members,  
**Tata Elxsi Limited,**  
**ITPB Road, Whitefield,**  
**Bengaluru, Karnataka – 560048**

Our report of even date is to be read along with this letter:

- Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For V Sreedharan & Associates**  
Company Secretaries

**(V. Sreedharan)**

Partner

FCS: 2347; CP No. 833

UDIN: F002347H000160791

Peer Review Certificate No. 5543/2024

Place: Bengaluru  
Date: April 21, 2026

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
**Tata Elxsi Limited**  
**ITPB Road, Whitefield,**  
**Bengaluru, Karnataka – 560048**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Tata Elxsi Limited**, having **CIN: L85110KA1989PLC009968** and having registered office at ITPB Road, Whitefield, Bengaluru, Karnataka – 560048 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

### Details of Directors:

Sl. No.	Name of Director	Designation	DIN	Date of appointment in Company
1.	Mr. N Ganapathy Subramaniam	Non-Executive - Non-Independent Director, Chairperson	07006215	November 01, 2014
2.	Mr. Anurag Kumar	Non-Executive - Independent Director	03403112	November 15, 2020
3.	Mr. Ankur Verma	Non-Executive- Non-Independent Director	07972892	August 01, 2018
4.	Ms. Ashu Suyash	Non-Executive - Independent Director	00494515	April 04, 2024
5.	Ms. Soumitra Bhattacharya	Non-Executive - Independent Director	02783243	April 04, 2024
6.	Mr. Raghavan Manoj	Executive Director	08458315	October 02, 2019

### Notes:

The Board of Directors approved the re-appointment of Mr. Anurag Kumar (DIN: 03403112) as **Non-Executive, Independent Director of the Company for a second term commencing from November 15, 2025, up to July 12, 2030, which was subsequently approved by the shareholders at the AGM held on June 25, 2025.**

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. 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.

**For V Sreedharan & Associates**  
Company Secretaries

**(V. Sreedharan)**

Partner

FCS: 2347; CP No. 833

UDIN: F002347H000160989

Peer Review Certificate No. 5543/2024

Place: Bengaluru  
Date: April 21, 2026

# Management Discussion and Analysis

FY 2025-26

## Business Environment

The global economy in FY 2025-26 has demonstrated tenuous resilience, navigating a complex landscape of divergent growth patterns, shifting trade policies, supply chain constraints and heightened geopolitical environment. Also, the escalation of tensions in the Gulf region during the last quarter of FY 2025-26 has contributed to global economic volatility and deep concerns on energy security. Global growth indicators have remained tepid with governments and businesses balancing the global headwinds and risk mitigation considerations against a backdrop of significant technological influences related to Artificial Intelligence (AI) and digital infrastructure.

Enterprises globally are transitioning to a “dual-speed” model through relentlessly optimising legacy costs while aggressively funding future-focused innovations. The discretionary spends, especially in media, entertainment and automotive segments have remained muted to moderate and are expected to remain so in the near term. During the financial year, global Automotive and Healthcare markets experienced heightened volatility as U.S.-led localisation initiatives, changes in Federal policies and tariff-driven trade barriers disrupted supply chains and cost structures, prompting industries to reassess R&D investments and operating models.

## Technology and Engineering R&D Spend

Multiple surveys indicate the global technology spending in FY 2025-26 is showing an increasing trend, as enterprises transition from limited proof-of-concept AI and digital initiatives to production-ready deployments. Organisations are increasingly allocating a higher proportion of budgets towards scalable and resilient digital infrastructure, with cloud, AI- and data-related investments accounting for a significant share of discretionary technology spend.

The integration of Artificial Intelligence as a new operating system is a top 2026 trend, focusing on automation and predictive customer experience. Enterprises maintained emphasis on organisational efficiency, operational

resilience, and cost optimisation. Technology investments were largely directed towards AI-enabled automation, cloud platforms, cybersecurity, and data engineering, reflecting priorities around productivity improvement, risk mitigation, and regulatory compliance.

Global Engineering Research & Development (ER&D) spending is experiencing a growth trajectory, driven by digital transformation, sustainability imperatives, and AI acceleration, with the sector shifting towards intelligent, software-defined products, with a significant surge in outsourced ER&D to India. The following specific trends are noticed:

### Core Technology Trends

- > Enterprises are adopting GenAI as a high-priority spend area to improve carbon-efficient product designs, sustainable product life cycles, augment product features, to deliver secured AI-native products
- > Digital Engineering (IoT, Cloud, AI) is garnering a larger share of overall ER&D budgets to enhance efficiency and product connectivity
- > Software-defined Vehicles (SDV) with greater emphasis on Autonomous, Connected, Electric, and Shared (ACES) technologies
- > Digital Twins & Digital Threads are becoming the most chosen approach for predictive maintenance and simulation that connects the product lifecycle
- > Companies are investing in simulation-rich validation to shrink product development timelines and meet rapidly changing consumer expectations

### Strategic Dimensions

- > Due to geopolitical tensions and tariff considerations, enterprises are spending on “regionalised” R&D to market specific decentralised, hyper-local engineering models
- > Rise of Global Capability Centres (GCCs) in India are evolving from back-office support to hubs of innovation and is becoming the norm for major R&D spenders especially in Automotive, Telecom, Media & Entertainment and Medical Device verticals
- > While India remains the dominant outsourcing hub, nearshore hubs in LATAM and Eastern Europe are gaining prominence for better talent acquisition and retention
- > Outsourcing contracts are moving away from purely domain-centric talent towards system-level, end-to-end engineering teams / capabilities
- > Enterprises are prioritising agility, cost-efficient consumption models, and regulatory compliant digital transformation initiatives

## Sector specific spending patterns

### Automotive & Transportation:

Spending directed towards EV development and ADAS (Advanced Driver Assistance Systems)

### Healthcare & Medical Devices:

Higher spend on remote diagnostics, wearable technology, and AI-driven drug discovery

### Telecom, Media & Entertainment:

Focused on cloud-native platforms and software applications and platforms to promote mobility, connectivity and interoperability

According to NASSCOM, the ER&D outsourcing market is expected to show a stable or increasing trend, driven by digitally connected, AI-first products and platforms, Industry 4.0 and smart manufacturing, platformisation, next-generation mobility, and data and AI-centric engineering.

In summary, the ER&D sector is witnessing a shift towards higher-value innovation, accelerating AI-enabled design and digital-twin techniques to compress development cycles.

Tata Elxsi is well positioned to support clients on the above trends and priorities by leveraging its design-led, AI-first, domain-centric capabilities, while maintaining focus on operational discipline and long-term value creation.

as global OEMs recalibrate their product and technology strategies and R&D spends.

In this industry context, global OEMs and suppliers continued to pursue innovation while exercising greater discipline in R&D and engineering investments, increasingly focused on technologies that offer regulatory compliance, safety enhancement, and monetisation potential. Key areas of sustained investment included software-defined vehicles (SDVs), advanced driver assistance systems (ADAS), telematics and connected vehicle platforms, vehicle-to-everything (V2X) communication, automotive cybersecurity, and fast-charging and power electronics technologies.

Against this backdrop, Tata Elxsi's Automotive & Transportation business remained aligned to the evolving needs of global OEMs and ecosystem partners while expanding business from OEMs headquartered in Japan and Germany, including large multi-year strategic engagements aligned to our customer's future roadmaps. The Company's capabilities across SDV engineering, AUTOSAR and middleware development, EV systems and powertrain engineering, ADAS and autonomous systems, connected vehicle platforms, cybersecurity, and digital user experience positioned it well to support OEMs in their platform transformation and cost-optimisation initiatives. Tata Elxsi's design-led approach, spanning product engineering, embedded software, validation, and digital experience, enabled customers to accelerate time-to-market while addressing quality, safety, and regulatory requirements.

## Media & Communications

The global media & entertainment industry is undergoing a period of structural transformation, marked by significant disruption to traditional business models.

Artificial intelligence assumed a more central role across the Media & Communications value chain. The industry progressed from exploratory initiatives to targeted deployment of GenAI across content operations, customer engagement, and network management. Media enterprises increasingly applied AI to content editing, quality control, localisation, metadata enrichment, and accessibility, while communications service providers (CSPs) advanced towards AI-driven assurance and closed-loop operations. This evolution also increased focus on governance, transparency, and controlled adoption frameworks.

Regulatory and trust considerations became increasingly integral to platform and product decisions. Globally, enhanced platform governance frameworks increased expectations related to content moderation, auditability, and risk management. These developments influenced customer priorities, with compliance-by-design and privacy engineering becoming essential components of technology programmes.

Global media markets continued to operate in a measured demand environment. Streaming platforms maintained a cautious approach to content and technology investments, balancing subscriber growth with margin and cash-flow considerations. This resulted in increased emphasis on ad-supported tiers, content portfolio optimisation, bundling strategies, and selective investments in high-impact content categories. Technology spending was increasingly directed towards improving monetisation efficiency, content discoverability, and operational resilience, rather than capacity expansion.

Against this backdrop, Tata Elxsi's Media & Communications business remained aligned with the evolving priorities of its global customers. The Company supported OTT platforms with cloud-native streaming architectures, multi-CDN optimisation, device testing and certification, and enhancements to content discovery and personalisation. Tata Elxsi also worked with advertisers and media platforms to modernise AdTech ecosystems, focusing on privacy-resilient identity solutions, clean-room integrations, and measurement frameworks.

## Industry Outlook

### Automotive

The global automotive industry during the financial year was characterised by a recalibrated electrification trajectory alongside stable overall demand, with global light vehicle sales projected to remain largely flat at approximately 92 million units. While Battery Electric Vehicle (BEV) adoption continues to expand, with volumes expected to reach around 17.4 million units in 2026, the pace of transition has moderated, prompting original equipment manufacturers (OEMs) to increasingly prioritise hybrid models as a pragmatic bridge to address infrastructure and adoption challenges. OEMs adopted a more calibrated approach to EV investments, focusing on cost competitiveness, platform scalability, and software-led differentiation. As a result, engineering spends increasingly shifted towards optimising EV platforms, power electronics, battery management

systems, and vehicle software like ADAS, rather than capacity expansion alone.

India, China, and Southeast Asia remained key contributors to incremental vehicle volumes and technology adoption. These markets also saw increasing penetration of connected vehicle features and digital services, with consumers demonstrating a willingness to pay for enhanced infotainment, user experience, and software-enabled functionality. The growing adoption of connected and software-driven architectures has simultaneously heightened OEM and consumer focus on automotive cybersecurity, data privacy, and compliance with evolving regulatory standards. The prevailing uncertainties, softness in demand and shift towards a software-heavy product development are weighing heavily on the revenues and margins of automotive suppliers, even



For communications service providers, Tata Elxsi focused on network and customer experience transformation initiatives aligned to operators' margin and efficiency objectives. The Company delivered solutions across network modernisation, service assurance, and AI-enabled cloud-native network architectures. These engagements supported CSPs in improving operational efficiency, service quality, and resilience amid ongoing monetisation pressures.

Looking ahead, the Media & Communications industry is expected to continue its digital-led transformation, with ongoing focus on monetisation efficiency, automation, and regulatory compliance. Advertising-funded video, OTT and

### Healthcare

The global healthcare industry in 2026 continues to benefit from strong structural tailwinds, driven by increasing investments in technology and innovation. Advancements in artificial intelligence are playing a pivotal role in enhancing drug discovery, improving clinical efficiency, and optimising patient outcomes, thereby helping offset the impact of rising medical inflation.

The sector is also witnessing a gradual shift towards decentralised care models, with the emergence of "hospital-at-home" frameworks supported by remote monitoring solutions and AI-enabled diagnostics.

Regulatory developments increasingly shaped design choices and delivery models. In the EU, the AI Act entered into force with phased applicability and is expected to classify most AI-driven medical devices as "high-risk," adding requirements for data governance, transparency, human oversight, and post-market monitoring alongside MDR/IVDR (Medical Device Regulation/in vitro Diagnostic Regulation). In the US, interoperability progressed under TEFCA (Trusted Exchange Framework and Common Agreement) and industry dialogue at HIMSS 2025 reinforced the centrality of secure data-sharing to unlock AI value. These dynamics favoured compliance-by-design architectures spanning data pipelines, model life-cycles, and clinical workflows.

AI-enabled operations are expected to remain key areas of technology investment, while customers are likely to remain selective and outcome-oriented in their spending decisions.

In this environment, Tata Elxsi continues to focus on deepening long-term customer relationships, strengthening its engineering and platform capabilities, and supporting customers across the lifecycle—from platform design and development to optimisation, compliance, and continuous evolution. The Company's domain expertise and design-led engineering approach position it to support Media & Communications enterprises as they navigate ongoing industry transformation.

The industry is expected to sustain a technology-led transformation, with a continued shift from pilots to platform-level adoption across digital front-doors, interoperability, and AI-enabled operations. Providers are likely to emphasise operational efficiency and patient engagement; payers will advance AI-assisted claims, utilisation and member services; and MedTech will invest in differentiated innovation while navigating evolving AI and device regulations.

In this environment, Tata Elxsi will continue to deepen strategic partnerships, expand capabilities across Software-as-Medical-Device (SaMD) and connected-care platforms, and support customers across the full lifecycle—from concept and design through development, validation, regulatory enablement, and post-market evolution.



### Business Analysis

Tata Elxsi is regarded by our clients and industry analysts as a specialised technology partner, delivering design-led AI-native engineering R&D solutions leveraging emerging digital technologies. During FY 2025-26, the Company further consolidated its presence in North America, Europe and Japan through sustained deal wins and strong servicing capabilities. Additionally, Tata Elxsi was able to leverage its strong portfolio to advance adjacencies in each of its core verticals. Tata Elxsi continued to win engagements in Transportation, Media & Communication and Healthcare verticals including a few early wins from aerospace and defence players.

Tata Elxsi's business growth was further supported by its strong ecosystem of strategic partnerships across cloud platforms, semiconductor and SoC leaders, and global system integrators. These alliances enabled the Company to offer silicon-to-cloud, scalable and future-ready solutions that aligned closely with customers' transformation priorities. By co-innovating with partners and jointly addressing complex engineering and digital challenges, Tata Elxsi enhanced its relevance in large customer programmes, expanded wallet share within existing accounts, and accelerated the conversion of opportunities across key verticals.

Tata Elxsi also strengthened its growth trajectory through focused partnerships in AI and digital technologies, positioned across the continuum from intelligent edge to cloud. Collaborations with hyperscalers, AI platform providers, and domain-focused digital partners enabled the Company to embed AI into its offerings and platforms. This ecosystem brought both diversity of innovation and depth of expertise, allowing Tata Elxsi to address use cases spanning embedded intelligence, real-time analytics, and enterprise-wide digital transformation.

As AI increasingly becomes foundational to customer strategies, these partnerships enhance Tata Elxsi's ability to deliver differentiated, future-ready offerings, deepen customer engagement, and create sustainable long-term growth across its key industries.

While Tata Elxsi has been able to maintain a strong roster of clients and reported significant deal wins over the course of the year, the uncertain global spend and volatility have resulted in FY 2025-26 being challenging in terms of financial performance. During FY 2025-26, the Company announced operating revenues of ₹ 3,757.4 crore, a growth of 0.8% over the previous year. Tata Elxsi's operating profit, measured as EBITDA, reached ₹ 846.8 crore, with an EBITDA margin of 22.5%. Profit before tax before exceptional items amounted to ₹ 920.8 crore. The Company's profit after tax (PAT) before exceptional items for the year was reported at ₹ 698.6 crore.



## Industry Verticals

Transportation, Media & Communication, Healthcare & Life Sciences are the three main verticals. Tata Elxsi's offerings are seen by its clients as differentiated and our clients acknowledge the human-centric approach, end-user intuitive experience design and sustainability dimensions in its solutions, all of which are being delivered in the AI Native paradigm.

The **Transportation** vertical accounted for 55.9% of SDS operating revenues in FY 2025-26. In line with the shift in market dynamics, OEM contribution increased to 75% of transportation revenues in FY 2025-26 from 69% in FY 2024-25. In line with evolving market dynamics, we continue to deliberately pivot our customer portfolio towards OEM engagements. We are selectively expanding our OEM partnerships while structuring large, high-impact engagements. The modest growth of 3.9% in FY 2025-26 was led by large SDV programmes with OEMs. The 10.0% improvement in the second half of FY 2025-26 over the first half underscores the shift to OEM revenues and large deal wins, and establishes a solid foundation for continued growth in FY 2026-27.

**Media & Communication** vertical accounted for 31.8% of SDS operating revenues in FY 2025-26. The segment witnessed consolidation moves amongst the players, leading to demand shifts from its current customers towards efficiency driven by increasing contribution from AI-led and platform-based engagements. In the muted market environment, this vertical reported a marginal degrowth of 1.2%. While the market recovers, the 7.9% uplift achieved in the latter half of FY 2025-26 strengthens our platform for accelerated growth in the next financial year.

**Healthcare & Life Sciences** vertical accounted for 10.9% of SDS operating revenues in FY 2025-26. Your Company secured multi-year deals in AI and GenAI-enabled regulatory workflows, with a growth outlook for FY 2026-27.

Across all the verticals, we continued our efforts to move up the product engineering value chain, strengthening our position as a chip to cloud engineering partner. Our multi-faceted association with Qualcomm has led us into

new frontiers such as virtualising the System on Chip (SoC) for software defined vehicles (SDV), pioneering the world's first RDK B integration on 5G fixed wireless access platform, and innovating on extended reality-based platforms. Our alliances with Infineon and Renesas have enabled access to latest semiconductor technologies and help us engineer next generation hardware for new energy vehicles. The strategic partnership with ARM processors and its automotive enhanced (AE) technology will help automotive OEMs and Tier-1s to fast-track their development cycles.

The geographic contribution to revenues remained well diversified during FY 2025-26, with growth led by Japan and Europe within the transportation vertical, while North America dominated revenues for Media & Communication and Healthcare. The Company's offshore delivery model remained a key strength, contributing to 73.8% offshore revenue mix, enabling scalability and cost efficiencies across programmes.

Your Company had a workforce of 11,540 employees at the end of FY 2025-26. Attrition remained stable, supported by continued focus on talent retention, skill development, and nurturing a performance-led culture.

The Company's operations across verticals and geographies are supported by its core service lines, including Software Development and Services (SDS) and Systems Integration and Support (SIS). Continued investments in SDV platforms, AI/GenAI frameworks, and domain-specific solutions such as NEURON, AVENIR, and RegAI have strengthened the Company's positioning as a design-led and technology-driven engineering partner.



## Software Development and Services (SDS)

SDS remains the core growth engine of the Company, delivering integrated design, software, and digital engineering solutions across industries. During FY 2025-26, the Company strengthened its design-led and AI-enabled engineering strategy, resulting in deeper engagement across customer product lifecycles and increased participation in large, multi-year transformation programmes. Key investments in proprietary platforms such as AVENIR for SDV, RegAI for healthcare, and AI-led automation frameworks have enabled differentiated offerings and stronger deal conversion.

The SDS segment reported revenues of ₹ **3,648.7 crore**, reflecting steady business supported by strong momentum in transportation and improving trends in other verticals.

Over 90% of SDS revenues were generated from existing clients, highlighting the depth and strength of relationships. At the same time, the Company continued to add marquee clients in each of the chosen verticals and diversify its portfolio through expansion into adjacent segments such as off-highway transportation, AI-led healthcare solutions, and aerospace and defence. This diversification, combined with a strong pipeline of large deals and increasing adoption of AI/GenAI technologies, provides a robust foundation for sustained growth in the coming years.

## System Integration and Support (SIS)

During FY 2025-26, the System Integration and Support (SIS) business continued its shift towards value-added professional services, expanding its role in delivering consulting-led, end-to-end technology solutions to enterprises. The business now operates in alignment with our three verticals, offering comprehensive services spanning hardware, software, IT infrastructure, and cloud deployment in a multivendor environment.

The practice has been strengthened through the integration of advanced technologies such as AR/VR, Digital Twins, and data-driven decision support platforms for managing large-scale IT infrastructure. These enhanced capabilities position SIS strongly to tap into emerging opportunities across enterprise digital transformation and cloud modernisation.

During the year, Tata Elxsi strengthened its industry leadership through key recognitions, including being honoured as the ISG Field Support Partner of the Year for Dell Technologies, the LG Strategic Partner Award and the VR Excellence Award from Barco.



## Key Wins

Tata Elxsi delivered a year marked by strategic customer additions, large multi-year engineering programmes, and significant progress across its Transportation, Media & Communications, and Healthcare & Life Sciences businesses. These wins strengthen the Company's design-led engineering positioning and reinforce its role as a partner of choice for global OEMs and enterprises.

In Transportation, Tata Elxsi secured multiple long tenure, multi-million-dollar Software Defined Vehicle (SDV) programmes, led by its expanding partnership with Suzuki. The SDV development centre in Thiruvananthapuram continued to scale, where a new Cloud Hardware-in-Loop (HIL) and simulation centre was inaugurated to accelerate validation for next-generation vehicle platforms. Your Company secured a prestigious deal with Mercedes-Benz India to develop software defined vehicle (SDV) programmes. The Company also won additional marquee programmes with leading Japanese OEMs and a European OEM. With Transportation contributing over half of overall revenues, the vertical demonstrated healthy business traction driven by deal ramp-ups, new logo wins across Japan and Europe, and healthy momentum in adjacencies such as off-highway.

Aerospace and Defence is the latest addition to the transportation vertical. The Company secured a turnkey design and development programme for advanced airport guidance systems from a U.S.-headquartered

aerospace supplier. The multi-year engagement spans system design, validation, regulatory compliance, and manufacturing support — demonstrating Tata Elxsi's growing credibility in high-assurance engineering domains. Your Company also handed over the prototype of unmanned combat aerial vehicle CATS Warrior to HAL (Hindustan Aeronautics Limited) and delivered the next iteration of Crew module recovery model (CMRM) with uprighting system to Human Space Flight Centre (HSFC) of ISRO.

**In Media & Communications**, the Company won a significant digital transformation mandate from a media leader to build a next-generation streaming and audience engagement platform. Efficiency-led consolidation deals continued to scale, supported by proprietary platforms such as **NEURON** for network automation. The Company also won a marquee project with a major media and publishing group in the Middle East & Africa to develop an immersive, digital-first news and entertainment platform that integrates GenAI for content and experience acceleration.

The Company partnered with MBC to power its new MBCNOW entertainment aggregator to seamlessly integrate linear TV with Voice on Demand (VOD) for a unified viewing experience. This has won the "Best in Linear Distribution" BroadcastPro Middle East Awards 2025.

**In Telecom**, Tata Elxsi was selected as the strategic partner by a leading European telecom operator to drive its three-year autonomous network transformation journey using **NEURON**, reinforcing the Company's leadership in platform-led orchestration and automation across 4G/5G networks. These wins strengthen its position in addressing operator transformation, cost efficiency, and software-defined network modernisation.

**In Healthcare & Life Sciences**, the Company won multiple strategic programmes across geographies, including a multi-year, multi-million regulatory workflow transformation deal with a Europe-headquartered MedTech multinational. Powered by Tata Elxsi's RegAI framework, this engagement integrates AI, GenAI and automation to reduce cycle times and improve traceability and compliance.

The Company advanced its dedicated offshore centre initiatives, strengthening long-term customer engagements and expanding capacity for high-value, critical programme deliveries. It has expanded its delivery footprint with the establishment of a **Global Technology Centre for Medical Devices for Bayer**. This dedicated centre will co-develop advanced radiology devices and technology aimed at early and accurate diagnosis of critical illnesses. The Company also opened an **Engineering Centre for Terumo**, supporting the development of cardiac and vascular solutions.

Additional wins included a next-generation drug preparation system for a leading U.S. healthcare major, and advanced system design and simulation for a Japan-headquartered OEM. Together, these programmes strengthen Tata Elxsi's portfolio across medical devices, digital health, regulatory technology, and imaging innovation.

Across customer experience and design-led engagements, Tata Elxsi continued to build success through award-winning innovation. The Company's work in GenAI-powered development, immersive design, and systems engineering across multiple marquee brands further strengthened its reputation for delivering differentiated, high-valued outcomes.

## Products and Platforms

Tata Elxsi's products and platforms continued to mature and gain industry-wide recognition through FY 2025-26. They bring together deep domain expertise across autonomous, electric, connected, and software-defined vehicles, supported by state-of-the-art labs, mobility innovation centres, and a growing portfolio of AI-enabled engineering solutions.

**AVENIR** Tata Elxsi's SDV suite brings together cloud-native development, validation, and deployment frameworks that accelerate OEM transitions to Software Defined Vehicles. AVENIR integrates advanced simulation, large-scale HIL infrastructure, and Tata Elxsi's extensive automotive software expertise to support end-to-end SDV engineering programmes across global OEMs.

**MOBIUS+** is designed to accelerate the shift towards cleaner mobility by enabling digital transparency, traceability, and compliance across the EV battery lifecycle. As part of a consortium-led initiative showcased at the Battery Summit 2025, Tata Elxsi demonstrated Battery Aadhaar powered by MOBIUS+, supporting India's ambitions for sustainable mobility and circular energy systems. Developed in collaboration with leading industry and research partners, the platform enables verifiable battery identity, lifecycle insights, and sustainability tracking aligned with national green mobility goals.

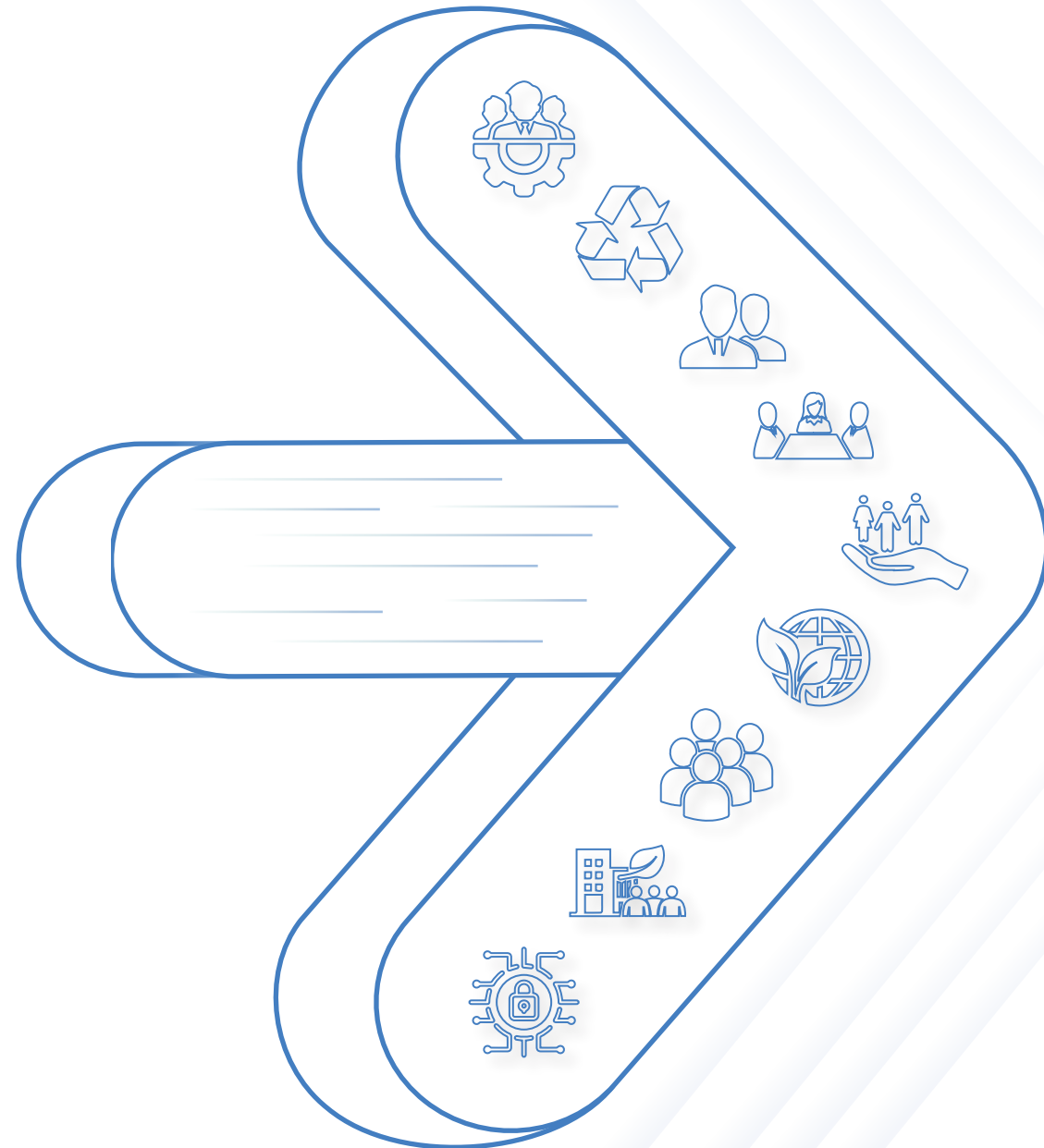
**NEURON** continued to stand out as one of Tata Elxsi's most visible platforms in FY 2025-26. The autonomous network orchestration and automation platform enables operators to modernise networks through zero-touch operations, cloud integration, service assurance, and efficient multi-domain management. NEURON underpinned large consolidation programmes, next-generation service delivery platforms, and a multi-year autonomous network transformation initiative with a leading European telecom operator. It forms a critical foundation for 5G and emerging 6G-aligned network transformation.

**DevStudio.Ai** strengthens Tata Elxsi's position in the automotive engineering value chain by enabling OEMs and Tier-1 suppliers to accelerate automotive-grade software development. Its multi-agentic Engineer-plus-AI model enhances productivity across system, software, and test engineering, offering end-to-end traceability aligned to ASPICE standards. The platform is already deployed across Body, Chassis, Infotainment, ADAS, and emerging Software-Defined Vehicle programmes, with leading customers in North America, Japan, and India reporting tangible speed-to-market and efficiency gains.

**TETHER AUTO** continues to be our winning platform that enables OEMs to deliver secure, scalable, and data-driven connected vehicle experiences. Its vendor & cloud-agnostic design positions TETHER AUTO as a cost-efficient platform with exceptional low-latency performance. Building on its success, TETHER has now onboarded two new passenger vehicle OEMs in APAC and Agri Equipment OEMs in Europe and Japan, delivering seamless connectivity features.



# Business Responsibility and Sustainability Report



## SECTION A:

### General Disclosures

#### I. DETAILS OF THE LISTED ENTITY

1. Corporate Identity Number (CIN) of the Listed Entity:	L85110KA1989PLC009968
2. Name of the Listed Entity:	Tata Elxsi Limited
3. Year of incorporation:	1989
4. Registered office address:	ITPB Road, Whitefield, Bengaluru 560048, India
5. Corporate address:	ITPB Road, Whitefield, Bengaluru 560048, India
6. Email:	investors@tataelxsi.com
7. Telephone:	080 2297 9123
8. Website:	www.tataelxsi.com
9. Financial year for which reporting is being done:	April 01, 2025, to March 31, 2026
10. Name of the Stock Exchange(s) where shares are listed:	BSE Limited National Stock Exchange of India Limited
11. Paid-up Capital:	₹6,229.67 lakhs comprising 622.97 lakhs equity shares of ₹10/- each
12. Name and contact details (telephone, Email address) of the person who may be contacted in case of any queries on the BRSR report:	<b>Name:</b> Dr. Sajiv Madhavan <b>Designation:</b> Chief Risk and Sustainability Officer <b>Telephone No:</b> 080 2297 9123 <b>Fax:</b> 080 2841 1474 <b>Email ID:</b> investors@tataelxsi.com
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together):	The disclosures under this report are made on a standalone basis.
14. Name of assurance provider:	ISOQAR
15. Type of assurance obtained:	Reasonable assurance from third-party

#### II. PRODUCTS/SERVICES

##### 16. Details of business activities (accounting for 90% of the turnover):

Tata Elxsi provides design and technology services across industries, including Transportation, Healthcare, Media & Communication. The Company's services are broadly categorised into 'Software Development & Services' and 'Systems Integration & Support'.

S. No.	Description of main activity	Description of business activity	% Of turnover of the entity
1.	Software Development and Services	Software Design, Development and Testing	97.10%
2.	Systems Integration and Support	Systems Integration and Design Services	2.90%

**17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

S. No.	Product/Service	NIC Code	% of Turnover of the entity
1.	Software Development and Services	62013	97.10%
2.	Systems Integration and Support	62020	2.90%

**III. OPERATIONS**
**18. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	NA	8	8
International	NA	21	21

**19. Markets served by the entity:**
**a. Number of locations**

Locations	Number
National (No. of States)	5 States and 1 UT
International (No. of Countries)	35

**b. What is the contribution of exports as a percentage of the total turnover of the entity?**

More than 80% of the total revenue.

**c. A brief on types of customers**

Tata Elxsi's clientele spans industries like transportation, healthcare, media & communication worldwide. Moreover, this includes Original Equipment Manufacturers (OEMs) service providers, Tier 1 and Tier 2 suppliers.

**IV. EMPLOYEES**
**20. Details as at the end of Financial Year:**
**a. Employees and workers (including differently abled):**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>Employees</b>						
1.	Permanent (D)	11,046	7,298	66.06%	3,748	33.94%
2.	Other than permanent (E)	494	372	75.30%	122	24.70%
3.	<b>Total employees (D + E)</b>	11,540	7,670	66.46%	3,870	33.54%
<b>Workers</b>						
4.	Permanent (F)	0	-	-	-	-
5.	Other than permanent (G)	444	329	74.10%	115	25.90%
6.	<b>Total workers (F + G)</b>	444	329	74.10%	115	25.90%

○ Permanent employees constitute full-time employees, and the other than permanent employees include direct consultants, and third-party contract employees.

○ Workers constitute other than permanent (operations and maintenance third-party contractors).

**b. Differently abled employees and workers:**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>Differently abled employees</b>						
1.	Permanent (D)	16	14	87.50%	2	12.50%
2.	Other than permanent (E)	0	-	-	-	-
3.	<b>Total differently abled employees (D + E)</b>	16	14	87.50%	2	12.50%
<b>Differently abled workers</b>						
4.	Permanent (F)	0	-	-	-	-
5.	Other than permanent (G)	0	-	-	-	-
6.	<b>Total differently abled workers (F + G)</b>	0	-	-	-	-

The above count constitutes disability disclosed by the employee/workers. In the worker category, Tata Elxsi presently does not have anyone with disabilities. Tata Elxsi maintains a non-discriminatory approach towards people with disability and applies the same policies to all employees and workers, including during recruitment.

**21. Participation/Inclusion/Representation of women**

	Total (A)	No. of percentage of females	
		No. (B)	% (B/A)
Board of Directors	6	1	16.67%
Key Management Personnel	3	1	33.33%

Key Management Personnel includes the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS).

**22. Turnover rate for permanent employees and workers**

(Disclose trends for the past 3 years)

	FY 2025-26 (Turnover rate in current financial year)			FY 2024-25 (Turnover rate in previous financial year)			FY 2023-24 (Turnover rate in the year prior to the previous financial year)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
	<b>Permanent Employees</b>	15.10%	17.30%	15.80%	13%	13.90%	13.30%	12.60%	12.10%
<b>Permanent Workers</b>	Not applicable since there are no permanent workers for Tata Elxsi.								

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

23. (a) Names of holding/subsidiary/associate companies/joint ventures

Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/subsidiary/associate/joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
Tata Sons Private Limited	Holding	42.22%	Yes

VI. CSR DETAILS

24.

- i** Whether CSR is applicable as per section 135 of Companies Act, 2013:  
**Yes**
- ii** Turnover (in ₹)  
**3,75,742.37 lakhs**
- iii** Net worth (in ₹)  
**3,04,134.17 lakhs**

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom the complaint is received	Grievance redressal mechanism in place (Yes/No)  (If yes, then provide the weblink for the grievance redressal policy)	FY 2025-26 (Current financial year)			FY 2024-25 (Previous financial year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
COMMUNITIES	Yes	0	-	Nil	0	0	Nil
INVESTORS (other than shareholders)	Yes	0	-	-	0	-	-
SHAREHOLDERS	Yes	67	7	As per SEBI filing and as per internal records	77	3	As per SEBI filing and as per internal records

Stakeholder group from whom the complaint is received	Grievance redressal mechanism in place (Yes/No)  (If yes, then provide the weblink for the grievance redressal policy)	FY 2025-26 (Current financial year)			FY 2024-25 (Previous financial year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
EMPLOYEES AND WORKERS	Yes	4	0	-	14	2	At the time of preparation of this report, the closure of two complaints is in progress and within the resolution lead time
CUSTOMERS	Yes	8	0	-	14	0	-
VALUE CHAIN PARTNERS	Yes	0	-	-	0	-	-
OTHER (please specify)	-	-	-	-	-	-	-

- The policies guiding the Company's conduct, including the grievance redressal mechanism, are available on the Company's website at <https://www.tataelxsi.com/investors/policies-and-disclosures>.
- The Company provides a mechanism to address grievances of its shareholders. TSR Consultants Private Limited has been appointed as the Share Transfer Registrars/Agents and is responsible for addressing shareholders' inquiries, requests, and complaints. The Share Transfer Registrars/Agents operate within the guidelines established by the Securities and Exchange Board of India (SEBI) and respond to such grievances through a designated Email address.
- The Company's Whistle Blower Policy is available to all employees and workers. The Company offers various communication channels, including an Email address and written complaints, to address any grievances through the Whistle Blower mechanism.
- Customers have multiple communication channels to address their grievances, including project reviews, periodic meetings at various levels and a portal to raise issues/complaints.
- Value chain partners can avail the grievance redressal mechanism through various channels, including an Email address, a shared service helpdesk, and the Global Whistle Blower Policy.

**26. Overview of the entity’s material responsible business conduct issues**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Employee Engagement and Well-Being	Risk	Employees are central to Tata Elxsi, and the mission of being a preferred employer requires a continued focus on employee engagement, health, safety, and well-being. Any gaps in these areas may impact workforce engagement and retention, with potential implications on overall organisational performance	<ul style="list-style-type: none"> <li>Employee engagement policies, leadership connects, and feedback mechanisms</li> <li>Wellness initiatives including mental health support, medical facilities, and health checkups</li> <li>Flexible work practices and inclusive workplace policies</li> <li>Continuous learning, career development, and manager capability building</li> <li>Regular tracking of engagement and attrition indicators</li> </ul>	Negative
		Opportunity	Strong employee well-being practices enhance engagement, productivity, and employer brand, while building workforce resilience and mitigating burnout and attrition risks	<ul style="list-style-type: none"> <li>Leverage well-being initiatives to build workforce resilience and productivity</li> <li>Strengthen employer brand and talent attraction</li> <li>Use engagement insights to inform long-term people strategy</li> </ul>	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Data Privacy	Risk	Tata Elxsi’s operations involve handling sensitive enterprise data and making data privacy integral to compliance and trust. The rapidly evolving global data protection regulations heighten the risk of penalties, business disruption, and reputational loss in case of non-compliance	<ul style="list-style-type: none"> <li>Enhanced data privacy safeguards through strong policies, secure processes, regulatory compliance, and employee awareness programmes</li> <li>Implementation of secure access controls, encryption, and data lifecycle management across operations</li> <li>Regular privacy risk assessments, audits, and monitoring to ensure adherence to global data protection regulations</li> </ul>	Negative
3	Cyber Security	Risk	Cybersecurity poses a significant risk due to rising cyber threats that could disrupt operations, compromise data, erode stakeholder trust, and result in regulatory, financial, and reputational impacts	<ul style="list-style-type: none"> <li>Enhanced cybersecurity architecture, monitoring, vulnerability assessments, awareness programmes and business continuity planning</li> </ul>	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Climate Change	Risk	Climate change poses risks to Tata Elxsi by impacting long-term organisational sustainability and its responsibility towards future generations, while evolving global climate regulations may affect business continuity and revenues, alongside potential disruptions to infrastructure, operations, and employee safety	<ul style="list-style-type: none"> <li>Embed climate risk assessment into business continuity planning and project delivery</li> <li>Monitor evolving climate regulations and align client engagements to minimise transition and revenue risks</li> <li>Enhance operational and infrastructure resilience to manage physical climate risks and protect employee safety</li> </ul>	Negative
		Opportunity	Climate change presents an opportunity to leverage engineering, design, and digital capabilities to enable low-carbon innovation, sustainable product development, and climate-resilient solutions for global clients	<ul style="list-style-type: none"> <li>Developing and delivering sustainable, low-carbon solutions across engineering, design, and digital offerings</li> <li>Integrating climate and sustainability considerations into innovation, product design, and solution development</li> <li>Strengthening partnerships and delivery capabilities to support customers in meeting climate and sustainability goals</li> </ul>	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Talent Management & DEI	Risk	Given the continuous need to upgrade high-end skills and research capabilities in ER&D, gaps may affect workforce capability, retention, and long-term organisational performance	<ul style="list-style-type: none"> <li>Increased investment in Learning &amp; Development tools, platforms, and curated content</li> <li>Digital and role-based learning to support continuous skill development</li> <li>Focus on future-ready, research-driven, and ER&amp;D capabilities</li> <li>Alignment of learning with career progression and capability planning</li> </ul>	Negative
		Opportunity	Enhancing Tata Elxsi's capability to leverage advanced technologies while progressing toward its goal of becoming the preferred partner for its customers	<ul style="list-style-type: none"> <li>Future-ready and diverse workforce aligned to ER&amp;D and innovation needs</li> <li>Use inclusive practices to strengthen innovation, engagement, and employer brand</li> <li>Align talent and DEI strategies with longterm business growth</li> </ul>	Positive
6	Innovation & IP Protection	Risk	Inadequate protection of intellectual property or limited innovation may erode competitive advantage	<ul style="list-style-type: none"> <li>Structured innovation programmes, intellectual property registration, confidentiality controls and employee awareness</li> </ul>	Negative
		Opportunity	Strong innovation and IP protection enable market differentiation and long-term value creation	<ul style="list-style-type: none"> <li>Driving innovation with strong IP protection to deliver differentiated solutions and sustained competitive advantage</li> </ul>	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7	Risk Management	Risk	Being a global organisation, proactive risk identification and mitigation are critical to ensure operational resilience and compliance. Increasing business complexity elevates the risk of financial, regulatory, and reputational consequences	<ul style="list-style-type: none"> <li>Enterprise-wide risk management framework for proactive identification and monitoring of risks</li> <li>Integration of risk assessment into business planning, projects, and decision-making</li> <li>Periodic risk reviews, internal controls, and timely escalation mechanisms</li> </ul>	Negative
		Opportunity	Strong risk management enables Tata Elxsi to proactively identify opportunities, strengthen decision-making, drive sustainable growth and enhance operational resilience	<ul style="list-style-type: none"> <li>Embed proactive risk identification and opportunity assessment into strategy, innovation, and business planning</li> <li>Strengthen risk intelligence and decision-making through continuous monitoring and cross-functional reviews</li> <li>Leverage governance oversight to enhance resilience, client confidence, and long-term value creation</li> </ul>	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Community Engagement (CSR)	Opportunity	As part of the Company's commitment to society, comprehensive CSR interventions span education, healthcare, environment and climate action, water and sanitation, intergenerational well-being, and livelihood and skill development	<ul style="list-style-type: none"> <li>Drive long-term, measurable outcomes through structured programmes, partnerships, and impact monitoring</li> </ul>	Positive
9	Product and Service Stewardship	Opportunity	To contribute towards a sustainable ecosystem	<ul style="list-style-type: none"> <li>Quality management systems, delivery governance, customer feedback and continuous improvement</li> </ul>	Positive

SECTION B:

Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Weblink of the policies, if available	Y	Y	Y	Y	Y	Y	Y	Y	Y
P1 to P9: Tata Code of Conduct (TCoC) P1: Whistle Blower Policy P2: Sustainable Supply Chain Policy P3 and P5: Employee-related Policies P4 and P8: Corporate Social Responsibility (CSR) Policy P6: HSE Policy and ESG Policy <a href="https://www.tataelxsi.com/investors/policies-and-disclosures">https://www.tataelxsi.com/investors/policies-and-disclosures</a>									
2. Whether the entity has translated the policy into procedures. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001: 2015 – For Quality Management System ISO 27001: 2022 – For Information Security Management System ISO 45001: 2018 – For Occupational Health and Safety Management System ISO 14001: 2015 – For Environmental Management System ISO 13485: 2016 – For Medical Device Certification ISO 31000: 2018- Enterprise Risk Management CMMi V2.0 Level 3 – For Digital applications for Medical Domain Auto SPICE – For Automotive Projects TISAX – Information Security Certification for German Automotive Projects								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	N	N	N	N	N	Y*	N	N	N

Disclosure Questions

Policy and management processes

6. Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.	NA	NA	NA	NA	NA	Y**	NA	NA	NA
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\*50% Reduction in Scope 1 + Scope 2 emissions by 2025 (vs the base year 2021), Carbon Neutral by 2030, Net Zero by 2045

\*\*Renewable energy use at 66.2%

Governance, leadership, and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements As an Engineering Design and Research organisation, Tata Elxsi believes in going beyond its achievements by continuously accelerating its sustainability initiatives. The Company has established a robust ESG framework, including a clearly defined ESG strategy, a comprehensive materiality assessment, and the identification of baseline ESG parameters. While Tata Elxsi's operations have minimal direct environmental impact, the Company has committed itself to ambitious climate goals, including halving its carbon footprint by 2025, achieving 100% carbon neutrality by 2030, and working towards a net-zero emissions target by 2045. To progress towards these commitments, the Company continues to invest in:	
<ul style="list-style-type: none"> <li>Using energy efficient infrastructure</li> <li>Increasing the use of renewable energy</li> </ul> Sustainability is integrated into all aspects of Tata Elxsi's business. The Company's sustainability framework aims to reduce its operational carbon footprint and implement product and service stewardship towards larger social benefit.	
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).	Name: Manoj Raghavan Designation: CEO and Managing Director DIN: 08458315
9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	Yes, the Stakeholders' Relationship Committee constituted by the Board is responsible for decision making on sustainability related issues

**10. Details of Review of NGRBCs by the Company:**

Subject for review	Indicate whether review was undertaken by the director/ committee of the board/any other committee									Frequency (Annually/half-yearly/ Quarterly/any other - please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	Q	H	Q	Q	Q	H	H	Q	Q
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	A statutory compliance certificate on applicable laws is placed before the Board of Directors every quarter																	
Tata Elxsi's Integrated Quality Management System integrates the TE-chosen industries' requirements, best practices, frameworks, and standards. This includes ISO 9001:2015, ISO 27001:2022, ISO 31000:2018, TISAX, Health, Safety, and Environment Standards ISO 14001 and ISO 45001, as well as industry domain specific standards such as Automotive SPICE Level 5 and ISO 13485 (Medical Devices). The Company complies with international laws, principles, and norms, including those in the Universal Declaration of Human Rights, the International Labour Organisation Declaration on Fundamental Principles and Rights at Work, and the United Nations Guiding Principles on Business and Human Rights.																		
11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9	Y	Y	Y	Y	Y	Y	Y	Y	Y

Tata Elxsi is certified for ISO 14001:2015 and ISO 45001:2018

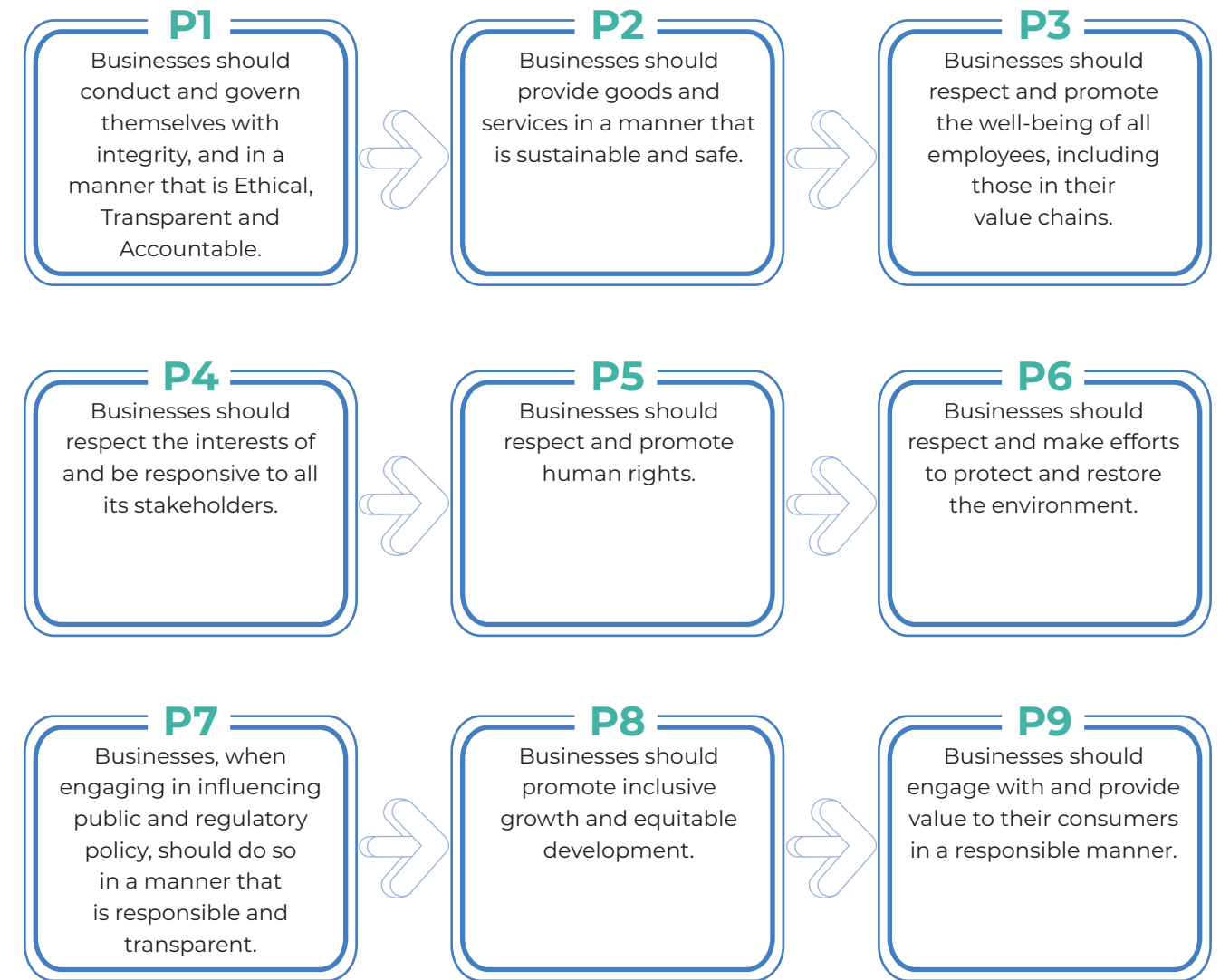
**12. If answer to question (1) above is 'No' i.e. not all Principles are covered by a policy, reasons to be stated:**

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	NA								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

**SECTION C:**

**Principle Wise Performance Disclosure**

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.



**Principle 1**

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

**Essential Indicators**

**1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	2	Business responsibility and sustainability	100%
Key Managerial Personnel	1	The KMP participated in sessions on the Tata Code of Conduct, business ethics, risk, strategy, ESG matters, workplace conduct, and law and compliance. Additionally, these topics are covered in salient detail on the principles.	100%
Employees other than BoD and KMPs	7,041	P1, P3, P5, P6, P8, P9	100%
Workers	618	P1, P3, P5, P6, P8, P9	100%

The count reflects trainings aligned with all BRSR principles, conducted via virtual sessions, in-person classes, and self-paced modules on the Learning Management System during FY 2025-26.

**2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format.**

Monetary					
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In ₹)	Brief of the case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	NA	Nil	Nil	NA	NA
Settlement	NA	Nil	Nil	NA	NA
Compounding fee	NA	Nil	Nil	NA	NA

Non-monetary				
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)
Imprisonment	NA	Nil	NA	NA
Punishment	NA	Nil	NA	NA

The Company did not incur any fines, penalties, settlements, or payments to regulators, law enforcement bodies, or judicial authorities during the financial year.

**3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case details	Name of the regulatory/enforcement agencies/judicial institutions
	NA

The Company did not face any fines, penalties, settlements, or compounding fees in proceedings with regulators, law enforcement agencies, or judicial institutions during the financial year. Consequently, no appeals or revisions were filed in such cases.

**4. Does the entity have an anti-corruption or anti-bribery policy? If Yes, provide details in brief and if available, provide a weblink to the policy.**

Yes, Tata Elxsi has developed an anti-bribery policy to ensure that the Company has adequate procedures in place to prevent any involvement in bribery, facilitation payments, or corruption, even if unintentional. The policy can be accessed at: <https://www.tataelxsi.com/investors/policies-and-disclosures>.

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:**

	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

**6. Details of complaints with regard to conflict of interest:**

	FY 2025-26 (Current financial year)		FY 2024-25 (Previous financial year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	NA	NIL	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	NA	NIL	NA

**7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.**

Tata Elxsi has not faced any fines, penalties, or actions from regulators, law enforcement agencies, or judicial institutions related to corruption or conflict of interest during the financial year.

**8. Number of days of accounts payables ((Accounts payable \*365)/Cost of goods/services procured) in the following format:**

	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
Number of days of accounts payable	16	7

**9. Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	-	-
	b. Number of dealers/distributors to whom sales are made	-	-
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	-	-
Share of RPTs in	a. Purchases (Purchases with related parties/Total Purchases)	9%	27%
	b. Sales (Sales to related parties/ Total Sales)	27%	29%
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	-	-
	d. Investments (Investments in related parties/Total Investments made)	-	-

**Leadership Indicators**

**1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:**

Total number of awareness programmes held	Topics/principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	P1, P2, P3, P4, P5, P6, P7, P8, P9	100%

The value chain awareness programme is a continuous activity that spans vendor creation, evaluation, meetings, self-declarations, certifications, and feedback.

**2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

Yes, Tata Elxsi has established processes to ensure Board members avoid conflict of interest in line with the Tata Code of Conduct. Potential conflicts are identified in advance, and the Board of Directors makes periodic declarations, which are reviewed during Board meetings.

**Principle 2**

**Businesses should provide goods and services in a manner that is sustainable and safe.**

**Essential Indicators**

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)	Details of improvements in environmental and social impacts
R&D	2.02%	1.89%	Tata Elxsi invests in technology intellectual property development, especially in automotive, broadcast, and healthcare domains.
Capex	NA	NA	NA

**2. a. Does the entity have procedures in place for sustainable sourcing? Yes**

**b. If yes, what percentage of inputs were sourced sustainably? 53%**

This includes value-wise percentages from OEMs and resellers. Tata Elxsi works with a wide network of local and global suppliers, prioritising local partnerships wherever possible. All suppliers are required to adhere to the Company's Supplier Code of Conduct, reinforcing the Company's commitment to a responsible supply chain. <https://www.tataelxsi.com/investors/policies-and-disclosures>

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Being an engineering research and development organisation, Tata Elxsi emphasises sustainability and safety in providing design and development services. Serving global customer segments and not manufacturing products, the Company has established processes for reusing, recycling, and safely disposing of used items. The Company's e-waste recycling process takes care of obsolete computers, monitors, computer accessories and other electronic office equipment. It has employed specialised agencies to carry out the e-waste disposal. The Company encourages reduced use of paper. Hazardous waste like UPS batteries is responsibly given to licensed agencies for recycling.

- The organisation's standard operating procedure to dispose waste is detailed in Waste Management process document.
- Hazardous waste like battery, used oil, oil-soaked cotton waste and diesel generator set filters are disposed to Pollution Control Board authorised vendors.
- The E-waste is disposed to authorised e-waste collectors.
- The existing assets removed from a facility if reusable are stored appropriately and repurposed, taking into consideration all aspects of safety and environment.
- General waste is given to municipality-approved vendors.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If Yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

No, extended producer responsibility is not applicable to the Company's activities.

**Leadership Indicators**

**1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product/Service	% of total turnover contributed	Boundary for which the Life Cycle Perspective/Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link
Nil				NA	

NA, as Tata Elxsi is an ER&D company that does not offer physical products, the Company does not have reclaimed products or packaging materials.

**2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same.**

No Life Cycle Assessment was conducted by the Company for the financial year, and there are no concerns or risks related to environmental or social issues.

**3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Tata Elxsi, an ER&D company, does not recycle or reuse any of its products or services.

**4. Of the products and packaging reclaimed at the end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

NA, as Tata Elxsi is an ER&D company and does not have physical products as a part of its offerings.

	FY 2025-26 Current financial year			FY 2024-25 Previous financial year		
	Re-Used	Recycled	Safely disposed	Re-Used	Recycled	Safely disposed
Plastics (including packaging)	Nil	Nil	Nil	Nil	Nil	Nil
E-waste	Nil	Nil	Nil	Nil	Nil	Nil
Hazardous waste	Nil	Nil	Nil	Nil	Nil	Nil
Other waste	Nil	Nil	Nil	Nil	Nil	Nil

Tata Elxsi is a research and development organisation with primary activity as software and design services. There are no products and packaging applicable at the end of life which may require reuse, recycle or safe disposal.

**5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

NA, as Tata Elxsi is an ER&D company and does not have physical products as a part of its offerings. Subsequently, the Company does not have any reclaimed products and their packaging materials.

**Principle 3**

Businesses should respect and promote the well-being of all employees, including those in their value chains.

**Essential Indicators**

**1. a. Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent employees</b>											
Male	7,298	7,298	100%	7,298	100%	NA	NA	7,298	100%	876	12%
Female	3,748	3,748	100%	3,748	100%	3,748	100%	NA	NA	292	7.79%
<b>Total</b>	<b>11,046</b>	<b>11,046</b>	<b>100%</b>	<b>11,046</b>	<b>100%</b>	<b>3,748</b>	<b>100%</b>	<b>7,298</b>	<b>100%</b>	<b>1,168</b>	<b>10.57%</b>
<b>Other than permanent employees</b>											
Male	All benefits extended to the contract workforce adhere to statutory provisions. As a principal employer, the Company is committed to ensuring compliance.										
Female											
<b>Total</b>											

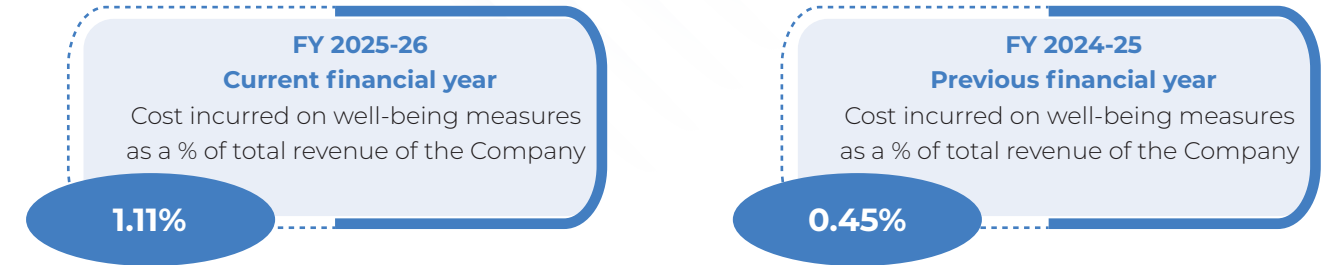
- Tata Elxsi does not offer day care facilities on its premises. Tata Elxsi has location-wise tie-ups with third-party run day care centres, which employees can avail.
- Tata Elxsi complies with social security measures as prescribed by the respective countries.

**b. Details of measures for the well-being of workers:**

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent workers</b>											
Male	0	-	-	-	-	-	-	-	-	-	-
Female	0	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Other than permanent workers</b>											
Male	329	329	100%	329	100%	-	-	-	-	-	-
Female	115	115	100%	115	100%	115	100%	-	-	-	-
<b>Total</b>	<b>444</b>	<b>444</b>	<b>100%</b>	<b>444</b>	<b>100%</b>	<b>115</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

All benefits extended to the contract workforce (workers) are in line with statutory provisions. As a principal employer, Tata Elxsi is committed to ensuring compliance by its contractors.

**c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:**



Includes the cost details as per the Industry Standards Note on BRSR Core and includes actual costs incurred on health insurance, accident insurance, day care facilities, maternity benefits and health & safety measure.

**2. Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	FY 2025-26 Current financial year			FY 2024-25 Previous financial year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	0.009%	86%	Yes	0.0005%	86%	Yes
Others – please specify	-	-	-	-	-	-

Tata Elxsi mandates its contractors to comply with all social security coverage in line with the applicable law in force. 14% of workers are above the Employees' State Insurance salary level and are covered under other appropriate social security schemes.

**3. Accessibility of workplaces**

**Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Yes. Tata Elxsi facilities are designed to be accessible for persons with disabilities, featuring lifts, ramps, and wheelchair support. All possible assistance to facilitate ease in deliverance of work by differently abled employees is given and facilitated. As a process, any future facilities being signed off will be identified based on accessibility to disabled personnel.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a weblink to the policy.**

Yes, Tata Elxsi provides equal rights to its employees and does not discriminate on any grounds, including race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability, or any other category protected by applicable law. Additionally, the Company recruits, develops, and promotes Elxsians solely based on performance, merit, competence, and potential. Tata Elxsi complies with Rights of Persons with Disabilities 2016 Act and has established practices to promote diversity, equity and inclusion <https://www.tataelxsi.com/investors/policies-and-disclosures>.

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	98%	All benefits extended to the contract workforce (workers) are in line with statutory provisions and are extended by the respective contractor. As a principal employer, Tata Elxsi is committed to ensuring compliance by means of frequent audits on contractors.	
Female	100%	96%		
<b>Total</b>	100%	97%		

- Parental leave refers to maternity and paternity leave.
- Retention rate determines who returned to work after parental leave ended and were still employed during FY 2025-26.
- Return to work rate refers to the percentage of employees who return to work after taking parental leave during FY 2025-26.

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

	Yes/No <i>(If Yes, then give details of the mechanism in brief)</i>
Permanent workers Other than permanent workers	Yes, the Company has implemented an open-door approach for every employee, regardless of their position.
Permanent employees Other than permanent employees	The Company offers various platforms to its employees for sharing their grievances and concerns, including Ethics Speak Up, HR Helpdesk and emails to their supervisors. Further, the Company follows the 'Tata Code of Conduct' (TCoC), encouraging employees to raise concerns about bribery and corruption, harassment and human rights issues, and insider trading, among others.

**7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Category	FY 2025-26 (Current financial year)			FY 2024-25 (Previous financial year)		
	Total employees/workers in the respective category	No. of employees/workers in the respective categories, who are part of association(s) or union	%	Total employees/workers in the respective category	No. of employees/workers in the respective categories, who are part of association(s) or union	%
<b>Total permanent employees</b>	Tata Elxsi acknowledges and respects the rights of its employees to peacefully associate and engage in collective bargaining. Additionally, the Company actively promotes employee participation through purpose-driven groups to enhance their competency, engagement and address concerns.					
- Male						
- Female						
<b>Total permanent workers</b>						
- Male						
- Female						

**8. Details of training given to employees and workers:**

Category	FY 2025-26 (Current financial year)				FY 2024-25 (Previous financial year)					
	Total (A)	On health and safety measures		On skill upgradation		Total (D)	On health and safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Male	7,298	7,298	100%	7,298	100%	7,776	7,776	100%	7,776	100%
Female	3,748	3,748	100%	3,748	100%	4,197	4,197	100%	4,197	100%
<b>Total</b>	11,046	11,046	100%	11,046	100%	11,973	11,973	100%	11,973	100%
<b>Workers</b>										
Male	329	329	100%	-	-	325	325	100%	-	-
Female	115	115	100%	-	-	115	115	100%	-	-
<b>Total</b>	444	444	100%	-	-	440	440	100%	-	-

Training is integral to safety awareness, with health and safety training included in the employee induction module at the time of joining to ensure minimum mandatory awareness of health and safety (H&S). Regular reinforcement sessions are also conducted through webinars, training, posters, emails, and floor meetings. While Tata Elxsi recommends training to contractors, the Company has no operational control on the skill upgrade training for the contract workers.

**9. Details of performance and career development reviews of employees and worker:**

Category	FY 2025-26 (Current financial year)			FY 2024-25 (Previous financial year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	7,298	7,298	100%	7,776	7,776	100%
Female	3,748	3,748	100%	4,197	4,197	100%
<b>Total</b>	11,046	11,046	100%	11,973	11,973	100%
<b>Workers</b>						
Male	All benefits provided to the contract workforce are in accordance with statutory provisions and are extended by the respective contractors. Tata Elxsi ensures compliance through regular contractor audits and also shares constructive feedback to support performance improvement where required.					
Female						
<b>Total</b>						

**10. Health and safety management system:**

**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such system?**

Yes, Tata Elxsi has implemented health and safety management system in line with ISO 45001:2018 and is certified for ISO 45001:2018 and ISO 14001:2015 (for Environmental Management System).

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Tata Elxsi has several processes in place to identify work-related hazards and assess risks on a routine and non-routine basis, including:

- Hazard Identification and Risk Analysis (HIRA) process: Tata Elxsi uses a structured approach to identify and evaluate potential hazards in its operations
- Incident reporting by employees and workers: Tata Elxsi encourages its employees and workers to report any incidents, accidents, or near-misses that occur in the workplace
- Safety walkthroughs by the leadership and senior management: Tata Elxsi conducts regular safety walkthroughs of its facilities to identify potential hazards and assess their risk

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.**

Yes. The Company's workers have multiple channels to report incidents and accidents through the incident reporting system, emails, verbal reporting to supervisors and ethics helpline.

**d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services?**

Yes, Tata Elxsi has a doctor-in-campus facility and corporate tie-ups with the nearest multi-specialty hospitals for any emergencies. This is complemented by 24/7 tele medical support (Medi Buddy) and 1-1 helpline for employee assistance in distress.

**11. Details of safety related incidents, in the following format:**

Safety incident/number	Category	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.04	0.04
	Workers	1.07	1.02
Total recordable work-related injuries	Employees	1	1
	Workers	1	1
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

\*Includes contract workforce

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace.**

The safety of employees, visitors, clients and vendors is ensured by implementing various safety procedures, processes, training and audits. The Company implemented several measures to ensure a safe and healthy workplace, including:

- Accreditation to ISO 45001: 2018 standards
- Annual maintenance contract for all critical assets to ensure proper maintenance of assets
- Regular and periodic drinking water tests and food tests
- Monitoring and ensuring hygiene at pantry, cafeteria and kitchens
- Mock evacuation drills and tabletop drills at all facilities

- Installation and commissioning of fire sprinklers, fire detection system, fire extinguishers, PA system at all facilities as preparedness for any unforeseen fire incidents.
- Constituted emergency response team in each facility.
- Periodic calibration of electrical switchgear, measurement of earth pit resistances and compliances with electrical inspectorate is made to ensure safe working of electrical infrastructure.
- The monthly sessions on safe health and safety practices by erudite health practitioners.

**13. Number of Complaints on the following made by employees and workers:**

	FY 2025-26 (Current financial year)			FY 2024-25 (Previous financial year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	27	0	NA	28	0	NA
Health & safety	2	0	NA	7	0	NA

**14. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working conditions	100%

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.**

There was no high-consequence safety-related incidents from assessments of health and safety practices and working conditions. However, Tata Elxsi views safety as an important work process. Sustainance and ensuring safety are a continuous process in the organisation. The following actions are continuously taken up

- Recording incident reports for any safety related incidents across all locations
- Conducting safety training, mock drills to employees and out-sourced employees to reiterate importance of safety
- Identifying and expanding the footprint of fire detection system and its upgradation
- External safety audits, encompassing electrical, fire and infrastructure are taken up
- Safety deep dives, ISO 45001 audits and safety walk through inspections are conducted to identify gaps and compliance made to bridge the gaps
- The safety processes are continuously reviewed and upgraded
- Work permit process and SSOW processes are implemented

**Leadership Indicators**

1. **Does the entity extend any life insurance or any compensatory package in the event of death of**  
 (A) **Employees** - Yes                      (B) **Workers** - Yes
2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**
  - Tata Elxsi ensures compliance of value chain partners by monitoring the timely remittance of statutory dues to the relevant authorities. Contractors are required to provide proof of payment periodically.
  - The consultant ecosystem keeps the Company updated on existing regulations, upcoming data preparation deadlines, and due taxes. They also inform Tata Elxsi about any new rules, regulations, or statutory compliances/benefits introduced that need to be followed.
  - The Company uses a global compliance tool and content library, to track important dates, due filings, and overdue items. The system highlights potential monetary penalties for non-compliance or late payments. A dashboard flags all relevant compliance issues and escalates them to the next level for review and action by compliance leaders.
3. **Provide the number of employees/workers having suffered high consequence work related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
Employees	0	0	0	0
Workers	0	0	0	0

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?**

No. However, Tata Elxsi provides post-retirement benefits to its employees.

5. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100%
Working conditions	100%

6. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

No safety-related incidents were identified during the assessment of health and safety practices and working conditions for value chain partners. As a result, no corrective actions were necessary this financial year. However, the Company has processes in place to address any concerns should they arise.

**Principle 4**

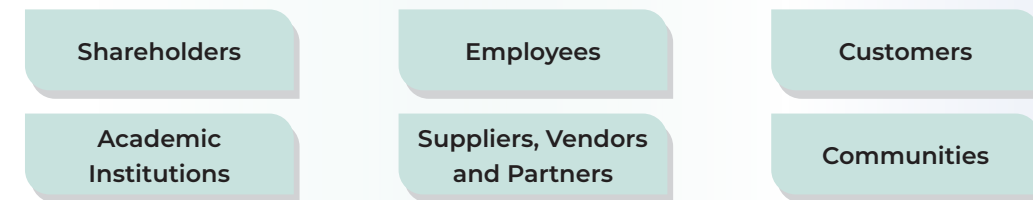
**Businesses should respect the interests of and be responsive to all its stakeholders.**

**Essential Indicators**

1. **Describe the processes for identifying key stakeholder groups of the entity.**

Tata Elxsi recognises any individual, group, or institution that contributes value to its business chain or is affected by its actions as a key stakeholder.

**Following are the key stakeholders identified by the Company**



2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder group	Whether identified as vulnerable and marginalised group (yes/no)	Channels of communication (email, sms, newspaper, pamphlets, advertisement, community meetings, notice board, website), other	Frequency of engagement (annually/half-yearly/quarterly/others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
SHAREHOLDERS	No	Annual reports, earnings calls, newspaper advertisement/notices, the Company's website, annual general meetings, and press releases	Quarterly/Yearly	Providing information and update on the Company's performance
EMPLOYEES	No	Code of conduct, trainings, workshops, employee touch base and grievance mechanisms	Need-based, quarterly	Rewards, training and development, wellness and safety measures
CUSTOMERS	No	Tech days at customer premise, events, conferences, trade shows, leadership meetings, programme reviews and satisfaction surveys	Need-based, half-yearly	Product/service information, customer feedback

Stakeholder group	Whether identified as vulnerable and marginalised group (yes/no)	Channels of communication (email, sms, newspaper, pamphlets, advertisement, community meetings, notice board, website), other	Frequency of engagement (annually/ half-yearly/ quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
ACADEMIC INSTITUTIONS	No	Memorandum of Understanding (MOUs), technology meetings, conferences, and seminars	Ongoing basis	Capability development and research
SUPPLIERS, VENDORS AND PARTNERS	No	Supplier code of conduct, contracts, training & awareness, and appraisals	Ongoing and need-based	Supplier sustainability
COMMUNITIES	No	CSR Policy, volunteering programs, Shiksha, Niramay, Paryavaran initiatives	Quarterly and annually	Community development
REGULATORY BODIES	No	Statutes and regulations	Need-based	Statutory and regulatory compliances

**Leadership Indicators**

- 1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

Tata Elxsi has processes aligned with economic, environmental, and social topics, which are discussed during the leadership team meeting, and necessary actions are taken. The Committee(s) of the Company deliberate on the economic, environmental, and social topics relevant to the Company and industries in which it operates. These are further discussed at the Board Meetings of the Company and accordingly necessary actions are taken.

- 2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, Tata Elxsi has conducted materiality study using inputs gathered during stakeholder consultations. Material topics are shortlisted and prioritised based on their impact on the Company's stakeholders and its business. Please refer to Materiality for more information.

- 3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalised stakeholder groups.**

No concerns were raised during engagement with specified groups. Any specific instances of such concerns will be addressed accordingly.

**Principle 5**

Businesses should respect and promote human rights.

**Essential Indicators**

- 1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2025-26 Current financial year			FY 2024-25 Previous financial year		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. employee's workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	11,046	11,046	100%	11,973	11,973	100%
Other than permanent	494	494	100%	441	441	100%
<b>Total employees</b>	<b>11,540</b>	<b>11,540</b>	<b>100%</b>	<b>12,414</b>	<b>12,414</b>	<b>100%</b>
<b>Workers</b>						
Permanent	All workers (including contract workers) are required to undergo mandatory Tata Code of Conduct orientation, which includes essential training on human rights issues.					
Other than permanent						
<b>Total workers</b>						

- 2. Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2025-26 Current financial Year					FY 2024-25 Previous financial year				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>	11,046	-	-	11,046	100%	11,973	-	-	11,973	100%
Male	7,298	-	-	7,298	100%	7,776	-	-	7,776	100%
Female	3,748	-	-	3,748	100%	4,197	-	-	4,197	100%
<b>Other than permanent</b>	494	-	-	494	100%	441	-	-	441	100%
Male	372	-	-	372	100%	356	0	-	356	100%
Female	122	-	-	122	100%	85	0	-	85	100%

Category	FY 2025-26 Current financial Year					FY 2024-25 Previous financial year				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Workers</b>										
<b>Permanent</b>	0	-	-	0	-	0	-	-	0	-
Male	0	-	-	0	-	0	-	-	0	-
Female	0	-	-	0	-	0	-	-	0	-
<b>Other than permanent</b>	444	-	-	444	100%	440	-	-	440	100%
Male	329	-	-	329	100%	325	-	-	325	100%
Female	115	-	-	115	100%	115	-	-	115	100%

Tata Elxsi ensures that all employees and workers receive wages above the statutory minimum. Contract workforce benefits are provided by their respective contractors, in line with legal requirements. As the principal employer, the Company frequently audits contractors to ensure continued compliance.

**3. Details of remuneration/salary/wages**

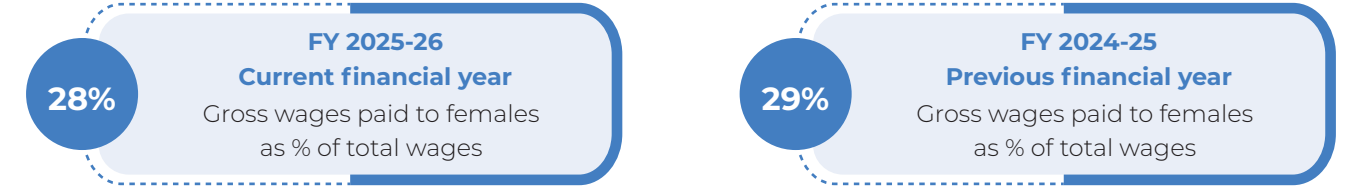
**a. Median remuneration/wages:**

	Male		Female	
	Number	Median remuneration/salary/wages of respective category (in ₹ lakhs)	Number	Median remuneration/salary/wages of respective category (in ₹ lakhs)
Board of Directors (BoD)	5	154.41	1	135.91
Key Managerial Personnel	2	494.89	1	40.00*
Employees other than BoD and KMP	7296	11	3747	8.2
Workers	329	All benefits extended to the contract workforce (workers) are in line with statutory provisions and are extended by the respective contractor. As a principal employer, Tata Elxsi ensures compliance through regular contractor audits.	115	All benefits extended to the contract workforce (workers) are in line with statutory provisions and are extended by the respective contractor. As a principal employer, Tata Elxsi ensures compliance through regular contractor audits.

\*Ms. Sneha V was appointed as a Key Managerial Personnel (KMP) w.e.f. July 07, 2025.

Employees refer to full-time personnel directly employed by Tata Elxsi and listed on the Company's payroll.

**b. Gross wages paid to females as% of total wages paid by the entity, in the following format:**



**4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?**

Yes, responsibility for overseeing human rights issues and impacts at Tata Elxsi rests with the Head of the Human Resources department.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

Tata Elxsi has put in place several internal mechanisms to address grievances related to human rights. These include:

- Open-door Policy: Encourages employees to raise concerns directly with managers or supervisors in a safe and approachable environment
- Grievance Redressal Mechanism: Enables employees to report human rights violations or concerns anonymously
- Code of Conduct: Outlines the Company's commitment to upholding human rights and maintaining ethical business practices
- Ethics Helpline: Serves as a confidential channel through which employees and workers can report issues related to human rights, misconduct, or other ethical concerns
- HR Helpdesk: Acts as a point of contact for employees to seek support or raise concerns related to human rights and workplace issues
- Employee Touch Base: Fosters open dialogue between employees and management, including inputs on human rights matters
- Elxsia (AI Chatbot): Interacts with employees at key milestones to understand their experience and gather feedback, supporting early identification or concerns

**6. Number of Complaints on the following made by employees and workers:**

	FY 2025-26 Current financial year			FY 2024-25 Previous financial year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual harassment	4	0	Nil	2	0	Nil
Discrimination at workplace	1	0	Nil	0	NA	Nil
Child labour	0	NA	Nil	0	NA	Nil
Forced labour/involuntary labour	0	NA	Nil	0	NA	Nil
Wages	0	NA	Nil	0	NA	Nil
Other human rights related issues	0	NA	Nil	0	NA	Nil

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY 2025-26 Current financial year	FY 2024-25 Previous financial year
Total complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	4	2
Complaints on POSH as a % of female employees/workers	0.10%	0.04%
Complaints on POSH upheld	4	2

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

Tata Elxsi has established multiple mechanisms to prevent adverse consequence to the complainant. This includes POSH, Grievance Redressal mechanism and ethics helpline to promote protected disclosures.

**9. Do human rights requirements form part of your business agreements and contracts?**

Yes.

**10. Assessments for the year:**

	% Of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others	100%

\*Note: Tata Elxsi design and development facilities are assessed as below

ISO 9001: 2015 – For Quality Management System

ISO 27001: 2022 – For Information Security Management System

ISO 45001: 2018 – For Occupational Health and Safety Management System

ISO 14001: 2015 – For Environmental Management System

ISO 13485: 2016 – For Medical Device Certification

ISO 31000:2018 – For Enterprise Risk Management

CMMi V2.0 Level 3 – For Digital applications for Medical Domain

Auto SPICE – For Automotive Projects

TISAX – Information Security certification for German Automotive projects

**11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.**

No significant risks or concerns have been identified from assessments of child labour, involuntary labour, sexual harassment, discrimination or wage problems. Therefore, no corrective actions were taken this financial year, and the Company has mechanisms in place to address these issues.

**Leadership Indicators**

**1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.**

Tata Elxsi has not received any complaints or grievances related to human rights. However, the Company continues to strengthen its commitment through awareness initiatives and robust reporting mechanisms. A Business and Human Rights (BHR) learning module has been introduced, along with Speak-Up—an anonymous, third-party-managed platform that enables employees and workers to report concerns related to human rights, ethical misconduct, or other issues.

**2. Details of the scope and coverage of any Human rights due diligence conducted.**

While formal due diligence on human rights has not been conducted, Tata Elxsi’s employee satisfaction survey (VoTE) and group LBE survey include numerous human rights-related parameters.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes.

**4. Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	100%
Discrimination at workplace	100%
Child labour	100%
Forced labour/involuntary labour	100%
Wages	100%
Others	100%

**5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.**

NA

**Principle  
6**

Businesses should respect and make efforts to protect and restore the environment.

**Essential Indicators**
**1. Details of total energy consumption (in Giga Joules) and energy intensity, in the following format:**

Parameter	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
<b>From renewable sources</b>		
Total electricity consumption (A)	32,140.95	25,407.19
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
<b>Total energy consumption (A + B + C)</b>	32,140.95	25,407.19
<b>From non-renewable sources</b>		
Total electricity consumption (D)	16,132.04	24,265.23
Total fuel consumption (E)	238.84	421.42
Energy consumption through other sources (F)	-	-
<b>Total energy consumed from non-renewable sources (D + E + F)</b>	16,370.88	24,686.65
<b>Total energy consumed (A + B + C + D + E + F)</b>	48,511.83	50,093.85
<b>Energy intensity per rupee of turnover</b> (Total energy consumption (GJ)/Revenue from operations (₹ crore))	12.91	13.43
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed (GJ)/Revenue from operations adjusted for PPP)	26.26	30.09
<b>Energy intensity (per employee)</b> – Total energy consumed/Employee headcount	4.20	4.04

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - Yes, ISOQAR.

- All energy values are presented in Giga joules.
- The PPP Value is recorded as 20.34 for FY 2025-26 as per data obtained from [International Monetary Fund](#).

**2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any**

No, Tata Elxsi has no sites or facilities classified as designated consumers (DCs) under the Government of India's Performance, Achieve, and Trade (PAT) Scheme.

**3. Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	-	-
(ii) Groundwater	11,157	11,659
(iii) Third-party water	56,596	62,045
(iv) Seawater/desalinated water	-	-
(v) Others	-	-
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	67,753	73,704
<b>Total volume of water consumption (in kilolitres)</b>	67,753	73,704
<b>Water intensity per rupee of turnover</b> (Water consumed/Revenue from operations (₹ crore))	18.03	19.76
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity</b> (PPP) (Total water consumption/Revenue from operations adjusted for PPP)	36.68	44.27
<b>Water intensity (per employee)</b> – Total water consumption/Employee headcount	5.87	5.94

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - Yes, ISOQAR.

Note: The PPP Value is recorded as 20.34 for FY 2025-26 as per data obtained from [International Monetary Fund](#). Water discharge reflects treated STP outflow, maintained within prescribed emission norms at Tata Elxsi-operated facilities.

#### 4. Provide the following details related to water discharged:

Parameter	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	65,671	72,089
(ii) To Groundwater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third parties	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
<b>Total water discharged (in kilolitres)</b>	65,671	72,089

Water discharge indicates the STP discharge in line with standard emission norms at facilities where Tata Elxsi has operational control.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Yes, ISOQAR.

#### 5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, Tata Elxsi has placed judicious use of water on its high priority requisites with regards to its environmental commitments. The organisation is into software development, owing to which, water treatment is limited to sewage water treatment, and the installation of an ETP (Effluent Treatment Plant) is not required. Efforts are being made by the Company to implement initiatives to have Zero Liquid Discharge. The Tata Elxsi-owned facilities have sewage treatment plants that are continuously monitored with standard operating procedures, treated water samples are tested, and the plant is manned 24/7. The treated water is fully consumed for gardening purposes. The leased facilities also have Sewage Treatment Plants (STPs) wherein water is treated and reused for flushing purposes. At the headquarters (Hoody), ten water harvesting pits have been constructed to collect rooftop rainwater which is used to maintain the groundwater levels. Further, surface rainwater runoff is diverted to the harvesting pits to maximise water percolation.

#### 6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

As an ER&D service company, Tata Elxsi has minimal air emissions, with DG sets used only during power outages. The Company complies with all regulatory requirements related to stack emission parameters, including nitrous oxide, non-methyl hydrocarbons, carbon monoxide, and particulate matter. Emissions are monitored as per the frequency mandated under the Consent to Operate (CTO) by the Pollution Control Board.

Parameter	Please specify unit	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
NOx	NA	-	-
SOx	NA	-	-
Particulate matter (PM)	NA	-	-
Persistent organic pollutants (POP)	NA	-	-
Volatile organic compounds (VOC)	NA	-	-
Hazardous air pollutants (HAP)	NA	-	-
Others - Non methyl hydrocarbon	NA	-	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - Yes, ISOQAR.

The only identifiable source of air emissions is from diesel generator (DG) operations, which are infrequent and used only during power outages. As these emissions (excluding GHG's) are minimal and not material, they are not measured. All DG sets undergo regular pollution checks and remain well within prescribed limits.

#### 7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	69.3	114.9
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	3,208	4,826
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>	Metric tonnes of CO <sub>2</sub> equivalent per ₹ crore	0.87	1.32

Parameter	Unit	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)	Metric tonnes of CO <sub>2</sub> equivalent per revenue adjusted to PPP	1.77	2.97
<b>Total Scope 1 and Scope 2 emission intensity (optional)</b> – the relevant metric may be selected by the entity	Metric tonnes of CO <sub>2</sub> equivalent per employee	0.28	0.40

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency – Yes, ISOQAR.

- The PPP Value is recorded as 20.34 for FY 2025-26, as per data obtained from [International Monetary Fund](#).
- Scope 1 includes stationary combustion and mobile combustion.
- Scope 2 includes purchased electricity.

**8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

Tata Elxsi achieved its commitment to reducing its carbon footprint by 50% against the benchmark by 2025. This goal is taken up earnestly and targeted by opting to use green energy in many of the locations. Listed below are some of the major steps taken to achieve the objective. The organisation has targeted majority of its Scope 2 emissions to be mitigated by use of renewable energy by end of FY 2026-27. The organisation has taken multiple steps to achieve it and same is listed below.

- All the newly leased facilities are selected based on the criteria that the facility has provisions to supply green power
- In the RN Development Centre, the Company has implemented measures to purchase green power directly from utility service providers by enacting an agreement
- Invested in a rooftop solar project at the Sukhwani Business Hub facility in Pune to implement 120 kW of rooftop solar. This entails an overall capacity of 320 kW of rooftop solar, which is a 60% increase from the existing capacity
- Opting for green power in PPA model at Hoody premises and procuring green power directly from utility service providers
- Mandating owners of leased facilities to procure renewable power
- Replacement of old vintage HVAC asset to variable refrigerant flow units
- Replacing CFL lights with LED lights and garnering savings in energy use and minimising maintenance
- The organisation opting for eco-friendly refrigerant for its HVAC assets
- Reviewing the option of procuring green power credits

**9. Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	4.1	3.61
E-waste (B)	14.44	1.22
Bio-medical waste (C)	Nil	Nil
Construction and demolition waste (D)	Nil	Nil
Battery waste (E)	11.86	14.31
Radioactive waste (F)	Nil	Nil
Other hazardous waste. Please specify, if any. (G)	Nil	Nil
Other non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	58.54	26.56
<b>Total (A + B + C + D + E + F + G + H)</b>	88.94	45.7
<b>Waste intensity per rupee of turnover</b> (Total waste generated/Revenue from operations (₹ crore))	0.024	0.012
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated/Revenue from operations adjusted for PPP)	0.048	0.027
<b>Waste intensity (optional)</b> – Total waste generated/Employee headcount	0.0077	0.0037

**For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)**

Category of waste		
(i) Recycled	11.86 (Battery waste)	14.31 (Battery waste)
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
<b>Total</b>	11.86	14.31

**For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)**

Category of waste		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
<b>Total</b>	Nil	Nil

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency Yes, ISOQAR.

The PPP value stands at 20.34 for FY 2025-26 as per the data from [International Monetary Fund](#). Waste classification excludes construction debris, which is not currently measured. However, careful selection of

contractors ensures responsible disposal practices. All waste is segregated at the source and disposed of in accordance with local regulations for responsible disposal.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

All solid waste is handed over to the respective authorised municipal waste collection agencies for recycling and responsible disposal. The hazardous waste and the solid waste are handed over to the agencies appointed by the statutory authority, i.e., PCB, in the respective locations. At Tata Elxsi, the solid garden waste is recycled on the premises. All premises are ISO 14001/EMS certified by Bureau Veritas. The organisation’s standard operating procedure to dispose of waste is detailed in the Waste Management process document. The organisation’s core business is designing and providing software services and does not use any hazardous or toxic chemicals in day-to-day business-related activities.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:**

S. no.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
NA, Tata Elxsi’s offices are not located in or near ecologically sensitive areas.			

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant weblink
NA, Tata Elxsi, an ER&D organisation, has not undergone any environmental impact assessments of projects for the current financial year.					

**13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Yes, Tata Elxsi has complied with applicable environmental law/regulations/guidelines in India.

S. no.	Specify the law/regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
NA				

**Leadership Indicators**

**1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):**

For each facility/plant located in areas of water stress, provide the following information:

- (i) Name of the area: NA
- (ii) Nature of operations: NA

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - Yes, ISOQAR.

**2. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2025-26 (Current financial year)	FY 2024-25 (Previous financial year)
<b>Total Scope 3 emissions</b>	Metric tonnes of CO <sub>2</sub> equivalent	1,656.1	2,606
<b>Total Scope 3 emissions per rupee of turnover</b> (Total Scope 3 GHG emission/Revenue from operations (₹ crore))	Metric tonnes of CO <sub>2</sub> equivalent per ₹ crore	0.44	0.69
<b>Total Scope 3 emission intensity (employee)</b> – Total Scope 3 GHG emission/Employee headcount	Metric tonnes of CO <sub>2</sub> equivalent per employee	0.14	0.20

Scope 3 calculations include company organised employee commuting and air travel.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - Yes, ISOQAR.

**3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Tata Elxsi operates no offices in or near ecologically sensitive areas, ensuring no significant direct or indirect impact on local biodiversity. As such, no prevention or remediation measures are necessary.

**4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

All Tata Elxsi facilities are ISO 14001:2015 certified, meeting the highest global standards for environmental management.

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ weblink.**

Tata Elxsi has an approved process for 'Business Continuity and Disaster Recovery Management' in place. This document captures stakeholder information and identifies points of contact during a BCP situation. Additionally, it outlines various BCO scenarios considered during BCP drills. Periodic BCP test drills are conducted in coordination with respective teams according to a defined schedule, and the test results are documented and shared with the IT team. Furthermore, the BCP test report includes all relevant information like the project selected for the drill, start date and time, and points of contact from the BCP team, project team, and other relevant teams. The Company has a defined and approved Business Continuity and Disaster Recovery plan with all relevant BCP office contacts, critical contact details of business units, and various BCP and DR scenarios. The plan is reviewed periodically to ensure the information available in the document remains up to date. Biannual BCP drills are also conducted, and results are shared with relevant stakeholders.

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

As an ER&D organisation, Tata Elxsi has no negative impact on the environment.

**7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

All value chain partners undergo environmental impact assessments as part of the vendor evaluation and creation process.

**Principle 7**

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

**Essential Indicators**

1. a. **Number of affiliations with trade and industry chambers/associations.**  
Nil
- b. **List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.**

S. no.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1		NA

**2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
		NA

**Leadership Indicators**

**1. Details of public policy positions advocated by the entity:**

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of review by board (annually/half-yearly/quarterly/ others – please specify)	Weblink, if available
					Nil

**Principle 8**

Businesses should promote inclusive growth and equitable development.

**Essential Indicators**

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	SIA notification no.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant weblink

NA, new facilities of Tata Elxsi are in multi-tenanted technology parks. As a result of this, no social impact assessment projects are undertaken by the Company.

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No.	Name of project for which r&r is ongoing	State	District	No. of project affected families (PAFs)	% of pafs covered by r&r	Amounts paid to PAFs in the FY (in ₹)

NA, Tata Elxsi's facilities are situated in multi-tenanted technology parks owing, to which the Company does not undertake any Rehabilitation and Resettlement projects.

**3. Describe the mechanisms to receive and redress grievances of the community.**

Tata Elxsi adheres to the Tata Code of Conduct, and all agreements made among stakeholders include provisions for addressing grievances, disputes, and related issues. Moreover, stakeholders are informed about an ethics helpline for reporting concerns.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2025-26 Current financial year	FY 2024-25 Previous financial year
Directly sourced from MSMEs/small producers	26%	18%
Directly from within India	60%	60%

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as% of total wage cost.**

Location	FY 2025-26 Current financial year	FY 2024-25 Previous financial year
Rural	-	-
Semi-urban	-	-
Urban	-	-
Metropolitan	100%	100%

(Places are categorised as per RBI Classification System - rural/semi-urban/urban/metropolitan)

**Leadership Indicators**

**1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Details of negative social impact identified	Corrective action taken
NA	

**2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

S. no	State	Aspirational district	Amount spent (in ₹)
1	Karnataka	Raichur	60,00,000

**3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/vulnerable groups? No**

**(b) From which marginalised/vulnerable groups do you procure? NA**

**(c) What percentage of total procurement (by value) does it constitute? NA**

**4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

S. no.	Intellectual property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
Nil				

**5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the case	Corrective action taken
Nil		

**6. Details of beneficiaries of CSR Projects:**

S. no.	CSR project	No. of persons benefitted from CSR projects	% of beneficiaries from vulnerable and marginalised groups
Please refer to the CSR Report in the statutory section of the Integrated Report.			

**Principle 9**

**Businesses should engage with and provide value to their consumers in a responsible manner.**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:**

Tata Elxsi has a structured process and framework to capture, analyse and take action on customer complaints and concerns. All project proposals also have a clearly defined escalation matrix to raise such complaints. This is further supplemented by regular weekly CEO meetings with BU Heads and Sales Heads. Tata Elxsi obtains instant feedback from its customers on perceived dissatisfaction. The quality team monitors every project executed in the Company. Individual quality team members track complaints/concerns and follow up with the necessary stakeholders for resolution. The complaint or concern is treated as closed only after confirmation from the customer. The quality team presents an aggregated analysis, every quarter, to the divisional and functional heads for appropriate improvement actions.

**2. Turnover of products and services as a percentage of turnover from all products/services that carry information about:**

NA

Environmental and social parameters relevant to the product  
Safe and responsible usage  
Usage recycling and/or safe disposal

**As a percentage of total turnover**

Tata Elxsi caters to global clients, delivering solutions with all requisite documentation and usage guidelines, tailored to best-in-class development standards.

**3. Number of consumer complaints in respect of the following:**

	FY 2025-26 (Current financial year)			FY 2024-25 (Previous financial year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	Nil	Nil	Nil	Nil	Nil
Advertising	Nil	Nil	Nil	Nil	Nil	Nil
Cybersecurity	Nil	Nil	Nil	Nil	Nil	Nil
Delivery of essential services	Nil	Nil	Nil	Nil	Nil	Nil
Services	Nil	Nil	Nil	Nil	Nil	Nil
Restrictive trade practices	Nil	Nil	Nil	Nil	Nil	Nil
Unfair trade practices	Nil	Nil	Nil	Nil	Nil	Nil

**4. Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	As an ER&D organisation in the Business-to-Business (B2B) segment, Tata Elxsi delivers services under contractual agreements with global clients, where voluntary or forced recalls are not applicable.	
Forced recalls		

**5. Does the entity have a framework/policy on cybersecurity and risks related to data privacy? (Yes/No) If available, provide the weblink to the policy:**

Yes. The Information Security Policy can be accessed at: <https://www.tataelxsi.com/investors/policies-and-disclosures>

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cybersecurity and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on the safety of products/services:**

Tata Elxsi has no reported issues with advertising, delivery of essential services, cybersecurity, customer data privacy, or product recalls. Therefore, no penalties or actions have been taken by regulatory authorities concerning the safety of the Company's products/services.

**7. Provide the following information relating to data breaches:**

- a. Number of instances of data breaches - 0
- b. Percentage of data breaches involving personally identifiable information of customers - 0
- c. Impact, if any, of the data breaches - Nil

**Leadership Indicators**

**1. Channels/platforms where information on products and services of the entity can be accessed (provide weblink, if available).**

<https://www.tataelxsi.com/>

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

Tata Elxsi is an ER&D organisation operating in the business-to-business segment and is not involved in the education of consumers about safe and responsible product usage.

**3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

No disruption/discontinuation of essential services.

**4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole?**

Not applicable, as Tata Elxsi is an ER&D focussed organisation and is not involved in product manufacturing.



## Certificate of Reasonable Assurance on ESG Disclosures

This is to certify that

### Tata Elxsi Limited

has been assessed and assured for ESG KPI's

(details in verified KPI's)

as per the requirements of the SEBI Circular

No SEBI/HO/CFD/CFD-SEC2/P/CIR/2023/122 dated July 12, 2023

to support the Design, Development, Verification, Validation, and

Maintenance of Software and Solutions for the customers of Tata Elxsi Limited

with its Global Headquarters at ITPB Road, Whitefield,

Bangalore-560048, Karnataka, India

### INDEPENDENT ASSURANCE STATEMENT

#### Introduction

ISOQAR (India) Private Limited has undertaken a reasonable assurance engagement for Tata Elxsi Limited. This engagement involves providing reasonable assurance for the BRSR Core Indicators as mandated by SEBI under 'SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.' The relevant information is included in the Business Responsibility and Sustainability Report of the Company's Integrated Annual Report for the year ended March 31, 2026.

#### Reporting Standard/Framework

The disclosures have been prepared for Tata Elxsi as per the below standards/frameworks:

- BRSR reporting guidelines for listed entity as per SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562, dated May 10, 2021, and the incorporated Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023
- BRSR Core: Framework for assurance and ESG disclosures for the value chain, as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023
- Measures to facilitate ease of doing business with respect to the framework for assurance or assessment, ESG disclosures for value chain, and introduction of voluntary disclosure on green credits as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2025/42 dated March 28, 2025
- ISO 14064-1:2018 - Specification with guidance at the organisation level for quantification and reporting of greenhouse gas emissions and removals

#### Level of Assurance

- Reasonable assurance for BRSR Indicators

#### Scope, Boundary, and Limitations

- The scope of the Company's engagement includes reasonable independent assurance for the BRSR Indicators. The validation process includes onsite reviews of documents, policies, procedures, and measures, along with related supporting data for the reporting period.
- The boundary encompasses the operations of Tata Elxsi across all locations that fall under the Company's compliance structure.
- The assurance scope has the following limitations:
  - o Measurement of some KPI's is limited due to a lack of operational control on such facilities. These limitations (if any) are called out in the note section.
  - o The assurance only covers data and information for the specified reporting period.

#### Assurance process

- **Phase 1 (February 02-04, 2026):** Onsite validation and verification for the reporting period up to Q3 FY 2025-26.
- **Phase 2 (April 06, 2026):** Remote validation and verification of additional data for Q4 FY 2025-26.

#### Verified Key Performance Indicators

S. no.	Attribute	Parameter	Unit of measure	Assured values
1	Green-house gas (GHG) footprint	Total Scope 1 emissions*1	MT of CO <sub>2</sub> e*21	69.3
		Total Scope 2 emissions*2	MT of CO <sub>2</sub> e*21	3208
		Total Scope 1 and Scope 2 emission intensity per rupee of turnover	MT CO <sub>2</sub> e/Revenue from operations in ₹ crore	0.87
		Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*3	MT CO <sub>2</sub> e/Revenue from operations in ₹ adjusted to PPP	1.77
		Total Scope 1 and Scope 2 emission intensity in terms of physical output	MT CO <sub>2</sub> e/Employee headcount	0.28
2	Water footprint	Total water consumption	kL	67753
		Water consumption intensity per rupee of turnover	kL/Revenue from operations in ₹ crore	18.03
		Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*3	kL/Revenue from operations in ₹ adjusted for PPP	36.68
		Water intensity in terms of physical output	kL/Employee headcount	5.87
		Water discharge by destination and levels of treatment*4	kL	65671

S. no.	Attribute	Parameter	Unit of measure	Assured values		
3	Energy footprint	Total Energy consumed* <sup>5</sup>	Giga Joules (GJ)	48511.85		
		% of energy consumed from renewable sources* <sup>6</sup>	In % terms	66.25%		
		Energy intensity per rupee of turnover	GJ/Revenue from operations in ₹ crore	12.91		
		Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)* <sup>3</sup>	GJ/Revenue from operations in ₹ adjusted for PPP	26.26		
		Energy intensity in terms of physical output	GJ/Employee headcount	4.20		
4	Embracing circularity - details related to waste management by the entity	Plastic waste (A)	MT	4.1		
		E-waste (B) * <sup>7</sup>	MT	14.44		
		Bio-medical waste (C)	MT	Nil		
		Construction and demolition waste (D)* <sup>8</sup>	MT	Nil		
		Battery waste (E)	MT	11.86		
		Radioactive waste (F)	MT	Nil		
		Other hazardous waste. Please specify, if any. (G)	MT	Nil		
		Other non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	MT	58.54		
		Total waste generated (A + B + C + D + E + F + G + H)	MT* <sup>21</sup>	88.94		
		Waste intensity per rupee of turnover from operations	Total waste generated/Revenue from operations in ₹ crore	0.024		
		Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)* <sup>3</sup>	Total waste generated/Revenue from operations in ₹ adjusted for PPP	0.048		
		Waste intensity in terms of physical output	Total waste generated/Employee headcount	0.0077		
		Each category of waste generated, total waste recovered through recycling, re-using or other recovery operations* <sup>9</sup>				
		(i)	Recycled	MT	11.86 (battery waste)	
		(ii)	Re-used	MT	0	
		(iii)	Other recovery options	MT	0	
		Total			MT* <sup>21</sup>	11.86
		For each category of waste generated, total waste disposed of by nature of disposal method* <sup>10</sup>				
		(i)	Incineration	MT	0	
		(ii)	Landfilling	MT	0	
		(iii)	Other disposal options	MT	0	
Total			MT* <sup>21</sup>	0		

S. no.	Attribute	Parameter	Unit of measure	Assured values	
5	Enhancing employee well-being and safety	Spending on measures towards well-being of employees cost incurred as a % of total revenue of the Company* <sup>11</sup>	In % terms	1.11%	
		Details of safety related incidents for employees and workers (including contract workforce e.g. workers in the Company's construction sites)	Number of permanent disabilities	In no.	0
			Employee: Lost Time Injury Frequency Rate (LTIFR)	Per one million-person hours worked	0.04
			Worker: Lost Time Injury Frequency Rate (LTIFR)	Per one million-person hours worked	1.07
			No. of fatalities	In no.	0
6	Enabling Gender Diversity in Business	Gross wages paid to females as % of wages paid	In % terms	28%	
		Complaints on POSH	Total complaints on sexual harassment (POSH) reported	In no.	4
			Complaints on POSH as a % of female employees/workers	In % terms	0.10%
			Complaints on POSH upheld	In no.	4
7	Enabling Inclusive Development- Input material sourced from following sources as % of total purchases	Directly sourced from MSMEs/small producers (As % of total purchases by value)	In % terms	26%	
		Directly from within India- As % of total purchases by value)	In % terms	60%	
		Job creation in smaller towns – Wages paid to persons employed in smaller towns (permanent or non-permanent/on contract) as % of total wage cost	Location (In % terms – As % of total wage cost) * <sup>12</sup>		
			Rural	In % terms	0
			Semi-urban	In % terms	0
Urban	In % terms		0		
Metropolitan	In % terms	100%			
8	Fairness in Engaging with Customers and Suppliers- Instances involving loss/breach of data of customers as a percentage of total data breaches or cybersecurity events	Total loss/breach of data of customers	In % terms	0	
		Total cybersecurity breach	In % terms	0	
		Number of days of accounts payable	(Accounts payable *365)/Cost of goods/services procured	16	

S. no.	Attribute	Parameter	Unit of measure	Assured values
9	Open-ness of business-concentration of purchases and sales done with trading houses, dealers, and related parties Loans and advances & investments with related parties	Purchases from trading houses as % of total purchases	In % terms	NA
		Number of trading houses where purchases are made from	In no.	NA
		Purchases from top 10 trading houses as % of total purchases from trading houses	In % terms	NA
		Sales to dealers/distributors as % of total sales	In % terms	NA
		Number of dealers/distributors to whom sales are made	In no.	NA
		Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	In % terms	NA
	Share of RPTs (as respective %age) in	Purchases	In % terms	9%
		Sales	In % terms	27%
		Loans and advances	In % terms	NA
		Investments	In % terms	NA
10	Business activities details	Turnover from software development and services	In % terms	97.1%
		Turnover from systems integration and support	In % terms	2.9%
11	Operations - Number of locations where offices of the entity situated	National	In no.	8
		International	In no.	21
	Market Served- Number of locations where market is served by the entity	National	In no.	5 States and 1 UT
		International	In no.	35
12	Employee & Worker Details*13	Total number of permanent employees	In no.	11,046
		Male permanent employees	In no.	7,298
		Female permanent employees	In no.	3,748
		Total number of other than permanent employees	In no.	494
		Male other than permanent employees	In no.	372
		Female other than permanent employees	In no.	122
		Total number of other than permanent workers	In no.	444
		Male other than permanent workers	In no.	329
		Female other than permanent workers	In no.	115
		Total number of differently abled employees	In no.	16
		Male differently abled employees	In no.	14
		Female differently abled employees	In no.	2

S. no.	Attribute	Parameter	Unit of measure	Assured values
13	Participation/ Inclusion/ Representation of women	Total BOD	In no.	6
		Female BOD	In no.	1
		Total KMP*14	In no.	3
		Female KMP	In no.	1
14	Turnover rates for permanent employees	Total turnover rates	In % terms	15.8%
		Male turnover rates	In % terms	15.1%
		Female turnover rates	In % terms	17.3%
15	Financial Details	Net worth	In lakhs	3,04,134 .17 lakhs
		Turnover	In lakhs	3,75,742 .37 lakhs
16	Principle 1- Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable	Coverage of training and awareness programme held for BOD & KMP	In % terms	100%
		Coverage of training and awareness programme held for employees	In % terms	100%
		Coverage of training and awareness programme held for value chain partners	In % terms	100%
		Complaints on conflict of interest	In no.	Nil
17	Principle 2- Businesses should provide goods and services in a manner that is sustainable and safe	R&D expenditure	In % terms	2.02%
		Percentage of inputs were sourced sustainably	In % terms	53%
18	Principle 3- Businesses should respect and promote the well-being of all employees, including those in their value chains	Percentage of permanent employees covered with health & accident insurance (both male & female)	In % terms	100%
		Percentage of permanent employees covered with maternity & paternity benefits	In % terms	100%
		Percentage of permanent employees covered with day care benefits*15	In % terms	9.46%
		Percentage of workers covered with health & accident insurance (both male & female) *16	In % terms	100%
		Percentage of workers covered with maternity benefits*16	In % terms	100%
		Percentage of employees and workers covered with PF	In % terms	100%
		Percentage of employees and workers covered with gratuity	In % terms	100%
		Percentage of employees covered with ESI	In % terms	0.009%
		Percentage of workers covered with ESI	In % terms	86%

S. no.	Attribute	Parameter	Unit of measure	Assured values
		Percentage of performance and career development reviews of employees and worker	In % terms	100%
		Training given to employees on Health & Safety	In % terms	100%
		Training given to employees on skill upgradation	In % terms	100%
		Number of complaints filed on Working Condition during the year*17	In no.	27
		Number of complaints pending resolution on Working Condition	In no.	0
		Number of complaints filed on Health & Safety during the year	In no.	2
		Number of complaints pending resolution on Health & Safety	In no.	0
		Assessment of offices on Health & Safety practices	In % terms	100%
		Assessment of offices on Working Conditions	In % terms	100%
		19	Principle 5-Businesses should respect and promote human rights	Employees and workers provided with human rights training
Employees and workers provided with Equal to minimum Wage	In no.			0
Employees and workers provided with More than minimum Wage	In % terms			100%
Median remuneration for male BOD	lakh per annum			154.41
Median remuneration for female BOD	lakh per annum			135.91
Median remuneration for male KMP	lakh per annum			494.89
Median remuneration for female KMP	lakh per annum			40.00
Median remuneration for male employees	lakh per annum			11
Median remuneration for female employees	lakh per annum			8.2
Assessments made for employees, workers and value chain partners on child labor, sexual harassment, forced labor, discrimination at workplace, and wages	In % terms			100%
20	Principle 6- To protect and restore the environment	Energy consumption from renewable sources	Giga Joules (GJ)	32,140
		Total volume of water withdrawal	in kL	67,753
		No of Green credits generated or procured by the listed entity	In no.	0
		No of Green credits generated or procured by top 10 value chain partners	In no.	0

S. no.	Attribute	Parameter	Unit of measure	Assured values
21	Details of Air Emission*18	NOx	MT	Not Measured
		Particulate matter	MT	Not Measured
		Non-methyl hydrocarbon	MT	Not Measured
	Scope 3 emissions & its intensity	Total Scope 3 emissions*19	MT CO <sub>2</sub> e*21	1656.1
		Total Scope 3 emissions per rupee of turnover	MT CO <sub>2</sub> e/Revenue from operations in ₹	0.44
		Total Scope 3 emission intensity	MT CO <sub>2</sub> e/Employee head count	0.14
	Information on CSR projects	Aspirational district and amount spend*20	Name and amount in ₹	Raichur-6000000
22	Principle 9- Value to consumers in a responsible manner	Consumer complaints on data privacy & cybersecurity	In no.	0
		Consumer complaints on advertising, delivery of essential services, restrictive & unfair trade practices	In no.	0

**Notes**

- \*1 Scope 1 includes emission from diesel generators and company-owned vehicles
- \*2 Scope 2 includes emissions from purchased electricity
- \*3 The PPP Value is revised as 20.34 for FY 2025-26, as per data obtained from International Monetary Fund (IMF)
- \*4 Water discharge indicates the STP discharge in line with standard emission norms at facilities where Tata Elxsi has operational control
- \*5 All energy values are presented in giga joules
- \*6 Renewable energy as a % of overall energy requirement was increased to 66.2 % by availing Green tariff in Trivandrum and installation of roof top solar panels in Pune
- \*7 E-waste includes obsolete computer and related components, consumer electronics devices like air conditioner, refrigerator, and microwave, among others. and the same is measured in weight at the time of disposal
- \*8 Increase in waste generated is attributable to increased operational activity during the year. The classification of waste excludes debris from construction, which is currently not measured. However, all efforts are taken in the choice of contractor to ensure responsible disposal
- \*9 All waste is segregated at source and disposed in line with local regulations for responsible disposal
- \*10 Tata Elxsi is an ER&D organisation with primary activity as software and design services. There are no products and packaging applicable at the end of life which may require reuse, recycle or safe disposal
- \*11 Spending on well-being measure includes the cost details as per the Industry Standards Note on BRSR Core and includes actual costs incurred on health insurance, accident insurance, day care facilities, maternity & paternity benefits and health & safety measures

\*12 Disclosure on wages paid (including employees or workers employed on a permanent or non-permanent/on contract basis) are based on the categorisation provided as per RBI Classification System

\*13 Permanent employees constitute full-time employees, and the other than permanent employees include direct consultants, and third-party contract employees. Workers constitute other than permanent (O&M third-party contractors)

\*14 Key Management Personnel includes the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS)

\*15 Tata Elxsi does not offer day care facilities on its premises. However, has location-wise tie-ups with third-party run day care centres, which employees can avail on a cost reimbursement basis. Daycare facilities are extended to both parents. The numbers shown above are employees eligible for this facility and include those who may not have availed it

\*16 All benefits extended to the contract workforce (workers) are in line with statutory provisions. As a principal employer, Tata Elxsi is committed to ensuring compliance by its contractors

\*17 Increase in complaints from employees and workers on working conditions is due to change in methodology and introduction of tools to streamline the complaint management process

\*18 The only known source of air emission is DG operations which are not continuous and operated only during power outages. Hence the air emissions of pollutants (other than GHGs) are not material and not measured. However, all DG's undergo pollution test, and emissions are well within stipulated levels

\*19 Scope 3 calculations include company organised Employee commuting and Air travel

\*20 For more information on CSR, please refer to detailed CSR report

\*21 MT stands for Metric Tons



## Compliance Report on Corporate Governance

### 1. A BRIEF STATEMENT ON THE COMPANY'S PHILOSOPHY ON THE CORPORATE GOVERNANCE

The corporate governance philosophy of the Company is based on the tenets of integrity, accountability, transparency, value and ethics, demonstrating the Company's commitment to adopting the highest standards of professionalism, honesty, integrity, and ethical behaviour. Strong leadership and robust Corporate Governance practices, deeply rooted in the Tata culture and ethos, have been defining hallmark of the Company. The Company constantly endeavours to create and sustain long-term sustainable value for all its stakeholders including, but not limited to shareholders, employees, customers, business partners, suppliers, and the wider communities that it serves. This Governance framework is further re-enforced through the Tata Code of Conduct, Tata Business Excellence Model, Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.



The Company is in compliance with the Corporate Governance provisions as stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations or Listing Regulations"), as amended.

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## Compliance Report on Corporate Governance (Contd.)

**2. BOARD OF DIRECTORS**

The Board of Directors along with its Committees provide leadership and guidance to the Management and direct and supervise the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. The Company has an engaged and well-informed Board with qualifications and experience in diverse areas. The composition of the Board of the Company is in compliance with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 (the "Act").

The Board comprises of Directors with diverse skills, experience and knowledge. The Board has an optimum combination of both Independent and Non-Independent Directors. As on March 31, 2026, the Board of Directors of the Company consists of six (6) Directors, comprising three (3) Non-Executive Independent Directors, two (2) Non-Executive Non-Independent Directors and one (1) Executive Director. None of the Directors serves as a member of more than ten (10) Committees and Chairperson of more than five (5) Committees as prescribed under Regulation 26(1) of the SEBI Listing Regulations, across all the public limited companies in which they hold directorship. The Directors have made the requisite disclosures regarding the Committee positions held by them. The Independent Directors are independent of the management and meet the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Chairman of the Board is a Non-Executive, Non-Independent Director and is not related to the Managing Director & Chief Executive Officer ('MD & CEO') of the Company. There is a clear demarcation between the roles, responsibilities and duties of the Chairman and MD & CEO.

The name and category of the Board of Directors of the Company, including the name of other listed entities in which they hold directorship, number of directorship and the number of Committee positions held by them in other public limited companies as on March 31, 2026, are set out below:

Name of the Director	Category	No. of directorship held in other Indian Public Companies	No. of Committee positions held in other Public Companies*		Directorship in other listed entities and category of Directorship
			Chairperson	Member	
Mr. N.G. Subramaniam [DIN: 07006215]	Non-Independent, Non-Executive	2	-	-	Tata Communications Limited (Chairman, Non-Executive Non-Independent Director) Tejas Networks Limited (Chairman, Non-Executive Non-Independent Director)
Prof. Anurag Kumar [DIN: 03403112]	Independent, Non-Executive	-	-	-	-
Ms. Ashu Suyash [DIN: 00494515]	Independent, Non-Executive	2	2	2	Hindustan Unilever Limited (Non-Executive, Independent Director) Kotak Mahindra Bank Limited (Non-Executive, Independent Director)

## Compliance Report on Corporate Governance (Contd.)

Name of the Director	Category	No. of directorship held in other Indian Public Companies	No. of Committee positions held in other Public Companies*		Directorship in other listed entities and category of Directorship
			Chairperson	Member	
Mr. Soumitra Bhattacharya [DIN: 02783243]	Independent, Non-Executive	2	-	3	Bosch Limited (Chairman, Non-Executive, Non-Independent Director) Asian Paints Limited (Non-Executive, Independent Director)
Mr. Ankur Verma [DIN: 07972892]	Non-Independent, Non-Executive	6	1	8	Tata Capital Limited (Non-Executive, Non-Independent Director) Tata Communications Limited (Non-Executive, Non-Independent Director)
Mr. Manoj Raghavan [DIN: 08458315]	Managing Director	-	-	-	-

\*In terms of Regulation 26(1) of the SEBI Listing Regulations, the disclosure includes memberships/chairpersonships of Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies (listed and unlisted) and excludes, Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Act.

Note:

- During FY 2025-26, none of the Directors of the Company acted as a Member of more than ten (10) Committees or as a Chairperson of more than five (5) Committees across all public limited companies in which they serve as a Director.
- None of the Non-Executive Directors hold any shares and/or convertible instruments in the Company as on March 31, 2026.
- None of the Directors are related to each other within the meaning of the term "relative" as per Section 2(77) of the Act.

**Core Competencies of the Board Members**

Tata Elxsi is amongst the world's leading providers of design and technology services serving industries such as Automotive, Broadcast, Communications and Healthcare.

Taking into consideration the Company's business profile, core competencies, key characteristics, the Board has identified the following core skills, expertise and competencies as required in the context of its business(es) & sector(s) for it to function effectively and which are available with the Board.

The mapping of the same with each of the Directors are as below:

Competencies	Name of Director(s)					
	Mr. N.G. Subramaniam	Prof. Anurag Kumar	Ms. Ashu Suyash	Mr. Soumitra Bhattacharya	Mr. Ankur Verma	Mr. Manoj Raghavan
Understanding of IT services business	☑	☑	☑	☑	☑	☑
Knowledge on key industry and technology trends	☑	☑	☑	☑	☑	☑
International business management and familiarity with global policies and regulations	☑	☑	☑	☑	☑	☑
Corporate Strategy & Expertise	☑	☑	☑	☑	☑	☑
Risk management	☑	☑	☑	☑	☑	☑
Financial management	☑	☑	☑	☑	☑	☑
Governance and Compliance	☑	☑	☑	☑	☑	☑
Stakeholders' management	☑	☑	☑	☑	☑	☑
People & Performance Management	☑	☑	☑	☑	☑	☑

#### Selection of New Directors and Board Membership Criteria

The Nomination and Remuneration Committee ("NRC") of the Board undertakes a comprehensive evaluation process while recommending a candidate for appointment as a Director. This process includes conducting reference and due-diligence checks and engaging with prospective candidates to assess their skills, experience, and knowledge in the context of the Company's industry and business requirements, with a view to ensuring an appropriate and well-balanced composition of the Board. Upon identification of a suitable candidate, the NRC recommends the appointment to the Board for its consideration. Based on the NRC's recommendation, the Board appoints the individual as an Additional Director and places the proposal before the shareholders for approval. All Directors of the Company are appointed with the approval of the Board and the shareholders. Directors are appointed for defined terms and are subject to periodic reappointment by the shareholders, and none hold office for a perpetual term.

#### Board Evaluation

Board evaluation is a key component of the Company's commitment to high standards of corporate governance. The Company has established a structured process for evaluating the performance of the Board, its Committees, and individual Directors.

The evaluation framework covers, inter alia, the composition and structure of the Board, the qualifications, experience, diversity, and competencies of Directors, the effectiveness of Board processes and information flow, Board culture and dynamics, the quality of engagement between the Board and Management, conduct and effectiveness of meetings (including regularity, frequency, quality of deliberations, and dissent), corporate culture and values, governance and compliance practices, and oversight of risk management. The evaluation process is conducted and overseen by the Chairperson of the Nomination and Remuneration Committee ("NRC"), in consultation with the members of the Committee. Upon receipt of feedback from the Directors, the Chairperson of the NRC engages in one-to-one discussions with the other Board members. Thereafter, the Chairperson of the NRC presents the consolidated findings and outcomes of the evaluation to the Board. The performance evaluation of Independent Directors is carried out by the entire Board, excluding the Independent Director being evaluated.

For FY 2025-26, the performance evaluation was conducted in accordance with the process adopted by the Company, as outlined above. Additionally, at a separate meeting of the Independent Directors, the performance of the Non-Independent Directors, the Board as a whole, and the Chairman of the Company was evaluated.

#### Independent Directors

As on March 31, 2026, the Board of Tata Elxsi Limited comprises of three (3) Independent Directors, who in the opinion of the Board, meet the requirements specified under Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the Management. The Company has obtained the requisite declarations from the Independent Directors affirming that they meet the criteria of independence in accordance with Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI

Listing Regulations. The Independent Directors adhere to the Code of Conduct adopted by the Company and as laid out under Schedule IV of the Act.

#### Meetings of Independent Directors

Pursuant to Clause VII(1) of Schedule IV under Section 149(8) of the Act and Regulation 25(3) of the SEBI Listing Regulations, two separate meetings of the Independent Directors were held during FY 2025-26 on April 16, 2025 and January 13, 2026, respectively, without the participation of the Non-Independent Directors and members of Management.

Independent Directors, inter alia, evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, the performance of the Chairman of the Company considering the views received from the Directors of the Company. They also discussed the flow of information between the Company's management and the Board considering the quality, quantity and timeliness of flow of information between the management and Board of the Company.

#### Familiarisation for Independent Directors

Upon appointment, the Independent Directors are issued a formal letter of appointment along with a welcome kit outlining their roles, rights and responsibilities, the Company's business overview, and key policies. The Chairman and the Managing Director & Chief Executive Officer brief the Directors individually on the Company's business, operations and industry landscape. The Directors are also familiarised with the Company's various business verticals, industry dynamics, customer segments, market environment and related aspects at the Annual Business Plan Meeting, which is generally held during the third or fourth quarter of each financial year. The details of familiarisation programme for Independent Directors are available on the Company's website at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

## Compliance Report on Corporate Governance (Contd.)

## Compliance Report on Corporate Governance (Contd.)

**Senior Management**

Particulars of the Senior Management in compliance with Regulation 16(1)(d) of the Listing Regulations, as on March 31, 2026, are set out below:

Sl. No.	Name	Designation
1	Mr. Nitin Pai	Chief Marketing Officer & Chief Strategy Officer
2	Mr. Rajagopalan S	Head, Human Resources
3	Mr. Gaurav Bajaj	Chief Financial Officer
4	Ms. Sneha V	Company Secretary & Compliance Officer

Details of changes in the Senior Management during FY 2025-26, are set out below:

Sl. No.	Name	Details of change	Effective Date
1	Ms. Cauveri Sriram	Ceased to be the Company Secretary & Compliance Officer	July 04, 2025
2	Ms. Sneha V	Appointed as the Company Secretary & Compliance Officer	July 07, 2025

**Board Meetings**

During FY 2025-26, seven (7) Board Meetings were held on April 17, 2025, June 18, 2025, June 25, 2025, July 10, 2025, October 09, 2025, January 13, 2026 and February 26, 2026. The gap between any two consecutive meetings did not exceed the prescribed time period under the applicable laws for the time being in force. The requisite quorum was present at all the Board Meetings.

The attendance of the Directors of the Company at the Board Meetings held during the year and the last Annual General Meeting, are set out below:

Name	Category	No. of Board Meetings held during FY 2025-26	No. of Board Meetings attended during FY 2025-26	Whether attended AGM held on June 25, 2025
Mr. N.G. Subramaniam	Non-Independent, Non-Executive	7	7	Yes
Prof. Anurag Kumar	Independent, Non-Executive	7	7	Yes
Ms. Ashu Suyash	Independent, Non-Executive	7	7	Yes
Mr. Soumitra Bhattacharya	Independent, Non-Executive	7	7	Yes
Mr. Ankur Verma	Non-Independent, Non-Executive	7	6	Yes
Mr. Manoj Raghavan	Managing Director	7	7	Yes

**3. BOARD COMMITTEES****Audit Committee**

The Company has constituted the Audit Committee in accordance with the provisions of Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act. The Audit Committee comprises of four (4) Members, with three (3) Members as Independent Directors.

The Members of the Audit Committee possess relevant experience in accounting matters and possess related financial management expertise and are considered financially literate as defined in Regulation 18(1)(c) of the Listing Regulations. The Chairman of the Audit Committee is an Independent Director and has expertise in banking, finance, corporate laws, and governance matters. The Chairman of the Audit Committee attended the last Annual General Meeting of the Company, to respond to the shareholders' queries. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

In accordance with the circular dated January 7, 2026 issued by the National Financial Reporting Authority and upon recommendation of the Audit Committee in consultation with the Statutory Auditors, the Board adopted a framework to ensure effective two-way communication between 'Those Charged with Governance' ("TCWG") and the Statutory Auditors.

During FY 2025-26, four (4) meetings of the Audit Committee were held on April 17, 2025, July 10, 2025, October 09, 2025 and January 13, 2026. The requisite quorum as prescribed under Regulation 18(2) of the SEBI Listing Regulations, was present at all the meetings.

## Compliance Report on Corporate Governance (Contd.)

## Compliance Report on Corporate Governance (Contd.)

The composition of the Audit Committee and attendance of its members during FY 2025-26, are set out below:

Name of the Member	Position held	Category of Directorship	Number of meetings attended during FY 2025-26
Mr. Soumitra Bhattacharya	Chairman	Non-Executive Independent Director	4
Prof. Anurag Kumar	Member	Non-Executive Independent Director	4
Ms. Ashu Suyash	Member	Non-Executive Independent Director	4
Mr. Ankur Verma	Member	Non-Executive Non-Independent Director	4

**Terms of reference/Charter of the Audit Committee:**

- |   |   |
|---|---|
| <p>i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;</p> <p>ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;</p> <p>iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;</p> <p>iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:</p> <ol style="list-style-type: none"> <li>1. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.</li> <li>2. Changes, if any, in accounting policies and practices and reasons for the same.</li> <li>3. Major accounting entries involving estimates based on the exercise of judgment by management.</li> </ol> | <ol style="list-style-type: none"> <li>4. Significant adjustments made in the financial statements arising out of audit findings.</li> <li>5. Compliance with listing and other legal requirements relating to financial statements.</li> <li>6. Disclosure of any related party transactions.</li> <li>7. Qualifications in the draft audit report, if any.</li> </ol> <p>v. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;</p> <p>vi. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;</p> <p>vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;</p> |
|---|---|

- viii. Approval or any subsequent modification of transactions of the Company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the Company, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors on any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the Whistle Blower mechanism;
- xix. Approval of appointment of CFO (i.e., the wholetime Finance Director or any other

- person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Reviewing the utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing;
  - xxi. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
  - xxii. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

**Mandatory review of information by Audit Committee**

The Audit Committee reviews the following information:

1. Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor.
6. Statement of deviations:
  - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## Compliance Report on Corporate Governance (Contd.)

- b) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee is also responsible for giving guidance and directions under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and to review the report of the Compliance Officer with the provisions of these regulations at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.

**Internal Audit**

The Company has appointed Grant Thornton Bharat LLP, Chartered Accountants, to oversee and carry out an internal audit of its activities. In addition, design and operating effectiveness of process controls over financial transactions are also reviewed by an independent in-house internal audit team. The audit is based on an internal audit plan, which is reviewed and approved by the Audit Committee. In line with standard practices, the conduct of internal audit is focused on evaluating the internal controls and key operational risks across areas such as software delivery, accounting and finance, procurement, employee engagement, travel, insurance, IT processes etc.

**Related Party Transactions**

In compliance with the requirements under the Listing Regulations and the Act, the Audit Committee undertakes a quarterly review of Related Party Transactions ("RPTs") entered by the Company with its related parties. Pursuant to Regulation 23 of Listing Regulations and Section 177 of the Act, the Audit Committee has granted omnibus approval for RPTs which are repetitive in nature, which may or may not be foreseen, not exceeding the limits specified thereunder. The transactions under the purview of omnibus approval are reviewed on quarterly basis by the Audit Committee. The details of RPTs entered during the FY 2025-26 including the details regarding approval granted for material RPTs are provided in Directors' Report forming part of this Integrated Annual Report.

In accordance with Regulation 23 of the Listing Regulations, only the Independent Directors, who are members of the Audit Committee have participated in and voted on matters relating to related party transactions.

Further, the Company has formulated and adopted a Policy on dealing with Related Party Transactions, in line with Regulation 23 of the Listing Regulations, which is available on the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

**Nomination and Remuneration Committee**

The Company has constituted the Nomination and Remuneration Committee (NRC) in accordance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. The NRC also functions as a Compensation Committee in accordance with the requirements of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The NRC comprises of three (3) members, with two (2) members as Independent Directors.

During FY 2025-26, three (3) meetings of the Committee were held on April 16, 2025, June 18, 2025 and October 09, 2025. The requisite quorum as prescribed under Regulation 19(2A) of the Listing Regulations was present at all meetings of the Committee held during the year.

## Compliance Report on Corporate Governance (Contd.)

The composition of NRC and attendance of its members during FY 2025-26, are set out below:

Name of the Member	Position held	Category of Directorship	Number of meetings attended during FY 2025-26
Ms. Ashu Suyash	Chairperson	Non-Executive Independent Director	3
Mr. N.G. Subramaniam	Member	Non-Executive Non-Independent Director	3
Mr. Soumitra Bhattacharya	Member	Non-Executive Independent Director	3

**Terms of reference of the Committee:**

The terms of reference of the Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Board composition and succession planning, evaluation of every Director;
- To recommend remuneration policy for the directors, KMP, executives and other employees of the Company;
- To oversee familiarisation programme for Directors, review of HR strategy, philosophy and practices and any other activities related to change as requested by the Board from time to time;
- Oversee the implementation of the share-based employee benefits scheme by whatever name called as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, within the terms and conditions of the said

Plan(s); and perform the function of overall superintendence of the scheme(s);

- To review the Company's share-based incentive-based plans and recommend changes as necessary, oversee administration of these plans, grant incentives to eligible employees, in consultation with management, and allot shares when options are exercised;
- Any other matter as deemed necessary or incidental for the purpose of administration of the share based incentive Scheme.

The Board has also adopted a charter for the Nomination and Remuneration Committee covering its rights, roles and responsibilities.

**Remuneration Policy:**

Based on the recommendation of NRC, the Board has formulated a comprehensive Remuneration Policy for its Directors, Key Managerial Personnel (KMPs), Senior Management, and other employees of the Company. The philosophy of this Policy is to foster a culture of leadership, accountability and trust. This Policy is formulated in accordance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations and is available on the Company's website at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

Under this policy, the Managing Director, KMPs, other Senior Management personnel and all employees are compensated with a fixed salary that includes basic pay, allowances, perquisites, and other benefits. They may also receive annual incentive remuneration, performance linked incentive, performance-based shares/units, based on specific performance criteria

## Compliance Report on Corporate Governance (Contd.)

and other appropriate parameters determined by the NRC and the Board. The performance linked incentive is dependent on the outcome of the performance appraisal process and the Company's overall performance.

The Company's Remuneration Policy is designed considering multiple factors, including the Company's financial and operational performance during the year, achievement of budgeted targets, growth & diversification objectives, remuneration practices in other companies of comparable size, scale and complexity.

#### Remuneration for Independent Directors and Non-Executive Non-Independent Directors:

**Sitting Fees:** The Non-Executive Directors, including Independent Directors are paid sitting fees for attending meetings of the Board and its Committees. The Company pays a sitting fee of ₹40,000 per meeting per Director for attending meetings of the Board and Committees.

**Profit-related Commission:** Within the limits as prescribed under the Act, the Non-Executive Independent Directors are paid a commission, the amount whereof is recommended by the Nomination and Remuneration Committee and approved by the Board. The determination of the commission payable to a Non-Executive Director is based, inter alia, on attendance at meetings, roles and responsibilities as Chairperson or member of the Board and/or its Committees, overall contribution and time devoted to matters beyond formal meetings.

The Shareholders of the Company had approved the payment of commission to the Non-Executive Directors at the 32<sup>nd</sup> Annual General Meeting held on

June 25, 2021, for each financial year. The Commission is distributed among the Directors in such manner as may be determined by the Board, from time to time, within the overall ceiling of one percent (1%) of the net profits of the Company per annum or such other percentage as may be prescribed under the Act. No stock options were granted to any Non-Executive Director during FY 2025-26.

The criteria for payment of remuneration to Non-Executive Directors forms part of the NRC Charter, which is available on the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

Other than sitting fees and commission paid to the Independent Directors on the net profits of the Company, no other remuneration was paid to the Non-Executive Directors for FY 2025-26.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board and Committees.

#### Performance Evaluation Criteria for Independent Directors

The NRC establishes the criteria for evaluating the performance of Independent Directors. The assessment covers various factors, such as the Director's level of participation and contribution, commitment, effective application of knowledge and expertise, integrity, maintenance of confidentiality, as well as independence in judgement and decision making.

## Compliance Report on Corporate Governance (Contd.)

#### Details of remuneration paid/payable for the financial year ended March 31, 2026:

##### Non-Executive Directors (NEDs):

Sl. No.	Name of the Director	Sitting fees	Amount in (₹)	
			Commission*	
1.	Mr. N. G. Subramaniam	6,00,000	-	
2.	Prof. Anurag Kumar	9,20,000	1,45,21,000	
3.	Mr. Ankur Verma	4,00,000	-	
4.	Ms. Ashu Suyash	7,20,000	1,28,71,000	
5.	Mr. Soumitra Bhattacharya	8,00,000	1,48,51,000	

\*The Commission for FY 2025-26 shall be paid subject to the approval of the annual audited accounts by the shareholders at the 37<sup>th</sup> Annual General Meeting.

##### Managing Director & CEO:

##### Mr. Manoj Raghavan:

Component	(₹ in lakh)
Salary	251.63
Commission	500.00
Perquisites and allowances	107.09
Contribution to Retiral Funds	16.32
Stock Option/Sweat Equity	31.89
<b>Total</b>	<b>906.93</b>

The services of the Managing Director may be terminated by either party, giving the other party six months' notice or the Company paying six months' salary in lieu thereof. There is no separate provision for payment of severance pay.

The Board on the recommendation of the NRC adopted the Remuneration policy for Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company. The Board has also adopted a policy on Board diversity. The said policies are available at the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

Compliance Report on Corporate Governance (Contd.)

### Stakeholders' Relationship Committee

The Company has constituted the Stakeholders' Relationship Committee ("SRC") in accordance with the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations. The SRC comprises of three (3) members, including one (1) Independent Director.

During FY 2025-26, two (2) meetings of the Committee were held on April 16, 2025 and October 09, 2025. The requisite quorum was present at both the meetings.

The composition of SRC and attendance of its members during FY 2025-26, are set out below:

Name of the Member	Position held	Category of Directorship	Number of meetings attended during FY 2025-26
Mr. N.G. Subramaniam	Chairman	Non-Executive Non-Independent Director	2
Prof. Anurag Kumar	Member	Non-Executive Independent Director	2
Mr. Manoj Raghavan	Member	Executive Director	2

#### Terms of reference of the Committee:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Oversight of the implementation of the ESG initiatives.
- Approval of all relevant policies under ESG.
- Any other terms that may be assigned by the Board time to time.

#### Name and Designation of Compliance Officer

<b>Name</b>	Ms. Sneha V		
<b>Designation</b>	Company Secretary & Compliance Officer		
<b>Contact details</b>	<b>Address</b>	ITPB Road, Whitefield, Bengaluru - 560048	
	<b>Phone</b>	+91-80-22979122	
	<b>E-mail</b>	investors@tataelxsi.com	

Note: Ms. Sneha V, is also designated as the Nodal Officer of the Company.

Compliance Report on Corporate Governance (Contd.)

#### Number of investor complaints received and redressed during FY 2025-26:

Opening Balance	Received during the year	Resolved during the year	Closing balance as on March 31, 2026
3	67	63	7

### Risk Management Committee

In accordance with the provisions of Regulation 21 of the Listing Regulations, the Company has constituted the Risk Management Committee ("RMC"). The RMC comprises of three (3) Members, out of which two (2) Members are Independent Directors.

The RMC is responsible for providing the oversight of the Company's Enterprise Risk Management (ERM) framework. The ERM framework facilitates a structured and comprehensive approach to anticipating, identifying, prioritising and managing material risks associated with the Company's operations. The Committee's primary responsibility is to ensure that robust policies, procedures and practices are in place for enterprise-wide risk management and to periodically report on its activities and findings to the Audit Committee of the Company.

During FY 2025-26, four (4) meetings of the Committee were conducted on April 16, 2025, July 10, 2025, October 09, 2025 and January 08, 2026. The requisite quorum was present at all the meetings.

The composition of RMC and attendance of its members during FY 2025-26, are set out below:

Name of the Member	Position held	Category of Directorship	Number of meetings attended during FY 2025-26
Prof. Anurag Kumar	Chairman	Non-Executive Independent Director	4
Mr. N. G. Subramaniam	Member	Non-Executive Non-Independent Director	3
Ms. Ashu Suyash	Member	Non-Executive Independent Director	4

#### Terms of reference of the Committee:

- Provide ongoing guidance and support for the refinement of the overall risk management.
- Ensure that management understands and accepts its responsibility for identifying, assessing and managing risk.
- Determine which enterprise risks are most significant.
- Assign risk owners and approve action plans.
- Approve company-wide Risk Assessment & Risk Profile.
- Update the leadership team from time to time on the on-going ERM progress/changes.
- Review & report to the Company's Audit Committee/Board.
- Review and monitor Cyber security measures.

Compliance Report on Corporate Governance (Contd.)

## Corporate Social Responsibility Committee

In accordance with the provisions of Section 135 of the Act, the Board has constituted the Corporate Social Responsibility ("CSR") Committee. The CSR Committee comprises of three (3) Members, out of which two (2) Members are Independent Directors.

During FY 2025-26, four (4) meetings of the Committee were conducted on April 16, 2025, July 09, 2025, October 07, 2025 and January 06, 2026. The requisite quorum was present at all the meetings.

The composition of CSR Committee and attendance of its members during FY 2025-26, are set out below:

Name of the Member	Position held	Category of Directorship	Number of meetings attended during FY 2025-26
Prof. Anurag Kumar	Chairman	Non-Executive Independent Director	4
Mr. Soumitra Bhattacharya	Member	Non-Executive Independent Director	4
Mr. Manoj Raghavan	Member	Managing Director	3

### Terms of reference of the Committee:

1. Formulate the CSR Annual Action Plan for every financial year;
2. Recommend and review the CSR expenditure to be incurred in respect of each financial year;
3. Recommend and oversee the implementation of CSR projects through the Annual Action Plan and the CSR Policy;
4. Monitor the CSR expenditure for each financial year; and
5. Formulation of CSR Policy and recommending changes, if any, to be adopted.

The Company has formulated a Corporate Social Responsibility ("CSR") Policy in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, as amended. The Policy provides the framework for implementation and monitoring of the Company's CSR initiatives and is available on the Company's website at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

## Ethics Committee

The Company has constituted an Ethics Committee comprising the members of the Board. The Committee comprises three (3) Members, out of which two (2) Members are Independent Directors.

During FY 2025-26, two (2) meetings of the Committee were conducted on July 09, 2025 and January 06, 2026.

Compliance Report on Corporate Governance (Contd.)

The composition of Ethics Committee and attendance of its members during FY 2025-26, are set out below:

Name of the Member	Position held	Category of Directorship	Number of meetings attended during FY 2025-26
Prof. Anurag Kumar	Chairman	Non-Executive Independent Director	2
Mr. Soumitra Bhattacharya	Member	Non-Executive Independent Director	2
Mr. Manoj Raghavan	Member	Managing Director	1

The terms of reference of the Committee include, inter alia, review of capital expenditure proposals, long term strategy, long term financial projections and cash flow.

## 4. GENERAL BODY MEETINGS

### Details of last three Annual General Meetings:

The date, time, location and details of special resolution(s) passed in the last three (3) Annual General Meetings ("AGM") of Tata Elxsi Limited is tabulated hereinbelow:

FY	Date of the AGM	Location of the AGM	Special Resolutions passed in the AGM
FY 2024-25	June 25, 2025	Video Conferencing/ Other Audio Visual means	Re-appointment of Prof. Anurag Kumar (DIN: 03403112) as a Non-Executive, Independent Director of the Company for a second term commencing from November 15, 2025 up to July 12, 2030
FY 2023-24	July 10, 2024	Video Conferencing/ Other Audio Visual means	No special resolutions passed.
FY 2022-23	July 04, 2023	Video Conferencing/ Other Audio Visual means	No special resolutions passed.

Date of the AGM | 
 Location of the AGM | 
 Special Resolutions passed in the AGM

### Extraordinary General Meeting:

No Extraordinary General Meeting of the Members was held during FY 2025-26.

### Details of special resolution passed through Postal Ballot during FY 2025-26:

During FY 2025-26, no special resolution was passed by the Company through Postal Ballot.

Compliance Report on Corporate Governance (Contd.)

**5. OTHER DISCLOSURES/CONFIRMATIONS**

- There were no Related Party Transactions (“RPTs”) during FY 2025-26 that had a potential conflict with the interests of the Company at large. All transactions entered into with related parties during the year were in the ordinary course of business and at arms’ length basis and were approved by the Audit Committee and Shareholders, as applicable. Approval of the shareholders was obtained for undertaking the material RPTs during FY 2025-26. The details of RPTs entered into/undertaken during FY 2025-26 are provided in the Directors’ Report forming part of this Annual Report. The Company has also formulated and adopted a Policy on dealing with Related Party Transactions, in accordance with Regulation 23 of the Listing Regulations, which is available on the website of the Company at <https://www.tataelxsi.com/investors/policies-and-disclosures>.
- There were no instances of non-compliance by the Company during FY 2025-26. No penalties, or strictures were imposed on the Company by any of the Stock Exchanges or the Securities and Exchange Board of India, or any statutory authority on any matter related to capital markets during the last three years.
- The Company is in compliance with the conditions of Corporate Governance, as required under the SEBI Listing Regulations for the financial year ended March 31, 2026. A certificate to this effect issued by M/s. V Sreedharan and Associates, Practicing Company Secretary, is annexed to this Report.
- The financial statements of the Company have been prepared in accordance with the applicable accounting standards issued by the Institute of Chartered Accountants of India (“ICAI”) and notified under Section 133 of the Act.
- The Company has adopted a Whistle Blower Policy and has established the necessary

mechanism in line with the requirements under the Act and SEBI Listing Regulations.

- For employees to report concerns about unethical behaviour;
- To establish a mechanism to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the integrity policy;
- The disclosure reported are addressed in the manner and within the time frames prescribed in the policy.
- To ensure that adequate safeguards are being provided to the Whistle blower against any victimisation or vindictive practices like retaliation, threat or any adverse (direct or indirect) action on their employment.

The Policy also ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

No personnel/person has been denied access to the Audit Committee.

- The Company has in place comprehensive guidelines on Prohibition of Insider Trading and has adopted the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices. In addition, the Company has formulated a Policy on Leak of Unpublished Price Sensitive Information and Policy on determination of legitimate purpose, as mandated by SEBI. The above policies are available on the Company's website at <https://www.tataelxsi.com/investors/policies-and-disclosures>.
- The Company has formulated a Policy for Determination of Materiality of Event/ Information in accordance with Regulation 30 (1) of Listing Regulations, and the same is available on Company’s website at [www.tataelxsi.com/investors/policies-and-disclosures](https://www.tataelxsi.com/investors/policies-and-disclosures).
- The Company has complied with all mandatory requirements and has fulfilled the following

Compliance Report on Corporate Governance (Contd.)

discretionary requirements specified in Part E of Schedule II under Regulation 27(1) of Listing Regulations:

- The statutory financial statements of the Company are unqualified.
  - The Internal Auditors of the Company make presentations to the Audit Committee on their reports.
- Volatility in exchange rates represents a risk to the Company and is mitigated through the use of foreign exchange options and forward contracts in accordance with the Forex Policy approved by the Board.
  - The Company does not have any subsidiary as on March 31, 2026. Accordingly, there was no requirement to identify material subsidiary or to formulate a policy in this regard.
  - None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority. A certificate to this effect issued by M/s. V Sreedharan and Associates, Practicing Company Secretary, is annexed to this Report.
  - A certificate from the Managing Director & Chief Executive Officer confirming compliance with the Code of Conduct by all Board Members and Senior Management Personnel for the financial year ended March 31, 2026, is annexed to this Report.
  - The Company has paid a consolidated amount of ₹99.44 lakhs as total fees for all services rendered by the statutory auditor and all entities in the network firm/network entity to which the Statutory Auditor is part.
  - The Company has not advanced loans and advances to firms/companies in which its Directors are interested.
  - The policies adopted by the Company, as mandated under the applicable laws, including

the Dividend Distribution Policy under Regulation 43A of the SEBI Listing Regulations, are disseminated on the Company’s website at <https://www.tataelxsi.com/investors/policies-and-disclosures>.

- No credit ratings were obtained by the Company during the financial year ended March 31, 2026.
- All Committees’ recommendations placed before the Board for approval during the financial year, were accepted by the Board.
- The securities of the Company were not suspended for trading at any point of time during the financial year ended March 31, 2026.
- The Company has formulated and implemented a Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Woman at Workplace in accordance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. The details of complaints received, disposed of and pending under the said act during the year, are set out below:

a.	number of complaints filed during the financial year	4
b.	number of complaints disposed of during the financial year	4
c.	number of complaints pending as on end of the financial year	0

**6. MEANS OF COMMUNICATION**

- The Company uses several modes for communicating with its external stakeholders, such as announcements and press releases in newspapers, circular letters and other reports to the members, posting information on its website viz. [www.tataelxsi.com](http://www.tataelxsi.com), intimation to the Stock Exchanges, responding to analysts queries etc.
- The quarterly, half-yearly and annual financial results are hosted on the Company’s website at [www.tataelxsi.com](http://www.tataelxsi.com) and are also disseminated through the above communication channels.

## Compliance Report on Corporate Governance (Contd.)

The quarterly financial results are also published in leading newspapers such as Financial Express (English daily) and Udayakala (Vernacular daily).

- The transcripts and audio recording of the Company's investors and analysts conference calls are available on the Company's website at <https://www.tataelxsi.com/investors>.
- The Company's Management Discussion & Analysis of the Business for the financial year ended March 31, 2026, forms part of the Directors' Report and is given under the section so captioned.

**7. GENERAL SHAREHOLDER INFORMATION:**

Sl. No.	Particulars	Details
i.	AGM date, time, and venue	Wednesday, June 24, 2026 at 10:30 A.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) at the Registered Office of the Company.
ii.	Financial year	The Company follows the financial year as prescribed under the Companies Act, 2013 that is period of 12 months starting from 1 <sup>st</sup> day of April of a year and ending on the 31 <sup>st</sup> day of March of the following year.
iii.	Dividend payment date	On or after June 30, 2026, subject to TDS. Kindly visit <a href="http://www.tataelxsi.com">www.tataelxsi.com</a> for more details.
iv.	Date of Book Closure	Thursday, June 11, 2026 to Wednesday, June 24, 2026 (both days inclusive)
v.	Listing on Stock Exchanges	<b>BSE Limited ('BSE')</b> Scrip Code: 500408 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, India Tel.: +91-22-22721234   Fax: +91-22-22722041 <b>National Stock Exchange of India Limited ('NSE')</b> NSE Symbol: TATAELXSI Exchange Plaza Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051, India Tel.: +91-22-26598100   Fax: +91-22-26598237 The listing fees has been paid to BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) for the financial year 2026-27.
vi.	Registrar & Share transfer Agent	<b>MUFG Intime India Private Limited</b> (formerly known as Link Intime India Private Limited), C-101, 1 <sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083.
vii.	Address for correspondence	Tata Elxsi Limited ITPB Road, Whitefield, Bengaluru – 560 048

## Compliance Report on Corporate Governance (Contd.)

Sl. No.	Particulars	Details
viii.	CIN	L85110KA1989PLC009968
ix.	Share Transfer System	Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the securities of Tata Elxsi Limited held in physical mode are not transferable with effect from April 01, 2019.  In accordance with the SEBI Circular dated January 30, 2026, securities transfer requests that were lodged prior to April 01, 2019 and were rejected, returned, or not processed due to deficiencies in documents, processes, or otherwise, may now be re-lodged through a special window, which is open until February 04, 2027.  Further, for investor service requests such as transmission, issue of duplicate share certificates, transposition, or similar matters, the Company shall issue securities only in dematerialised form.  Securities held in dematerialised mode are freely transferable. Transfers through the demat system are effected electronically through debit and credit of the relevant accounts of the transferor and transferee maintained with their respective Depository Participants.
x.	Dematerialisation of shares and liquidity	As on March 31, 2026, a total of 6,15,89,091 equity shares were held in dematerialised mode representing 98.82% of paid-up capital of the Company. The Company's equity shares are actively traded on BSE and NSE.  Further, the entire shareholding of Promoter and Promoter Group are held in dematerialised mode.
xi.	Outstanding Global Depository Receipts ("GDRs")/ American Depository Receipts ("ADRs")/ Warrants or any convertible instruments, conversion date and likely impact on equity	As on March 31, 2026, the Company did not have any outstanding ADRs, GDRs, warrants, or any other convertible instruments. Accordingly, there was no impact on the equity share capital of the Company.
xii.	Plant/Office locations	Considering the nature of the Company's business, being Information Technology (IT) Services, it operates through multiple offices across India and overseas. Details of the Company's geographic presence are available on its website at <a href="https://www.tataelxsi.com/contact-us">https://www.tataelxsi.com/contact-us</a> .

## Compliance Report on Corporate Governance (Contd.)

**Registrar and Share Transfer Agent ('RTA')**

Pursuant to Regulation 7 of the SEBI Listing Regulations, the Company has appointed M/s. MUFG Intime India Private Limited (formerly known as M/s. Link Intime India Private Limited) as its Registrar and Share Transfer Agent ("RTA") to provide share transfer services and handle investor service requests. The contact details of the RTA are provided below:

Name	MUFG Intime India Private Limited	
Contact details	Address	C-101, 1 <sup>st</sup> Floor, Embassy 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083.
	Phone	+91-1800 1020 878
	Fax	+91 22 - 4918 6060
	E-mail	<a href="mailto:investor.helpdesk@in.mpms.mufg.com">investor.helpdesk@in.mpms.mufg.com</a>
	Web address	<a href="https://in.mpms.mufg.com">https://in.mpms.mufg.com</a>

**Transfer of Unclaimed/Unpaid Dividend to the Investor Education and Protection Fund:**

Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), any dividend remaining unclaimed for a consecutive period of seven (7) years from the date of transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund ("IEPF").

In addition, all shares in respect of which dividend has remained unclaimed for a period of seven (7) consecutive years or more from the date of transfer to the Unpaid Dividend Account are also liable to be transferred to the IEPF Authority. This requirement does not apply to shares in respect of which there is a specific order of a Court, Tribunal or Statutory Authority restraining such transfer. In the interest of shareholders, the Company sends periodic reminders to those shareholders whose dividends remain unclaimed, to enable them to claim their dividends and avoid transfer of dividends and shares to the IEPF Authority. Notices in this regard are also published in newspapers, and details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are made available on the Company's website at <https://www.tataelxsi.com/investors>.

The IEPF Authority launched a 100 day campaign, Saksham Niveshak in July 2025 to enhance investor awareness and expedite resolution of pending matters relating to unclaimed dividends, shares transferred to IEPF and updating of KYC & nomination details. In support of this initiative, the Company published newspaper advertisements urging Shareholders to update their KYC and claim their unclaimed dividend(s). The Company's RTA also conducted a special drive to process unclaimed dividends, enabling payment of multiple outstanding dividend(s) to Shareholders who updated their bank details.

In accordance with the aforesaid provisions, during the year under review, the Company transferred to IEPF the unclaimed dividends that had remained outstanding for seven consecutive years. Further, the corresponding shares, in respect of which dividends had not been claimed for seven consecutive years or more from the date of transfer to the Unpaid Dividend Account, were also transferred to the demat account of the IEPF Authority.

## Compliance Report on Corporate Governance (Contd.)

The details of unclaimed dividends and shares transferred to the IEPF during FY 2025-26, are set out below:

Financial year	Amount of unclaimed dividend transferred (₹)	Number of shares transferred
2017-18	80,40,373	2,70,669

Members who have a claim on the above-mentioned dividend and shares may claim the same from the IEPF Authority by submitting a request letter along with the requisite documents to MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company. Thereafter, upon receipt of an Entitlement Letter from the Company, Members are required to file an online application in the prescribed e-Form IEPF-5. The e-Form IEPF-5 is available on the website of the IEPF Authority <http://www.iepf.gov.in/>. No claims shall lie against the Company in respect of the dividend and/or shares transferred to the IEPF. Members or claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

The table below provides details of the various outstanding dividends and the respective dates on which they are due to be transferred to the IEPF:

Financial year	Date of declaration	Due date of transfer to IEPF
2018-19	July 17, 2019	August 16, 2026
2019-20	July 21, 2020	August 20, 2027
2020-21	June 25, 2021	July 25, 2028
2021-22	June 23, 2022	July 23, 2029
2022-23	July 04, 2023	August 03, 2030
2023-24	July 10, 2024	August 10, 2031
2024-25	July 25, 2025	August 24, 2032

**Demat suspense account/unclaimed suspense account**

In accordance with the requirements of Part F of Schedule V of the SEBI Listing Regulations, the details of the equity shares of the Company lying in the demat suspense account as on March 31, 2026, are mentioned below. The voting rights on these shares are frozen till the rightful owner of such shares claims the same.

Particulars	Number of shareholders	Number of equity shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	1,300	5
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	2,500	9
Number of shareholders to whom shares were transferred from suspense account during the year	2,500	9
Number of shareholders whose shares were transferred to the demat account of IEPF Authority	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	1,800	7

Compliance Report on Corporate Governance (Contd.)

Compliance Report on Corporate Governance (Contd.)

**Distribution of Shareholding as on March 31, 2026**

Number of Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 – 500	5,77,373	99.19	1,36,43,902	21.9
501 – 1,000	2,960	0.51	21,74,369	3.49
1001 – 2,000	1,011	0.17	15,14,948	2.43
2001 – 3,000	240	0.04	6,03,300	0.97
3001 – 4,000	121	0.02	4,35,234	0.7
4001 – 5,000	87	0.01	4,00,001	0.64
5001 – 10,000	161	0.03	11,19,655	1.8
Over 10,000	164	0.03	4,24,05,274	68.07
<b>Total</b>	<b>5,82,117</b>	<b>100</b>	<b>6,22,96,683</b>	<b>100</b>

**Categories of Shareholding as on March 31, 2026**

Category	No. of shares	% of holding
Promoter and Promoter Group	2,73,48,919	43.90
Resident Individuals	1,82,32,543	29.27
Foreign Portfolio Investors	69,06,152	11.09
Insurance Companies	55,98,838	8.99
Others	29,44,074	4.73
Mutual funds	7,28,601	1.17
Body Corporates	5,34,805	0.86
Directors	2,751	0.00
<b>Total</b>	<b>6,22,96,683</b>	<b>100.00</b>

Note: The aforesaid data is provided on PAN basis.

**DECLARATION REGARDING COMPLIANCE WITH CODE OF CONDUCT**

The Company has adopted a Code of Conduct for all its employees, including the Managing Director and senior management. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors. Both these codes are available on the Company's website at [www.tataelxi.com](http://www.tataelxi.com).

I hereby confirm that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them in respect of the year ended March 31, 2026.

April 21, 2026  
Bengaluru

**Manoj Raghavan**  
Managing Director & CEO

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

[Pursuant to Regulation 34(3) and Schedule V Para E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Corporate Identity Number: L85110KA1989PLC009968

Nominal Capital: ₹ 70,00,00,000

**To,**  
**The Members of**  
**Tata Elxsi Limited**  
**ITPB Road, Whitefield,**  
**Bangalore, Karnataka, 560048**

We have examined all the relevant records of **Tata Elxsi Limited (CIN: L85110KA1989PLC009968)** for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2026. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said Regulations. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has complied with items C, D, E and F.

For **V Sreedharan & Associates**

Company Secretaries

sd/-

**(V. Sreedharan)**

Partner

FCS: 2347; CP No. 833

UDIN: F002347H000161308

Peer Review Certificate No. 5543/2024

Date: April 21, 2026

Place: Bengaluru

# INDEPENDENT AUDITOR’S REPORT

## To the Members of Tata Elxsi Limited Report on the Audit of the Financial Statements

### OPINION

We have audited the financial statements of Tata Elxsi Limited (the “Company”) which comprise the balance sheet as at 31 March 2026, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

### KEY AUDIT MATTER

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Key audit matter

The key audit matter	How the matter was addressed in our audit
<p><b>Amount of revenue recognition in respect of fixed price contracts (Refer Note 2.4 to the financial statements)</b></p> <p>The Company enters into fixed-price contracts, with customers where, revenue from such contract is recognised based on percentage of completion. This involves computation of actual cost incurred and estimation of total cost on each contract to measure progress towards completion as per the input method.</p>	<p>In view of its significance, we applied the following audit procedures in this matter, among others to obtain sufficient appropriate audit evidence:</p> <p>(a) Obtained an understanding of the IT systems, processes and controls implemented by the company for recording and computing revenue, provision for onerous contract, and the associated contract assets, contract liabilities balances.</p>

## Independent Auditor’s Report (Contd.)

Amount of revenue recognition in respect of fixed price contracts has been identified as a Key Audit Matter considering that:

- there is an inherent risk and presumed fraud risk around the accuracy, existence and valuation of revenues recognised considering the customised and complex nature of these contracts and significant inputs from IT systems.
- application of revenue recognition accounting standard (Ind AS 115, Revenue from Contracts with customers) is complex and involves a number of key judgments and estimates in mainly identifying performance obligations, related transaction price and estimating the future cost-to-completion of these contracts, which is used to determine the percentage of completion of the relevant performance obligation.
- these contracts require estimation of future cost-to-completion of each contract as well as critical estimates to make provision for onerous contract, which requires critical assessment of foreseeable losses to be made by the company.
- at year-end, a significant amount of work in progress - contract assets and contract liabilities related to each contract is to be identified.

- (b) Involving Information technology (‘IT’) specialists to assess the design and operating effectiveness of key IT controls relating to revenue recognition and in particular:
  - IT environment in which the business systems operate, including access controls, program change controls, program development controls and IT operation controls;
  - Completeness and Accuracy over various cost and revenue reports generated by system;
  - Access and application controls pertaining to allocation of resources and budgeting systems which prevent the unauthorised recording /changes to costs incurred.
- (c) For selected samples of fixed contracts –
  - Evaluated the contractual terms to identify the performance obligation and assessed the basis of revenue recognition; Checked the approval for estimates of cost to completion by authorised personnel of the Company;
  - Carried out a retrospective assessment of costs incurred with estimated costs to identify any significant variation and checked whether those variations have been considered in estimating the remaining costs to complete the contract;
  - Verified the contract assets and contract liabilities on balance sheet by evaluating the underlying documentation to identify possible delays in achieving milestones which require change in estimated costs to complete the remaining performance obligations; and
  - Checked journal entries impacting the revenue recognition for the period selected based on specified risk-based criteria.
- (d) Checked the adequacy and appropriateness of provision in respect of onerous contracts.

### OTHER INFORMATION

The Company’s Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s annual report, but does not include the financial statements and auditor’s report thereon. The Company’s annual report is expected to be made available to us after the date of this auditor’s report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

## Independent Auditor's Report (Contd.)

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

#### MANAGEMENT'S AND BOARD OF DIRECTORS RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial

statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

#### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a

## Independent Auditor's Report (Contd.)

material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements,

including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

## Independent Auditor's Report (Contd.)

- 2 A. As required by Section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31 March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3) (b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations as at 31 March 2026 on its financial position in its financial statements - Refer Note 33 to the financial statements.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Company during the year ended March 31, 2026 except for INR 2.91 lakhs due to legal disputes with regard to ownership that have remain unresolved.
  - d. (i) The management has represented that, to the best of it's knowledge and belief, as disclosed in the Note 44 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other

## Independent Auditor's Report (Contd.)

- person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented that, to the best of it's knowledge and belief, as disclosed in the Note 44 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- As stated in Note 46 to the financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- f. Based on our examination which included test checks, the Company has used an accounting software, which is operated by a third-party software service provider for maintaining its books of account which has a feature of audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that in the absence of an independent auditor's report for the said software from 01 January 2026 to 31 March 2026, we are unable to comment whether audit trail feature of the said software was enabled at the database level to log any direct data changes and operated from 01 January 2026 to 31 March 2026 for all relevant transactions recorded in the software. Further, where audit trail (edit log) facility was enabled and operated for the accounting software, we did not come across any instance of the audit trail feature being tampered with.

## Independent Auditor's Report (Contd.)

Additionally, where the audit trail (edit log) facility was enabled and operated in the previous year, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration

paid/payable to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No.:101248W/W-100022

**Ashish Chadha**

Partner

Place: Bengaluru

Membership No.: 500160

Date: 21 April 2026

ICAI UDIN:26500160MKPRAY1253

**Annexure A to the Independent Auditor's Report on the Financial Statements of Tata Elxsi Limited for the year ended 31 March 2026**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (ii) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of two years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including

Right of Use assets) or intangible assets or both during the year.

- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies are noted.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantees or security to companies, firms, limited liability partnerships or any other parties during the year. The Company has granted loans to other parties (Employees) during the year, in respect of which the requisite information is as below. The Company has not granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.
- (a) Based on the audit procedures carried on by us and as per the information and

**Annexure A to the Independent Auditor's Report on the Financial Statements of Tata Elxsi Limited for the year ended 31 March 2026 (Contd.)**

explanations given to us the Company has provided loans to other parties (employees) as below:

Particulars	Loans (Rs. Lakhs)
Aggregate amount provided during the year Others (Loans to employees)*	1,129.69
Balance outstanding as at balance sheet date Others (Loans to employees)*	413.39

\*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the loans granted during the year to other parties (employees) are prima facie, not prejudicial to the interest of the Company. Further, the Company has not made any investments, provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given to employees, in our opinion the repayments or receipts has been stipulated and have been regular and there are no interest charged on these loans. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST. According to the information and explanations given to us and on the basis of our examination of the records of the

**Annexure A to the Independent Auditor's Report on the Financial Statements of Tata Elxsi Limited for the year ended 31 March 2026 (Contd.)**

Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (Rs. Lakhs)	Period to which the amount relates (FY)	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	67.29	2008-09	Commissioner of Income tax (Appeals)
The Income Tax Act, 1961	Income Tax	*2,543.88	2020-21	Commissioner of Income tax (Appeals)

\*These amounts are net of amount paid/adjusted under protest Rs. 1,161.72 lakhs.

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2026. Accordingly, clause 3(ix)(e) is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company does not have any subsidiaries, joint ventures or associate companies as

**Annexure A to the Independent Auditor's Report on the Financial Statements of Tata Elxsi Limited for the year ended 31 March 2026 (Contd.)**

- defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us, the Group (as defined in the regulations made by the Reserve Bank of India) has more than one CIC as part of the Group. The Group has six CICs as part of the Group
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

**Annexure A to the Independent Auditor's Report on the Financial Statements of Tata Elxsi Limited for the year ended 31 March 2026 (Contd.)**

- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) In respect of ongoing projects as at the end of the current financial year, the Company has transferred the unspent Corporate Social Responsibility (CSR) amount as at the end of the current financial year, to a Special Account, within a period of 30 days from the end of the current financial year, in compliance with the provision of section 135 (6) of the Companies Act, 2013.

For **B S R & Co. LLP**  
Chartered Accountants

Firm's Registration No.:101248W/W-100022

**Ashish Chadha**  
Partner

Place: Bengaluru

Membership No.: 500160

Date: 21 April 2026

ICAI UDIN:26500160MKPRAY1253

## Annexure B to the Independent Auditor's Report on the financial statements of Tata Elxsi Limited for the year ended 31 March 2026

### REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE AFORESAID FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### OPINION

We have audited the internal financial controls with reference to financial statements of Tata Elxsi Limited ("the Company") as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the

safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

## Annexure B to the Independent Auditor's Report on the financial statements of Tata Elxsi Limited for the year ended 31 March 2026 (Contd.)

### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

**Ashish Chadha**

Partner

Place: Bengaluru

Membership No.: 500160

Date: 21 April 2026

ICAI UDIN:26500160MKPRAY1253

## Balance Sheet

	Note No.	As at March 31, 2026	As at March 31, 2025
₹ lakhs			
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3 (i)	12,707.51	15,411.48
(b) Capital work-in-progress	3 (ia)	-	161.73
(c) Right of use assets	32	12,715.18	15,507.45
(d) Intangible assets	3 (ii)	502.60	884.96
(e) Financial assets			
(i) Investments*	4	-	-
(ii) Other financial assets	6 (i)	59,833.16	39,638.81
(f) Deferred tax assets (net)	7	7,872.67	3,762.62
(g) Tax assets (net)	9	5,715.86	3,375.24
(h) Other non-current assets	8 (i)	92.18	79.65
<b>Total non-current assets</b>		<b>99,439.16</b>	<b>78,821.94</b>
<b>Current assets</b>			
(a) Inventories	10	-	-
(b) Financial assets			
(i) Trade receivables			
Billed	11	88,965.66	80,185.31
Unbilled	11	18,970.91	16,967.27
(ii) Cash and cash equivalents	12	19,452.12	13,527.66
(iii) Bank balances other than cash and cash equivalents	13	1,47,411.39	1,47,111.67
(iv) Loans	5	413.39	372.06
(v) Other financial assets	6 (ii)	2,072.47	2,435.88
(c) Other current assets	8 (ii)	19,528.90	19,149.97
<b>Total current assets</b>		<b>2,96,814.84</b>	<b>2,79,749.82</b>
<b>TOTAL ASSETS</b>		<b>3,96,254.00</b>	<b>3,58,571.76</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	14	6,229.67	6,228.41
(b) Other equity	15	2,97,904.50	2,79,768.48
<b>Total equity</b>		<b>3,04,134.17</b>	<b>2,85,996.89</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Lease liabilities	32	10,371.97	13,931.26
(b) Provisions	16 (i)	6,048.67	5,675.31
<b>Total non-current liabilities</b>		<b>16,420.64</b>	<b>19,606.57</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Lease liabilities	32	5,855.66	5,297.82
(ii) Trade payables	17		
a) Total outstanding dues of micro, small and medium enterprises		527.30	1,150.71
b) Total outstanding dues of creditors other than micro, small and medium enterprises		11,507.47	11,150.21
(iii) Other financial liabilities	18	13,580.22	9,210.61
(b) Other current liabilities	20	18,256.11	12,563.46
(c) Provisions	16 (ii)	13,225.01	4,915.87
(d) Current tax liabilities (net)	19	12,747.42	8,679.62
<b>Total current liabilities</b>		<b>75,699.19</b>	<b>52,968.30</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,96,254.00</b>	<b>3,58,571.76</b>

\*value is less than a lakhs

The accompanying notes form an integral part of these financial statements

1 - 46

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Ashish Chadha**

Partner

Membership No.: 500160

Bengaluru, April 21, 2026

For and on behalf of the Board

**N G Subramaniam**

Chairman

DIN: 0007006215

**Gaurav Bajaj**

Chief Financial Officer

**Manoj Raghavan**

Managing Director

DIN: 0008458315

**Sneha Vijaya Kumar**

Company Secretary

Bengaluru, April 21, 2026

## Statement of Profit and Loss

	Note No.	Year to date ended March 31, 2026	Year to date ended March 31, 2025
₹ lakhs			
<b>INCOME</b>			
Revenue from operations	21	3,75,742.37	3,72,904.83
Other income (net)	22	18,397.69	17,931.15
<b>Total income</b>		<b>3,94,140.06</b>	<b>3,90,835.98</b>
<b>EXPENSES</b>			
Cost of materials consumed	23	27,576.90	23,866.29
Changes in inventories of stock-in-trade	24	-	110.71
Employee benefits expense	25	2,18,418.05	2,04,642.70
Finance costs		1,622.89	1,898.14
Depreciation and amortisation expense	3 & 32	9,379.97	10,487.08
Other expenses	26	45,062.46	46,990.66
<b>Total expenses</b>		<b>3,02,060.27</b>	<b>2,87,995.58</b>
<b>Profit before exceptional item and tax</b>		<b>92,079.79</b>	<b>1,02,840.40</b>
<b>Exceptional item</b>	45	9,568.88	-
<b>Profit before tax</b>		<b>82,510.91</b>	<b>1,02,840.40</b>
<b>Tax expense</b>			
i) Current tax	27	24,126.70	25,466.42
ii) Deferred tax	27	(4,458.82)	(1,119.70)
<b>Total tax expense</b>		<b>19,667.88</b>	<b>24,346.72</b>
<b>Net Profit for the year</b>		<b>62,843.03</b>	<b>78,493.68</b>
<b>Other comprehensive income</b>			
(i) Items that will not be reclassified subsequently to profit or (loss)			
- Remeasurement of the defined benefit plans		998.09	(732.67)
(ii) Income tax relating to items that will not be reclassified subsequently to profit or (loss)		(348.77)	256.02
<b>Other comprehensive income/(loss) for the year, net of income tax</b>		<b>649.32</b>	<b>(476.65)</b>
<b>Total comprehensive income for the year</b>		<b>63,492.35</b>	<b>78,017.03</b>
Earnings per equity share (in ₹)	29		
(a) Basic		100.89	126.03
(b) Diluted		100.89	126.01

The accompanying notes form an integral part of these financial statements

1 - 46

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Ashish Chadha**

Partner

Membership No.: 500160

Bengaluru, April 21, 2026

For and on behalf of the Board

**N G Subramaniam**

Chairman

DIN: 0007006215

**Gaurav Bajaj**

Chief Financial Officer

**Manoj Raghavan**

Managing Director

DIN: 0008458315

**Sneha Vijaya Kumar**

Company Secretary

Bengaluru, April 21, 2026

## Statement of Changes in Equity

### A. EQUITY SHARE CAPITAL

₹ lakhs

Balance as at April 01, 2024	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2024	Changes in equity share capital	Balance as at March 31, 2025
6,227.64	-	6,227.64	0.77	6,228.41

₹ lakhs

Balance as at April 01, 2025	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2025	Changes in equity share capital	Balance as at March 31, 2026
6,228.41	-	6,228.41	1.26	6,229.67

### B. OTHER EQUITY

₹ lakhs

	Share Application Money Pending Allotment	Reserves and surplus						Total
		General reserve	Retained earnings	Remeasurement of the defined benefit plans	Special Economic Zone re-investment reserve	Share based payments reserve	Securities Premium	
<b>As at April 01, 2025</b>	<b>0.04</b>	<b>13,596.00</b>	<b>2,62,140.33</b>	<b>(3,467.15)</b>	<b>4,990.02</b>	<b>1,936.99</b>	<b>572.25</b>	<b>2,79,768.48</b>
Profit for the year	-	-	62,843.03	-	-	-	-	62,843.03
Other comprehensive income (net of tax)	-	-	-	649.32	-	-	-	649.32
<b>Total</b>	<b>0.04</b>	<b>13,596.00</b>	<b>3,24,983.36</b>	<b>(2,817.83)</b>	<b>4,990.02</b>	<b>1,936.99</b>	<b>572.25</b>	<b>3,43,260.83</b>
Dividend paid	-	-	(46,713.42)	-	-	-	-	(46,713.42)
Share application money received during the year	1.26	-	-	-	-	-	-	1.26
Equity Shares issued on account of Employee Stock Options	(1.26)	-	-	-	-	-	-	(1.26)
Share based expenses	-	-	-	-	-	1,357.09	-	1,357.09
Transferred to Special Economic Zone re-investment reserve	-	-	(2,769.30)	-	2,769.30	-	-	-
Transferred from Special Economic Zone re-investment reserve	-	-	3,798.75	-	(3,798.75)	-	-	-
Share options exercised	-	-	-	-	-	(910.76)	910.76	-
Transfer of profits of the period to general reserve	-	1,000.00	(1,000.00)	-	-	-	-	-
<b>As at March 31, 2026</b>	<b>0.04</b>	<b>14,596.00</b>	<b>2,78,299.39</b>	<b>(2,817.83)</b>	<b>3,960.57</b>	<b>2,383.32</b>	<b>1,483.01</b>	<b>2,97,904.50</b>
<b>As at April 01, 2024</b>	<b>-</b>	<b>12,596.00</b>	<b>2,30,696.60</b>	<b>(2,990.50)</b>	<b>2,533.58</b>	<b>1,502.31</b>	<b>-</b>	<b>2,44,337.99</b>
Profit for the year	-	-	78,493.68	-	-	-	-	78,493.68
Other comprehensive income (net of tax)	-	-	-	(476.65)	-	-	-	(476.65)
<b>Total</b>	<b>-</b>	<b>12,596.00</b>	<b>3,09,190.28</b>	<b>(3,467.15)</b>	<b>2,533.58</b>	<b>1,502.31</b>	<b>-</b>	<b>3,22,355.02</b>
Dividend paid	-	-	(43,593.51)	-	-	-	-	(43,593.51)
Share application money received during the year	0.81	-	-	-	-	-	-	0.81
Equity Shares issued on account of Employee Stock Options	(0.77)	-	-	-	-	-	-	(0.77)

### Statement of Changes in Equity (Contd.)

₹ lakhs

	Share Application Money Pending Allotment	Reserves and surplus						Total
		General reserve	Retained earnings	Remeasurement of the defined benefit plans	Special Economic Zone re-investment reserve	Share based payments reserve	Securities Premium	
Share based expenses	-	-	-	-	-	1,006.93	-	1,006.93
Transferred to Special Economic Zone re-investment reserve	-	-	(2,456.44)	-	2,456.44	-	-	-
Transferred to Securities Premium	-	-	-	-	-	(572.25)	572.25	-
Transfer of profits of the year to general reserve	-	1,000.00	(1,000.00)	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>0.04</b>	<b>13,596.00</b>	<b>2,62,140.33</b>	<b>(3,467.15)</b>	<b>4,990.02</b>	<b>1,936.99</b>	<b>572.25</b>	<b>2,79,768.48</b>

### Nature and purpose of reserves

#### (i) General reserve

General reserve represents appropriation of profits. This represents a free reserve and is available for dividend distributions. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to the statement of profit and loss.

#### (ii) Retained earnings

This reserve represents undistributed accumulated earnings of the Company as on the balance sheet date.

#### (iii) Special Economic Zone re-investment reserve

The Special Economic Zone Re-investment Reserve has been created out of the profits of eligible SEZ units in accordance with the provisions of section 10AA(1)(ii) of Income Tax Act, 1961. The reserve will be utilised by the Company for acquiring new assets for the purpose of its business as per the terms of section 10AA(2) of Income-tax Act, 1961.

#### (iv) Share based payments reserve

Share based payments reserve is used to record the fair value of equity-settled share-based payment transactions with employees. The amounts recorded in this account are transferred to securities premium upon exercise of stock options by employees.

#### (v) Securities premium

The amount received in excess of the par value of equity shares has been classified as securities premium. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

The accompanying notes form an integral part of these financial statements 1 - 46

As per our report of even date attached

For and on behalf of the Board

**For B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**N G Subramaniam**

Chairman

DIN: 0007006215

**Manoj Raghavan**

Managing Director

DIN: 0008458315

**Ashish Chadha**

Partner

Membership No.: 500160

**Gaurav Bajaj**

Chief Financial Officer

**Sneha Vijaya Kumar**

Company Secretary

Bengaluru, April 21, 2026

Bengaluru, April 21, 2026

## Statement of Cash Flow

	₹ lakhs	
	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Profit for the year</b>	<b>62,843.03</b>	<b>78,493.68</b>
Adjustment for:		
Income tax expense recognised in profit and loss	19,667.88	24,346.72
Depreciation and amortisation expense	9,379.97	10,487.08
Equity settled share based payment transactions	1,357.09	1,006.93
Interest income	(13,747.79)	(11,649.15)
Finance costs	1,622.89	1,898.14
Advances written off	-	363.85
Provision for doubtful debts and deposits	1,516.40	584.28
Net gain on sale of assets	(33.85)	(17.42)
Net loss arising on financial assets measured at fair value through profit and loss	928.84	77.60
Net unrealised exchange (gain)/loss	(1,475.32)	423.77
Operating profit before working capital changes	<b>82,059.14</b>	<b>1,06,015.48</b>
<b>Net change in:</b>		
Loans	(41.33)	(69.61)
Trade receivables- Billed	(9,081.35)	1,506.98
Trade receivables- Unbilled	(2,003.64)	(2,583.13)
Other financial assets	(287.59)	(406.30)
Other assets	(403.45)	(4,118.71)
Inventories	-	110.71
Adjustments for (increase)/decrease in operating liabilities:		
Provisions	9,718.10	537.47
Trade payables	(263.23)	3,754.24
Other financial liabilities	3,408.32	(1,638.15)
Other current liabilities	5,692.65	482.03
Cash generated from operations	<b>88,797.62</b>	<b>1,03,591.01</b>
Income tax paid (net)	(22,399.52)	(22,393.32)
<b>Net Cash generated from operating activities - (A)</b>	<b>66,398.10</b>	<b>81,197.69</b>

## Statement of Cash Flow (Contd.)

	₹ lakhs	
	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of property, plant and equipment and intangibles	(1,068.23)	(1,634.17)
Proceeds from sale of property, plant and equipment and intangibles	34.57	17.42
Investments in bank deposits	(1,73,500.00)	(2,74,460.00)
Proceeds from redemption/maturity of bank deposits	1,54,710.00	2,37,050.00
Interest received	12,571.57	8,198.63
<b>Net Cash used in investing activities - (B)</b>	<b>(7,252.09)</b>	<b>(30,828.12)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of lease liabilities	(6,590.84)	(6,122.41)
Finance cost paid	(175.56)	(144.37)
Proceeds from exercise of share options	1.26	0.81
Dividends paid	(46,713.42)	(43,593.51)
<b>Net Cash used in financing activities - (C)</b>	<b>(53,478.56)</b>	<b>(49,859.48)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>5,667.45</b>	<b>510.09</b>
Cash and cash equivalents as at beginning of the year	13,527.67	13,324.29
Exchange difference on translation of foreign currency cash and cash equivalents	257.00	(306.71)
<b>Cash and cash equivalents as at end of the year (Refer note 12)</b>	<b>19,452.12</b>	<b>13,527.67</b>

Changes in lease liabilities including both changes arising from cash flows and non-cash changes are given in Note 32.

The accompanying notes form an integral part of these financial statements 1 - 46

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Ashish Chadha**

Partner

Membership No.: 500160

Bengaluru, April 21, 2026

For and on behalf of the Board

**N G Subramaniam**

Chairman

DIN: 0007006215

**Gaurav Bajaj**

Chief Financial Officer

**Manoj Raghavan**

Managing Director

DIN: 0008458315

**Sneha Vijaya Kumar**

Company Secretary

Bengaluru, April 21, 2026

## Notes forming part of the financial statements

Notes forming part of the financial statements (contd.)

### A. MATERIAL ACCOUNTING POLICIES

#### 1. CORPORATE INFORMATION

Tata Elxsi Limited ("the Company") is a public limited company incorporated under the provisions of the Companies Act applicable in India in the year 1989 and domiciled in India. The Company has its registered office in Bengaluru, Karnataka, India. The shares of the Company are listed on the BSE and National Stock Exchange in India.

The Company provides product design and engineering services to the consumer electronics, communications & transportation industries and systems integration and support services for enterprise customers. It also provides digital content creation for media and entertainment industry.

The Company is headquartered in Bengaluru and operates through delivery centres in Bengaluru, Chennai, Delhi, Hyderabad, Kozhikode, Pune, Mumbai and Thiruvananthapuram.

The Company's operations are located in multiple cities in India, and in multiple international locations including United Kingdom (UK), United States of America (USA), France, Germany, Japan, Ireland, Netherlands, South Africa, Canada, Spain, Dubai, Poland, Italy and Romania.

#### 2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

##### 2.1 Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standards ("Ind AS"), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable. The Ind AS are prescribed under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

These financial statements are authorised for issue by the Board of Directors on April 21, 2026.

##### 2.2 Basis of preparation and presentation

These financial statements have been prepared on the historical cost basis and on an accrual basis of accounting, except for certain financial instruments and defined benefit plans which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months. The statement of cash flows have been prepared under the indirect method.

Accounting policies have been applied consistently to all periods presented in these financial statements.

All amounts included in the financial statements are reported in lakhs of Indian rupees except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

##### 2.3 Use of estimates and judgement

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate change in estimates are made as management become aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The Company uses the following critical accounting estimates in preparation of its financial statements:

##### Revenue recognition

The Company uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method relies on estimates of total expected contract revenue and costs. This method is followed where reasonable dependable estimate of the revenue and costs applicable to various elements of the contract can be made. Key factors reviewed to estimate the future costs to complete include estimates of future manpower costs and productivity efficiency. These estimates are assessed continually during the term of the contracts and the recognised revenue and profit are subject to revision as the contract progresses to completion. When estimates indicate that

a loss will be incurred, the loss is provided for in the period in which the loss becomes probable (Refer Note 2.4).

##### Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments (Refer Note 2.10).

##### Provision for income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

The Company's major tax jurisdictions are India, UK and the USA. The Company also files tax returns in other foreign jurisdictions. Significant judgment is involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions.

Notes forming part of the financial statements (contd.)

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 2.8.

#### Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements (Refer Note 33).

#### Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods (Refer Note 2.11).

#### Employee benefits

The accounting of employee benefit plans in the nature of defined benefit requires the Company to use assumptions. These assumptions have been explained under employee benefits note 2.13.

#### Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Company uses significant judgement in assessing the

lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics (Refer Note 2.6).

#### 2.4 Revenue recognition

The Company earns revenue primarily from providing information technology, engineering design, systems integration and support services, sale of licenses and maintenance of equipment. The Company recognises revenue as follows

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, etc.

Notes forming part of the financial statements (contd.)

- Revenue related to fixed price maintenance and support services contracts where the Company is ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.
- In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ("POC method") of accounting with contract cost incurred determining the degree of completion of the performance obligation. The contract cost used in computing the revenues include cost of fulfilling warranty obligations.
- Revenue from the sale of distinct internally developed software and manufactured systems and third party software is recognised upfront at the point in time when the system/software is delivered to the customer. In cases where implementation and/or customisation services rendered significantly modifies or customises the software, these services and software are accounted for as a single performance obligation and revenue is recognised over time on a POC method.
- Revenue from the sale of distinct third party hardware is recognised at the point in time when control is transferred to the customer.
- The solutions offered by the Company may include supply of third-party equipment or software. In such cases, revenue for supply of such third party products are recorded at gross or net basis depending on whether the Company is acting as the principal or as an agent of the customer. The

Company recognises revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billings is in excess of revenues.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for. The Company disaggregates revenue from contracts with customers by geography and nature of services.

Notes forming part of the financial statements (contd.)

Use of significant judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products/services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.
- Contract fulfilment costs are generally expensed as incurred except for certain software licence costs which meet the criteria for capitalisation. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered (Refer note 8).

## 2.5 Other income

Interest income is accounted for using the effective interest method.

Notes forming part of the financial statements (contd.)

Export benefits are accounted for, in the year of exports, based on eligibility and when there is no uncertainty in receiving the same. Foreign currency gains and losses are reported on net basis

## 2.6 Leases

### Company as a lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct

costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is

Notes forming part of the financial statements (contd.)

subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

## 2.7 Foreign currency

The functional currency of the Company is Indian Rupee.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not translated.

## 2.8 Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

### Current income taxes

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period and reflects the uncertainty related to income tax, if any. The tax rates and tax laws used to compute the amount are those that are enacted by the balance sheet date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The current income tax expense includes income taxes payable by the Company and its branches in India and overseas. The current tax payable by the Company in India is Indian income tax payable for their worldwide income after taking credit for tax relief available for export operations in Special Economic Zones (SEZs).

Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income.

Notes forming part of the financial statements (contd.)

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

### Deferred income taxes

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

For operations carried out in SEZs, deferred tax assets or liabilities, if any, have been established for the tax consequences of those temporary differences between the

carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

### Special Economic Zone re-investment

A portion of the profits of the Company's India operations are exempt from Indian income taxes being profits attributable to export operations from undertakings situated in SEZ. Under the Special Economic Zone Act, 2005 scheme, units in designated special economic zones providing service on or after April 01, 2005 will be eligible for a deduction of 100 percent of profits or gains derived from the export of services for the first five years from commencement of provision of services and 50 percent of such profits and gains for a further five years. The tax benefits are also available for a further five years post the initial ten years subject to the creation of SEZ Reinvestment Reserve which is required to be spent within 3 financial years in accordance with requirements of the tax regulations in India. During the year, the Company has created ₹ 2,769.30 lakhs (March 2025 - ₹ 2,456.44 lakhs) as SEZ reinvestment reserve for one its such unit which entered 13th year of operations.

Notes forming part of the financial statements (contd.)

## 2.9 Inventories

Inventory comprise of computer systems and software, components and spares.

Components and spares are valued at lower of cost and net realisable value.

Cost is determined on the basis of specific identification method.

Computer systems and software, components and spares intended for customer support are written off over the effective life of the systems maintained, as estimated by the management.

## 2.10 Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

### Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short- term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect

contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss ("FVTPL") unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

### Financial liabilities at fair value through profit or loss

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense

Notes forming part of the financial statements (contd.)

and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### Derivative financial instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets and liabilities. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. Derivatives are recognised and measured at fair value. Attributable transaction costs are recognised in the statement of profit and loss as expenses. Subsequent changes in fair value of such derivative instruments are recognised in profit or loss.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amounts are presented in the standalone balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### Derecognition

#### Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

### Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

## 2.11 Property, plant and equipment

Property, plant and equipment are stated at costs less accumulated depreciation (other than freehold land) and impairment loss, if any.

The cost includes purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Subsequent expenditure on fixed assets after its purchase/completion

Notes forming part of the financial statements (contd.)

is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

The Company identifies and determines cost of each component/part of property, plant and equipment separately, if the component/part has a cost which is significant to the total cost of the property, plant and equipment and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Gains or losses arising from de-recognition of property, plant and equipment and intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment and are recognised in the statement of profit and loss when the property, plant and equipment is derecognised.

Depreciation is provided for property, plant and equipment on the straight-line basis over the estimated useful life from the date the assets are ready for intended use. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful life on a straightline basis of amortisation is mentioned below:

Type of asset	Useful lives
Buildings	30 years*
Plant and equipment	6 years*
Computer equipment	3 to 6 years

Type of asset	Useful lives
Air conditioners	6 years*
Vehicles	8 years
Office equipment	5 years
Electrical installations	6 years*
Furniture and fixtures	6 years*

\*The Management believes that the useful lives as given below best represents the period over which the management expects to use these assets based on an internal assessment and technical evaluation where necessary. Hence, the useful lives of some of these assets is different from the useful lives as prescribed under part C of Schedule II of the Companies Act.

Leasehold improvements are depreciated over the lower of the lease term and their useful lives.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed under 'other assets'. The cost of property, plant and equipment not ready to use before the balance sheet date is disclosed under 'Capital work in progress'. Subsequent expenditures relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Notes forming part of the financial statements (contd.)

### Capital work-in-progress

Amount paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress.

The capital work- in-progress is carried at cost, comprising direct cost, related incidental expenses and attributable interest.

### 2.12 Intangible assets

Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any.

Intangible assets are amortised on a straight line basis over their estimated useful lives from the date that they are available for use.

The estimated useful lives of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

The estimated useful life on a straightline basis of amortisation is mentioned below:

Type of asset	Useful lives
Computer Software	6 years

### 2.13 Employee benefits

Employee benefits include contribution to provident fund, superannuation fund, gratuity fund, compensated absences, pension and employee state insurance scheme.

#### Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders

the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### Defined benefit plans

Gratuity and Pension are defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations, being carried out at the date of each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Past service cost, both vested and unvested, is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

The retirement benefit obligations recognised in the balance sheet represents the present value of the defined obligations reduced by the fair value of scheme assets. Any, asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company.

#### Defined contribution plans

Contributions to defined contribution plans like provident fund and superannuation, funds are recognised as expense when employees have rendered services entitling them to such benefits.

Notes forming part of the financial statements (contd.)

**Compensated absences**

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are stated as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are stated as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date. Actuarial gains/losses are immediately taken to the statement of profit and loss.

**Share based payments**

The Company measures compensation cost relating to share-based payments using the fair valuation method in accordance with Ind AS 102, Share Based Payment. Compensation expense is amortised over the vesting period of the option on a graded basis. The units generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using the Black-Scholes valuation model. Expected volatility during the expected term of the option is based on the historical volatility of share price of the Company. Risk free interest rates are based on the government securities yield in effect at the time of the grant.

The cost of equity settled transactions is recognised, together with a corresponding increase in share-based payment reserve in equity, over the period in which the performance and/or service conditions are

fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. Debit or credit in statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The dilutive effect of outstanding options is reflected in the computation of diluted earnings per share.

**2.14 Earnings per share****Basic Earnings Per Share**

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

**Diluted Earnings Per Share**

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

**2.15 Impairment****Financial assets (other than those carried at fair value)**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired.

Notes forming part of the financial statements (contd.)

Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

**Non-financial assets****Property, plant and equipment and Intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

**2.16 Cash dividend to the equity holders of the Company**

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised, and the distribution is no longer at the discretion of the Company. Final

dividends on shares is recorded as a liability on the date of approval by the shareholders and dividends are recorded as a liability on the date of declaration by the Company's Board of Directors (Refer Note 42).

**2.17 Recent Pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 01, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 01, 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.
2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 01, 2025 – The amendment in Ind AS 7

Notes forming part of the financial statements (contd.)

requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments

provide a temporary mandatory relief from deferred tax accounting for top-up tax and require companies to disclose that they have applied the relief. This relief is immediate and applies retrospectively. The amendments also require companies to provide new disclosures to compensate for potential loss of information resulting from the relief. Such disclosures are to be provided for annual reporting periods beginning on or after April 01, 2025. The Company has applied the mandatory relief and will evaluate the new disclosure requirement relating to annual financial statements, as appropriate and disclose accordingly.

### 3 (i) PROPERTY, PLANT AND EQUIPMENT

Description of assets	₹ lakhs										Total	
	Land - freehold	Land - leasehold	Buildings	Improvements to leasehold premises	Plant and equipment	Computer equipment	Furniture and fixtures	Office equipment	Electrical installations	Air conditioning		Vehicles
<b>I. Gross carrying amount</b>												
Balance as at April 01, 2025	929.90	49.96	4,241.82	7,671.80	253.45	16,668.78	2,612.16	2,583.06	1,161.28	1,220.30	124.14	37,516.65
Add: Additions	-	-	-	-	69.42	884.45	7.05	387.55	13.97	4.78	-	1,367.22
Less: Disposals	-	-	-	2.47	-	786.59	65.94	307.95	62.23	198.90	-	1,424.08
<b>Balance as at March 31, 2026</b>	<b>929.90</b>	<b>49.96</b>	<b>4,241.82</b>	<b>7,669.33</b>	<b>322.87</b>	<b>16,766.64</b>	<b>2,553.27</b>	<b>2,662.66</b>	<b>1,113.02</b>	<b>1,026.18</b>	<b>124.14</b>	<b>37,459.79</b>
<b>II. Accumulated depreciation</b>												
Balance as at April 01, 2025	-	30.61	1,438.05	2,492.97	175.87	13,291.45	1,485.79	1,654.51	691.32	773.68	70.92	22,105.17
Add: Depreciation expense for the year	-	3.40	161.38	1,238.91	20.06	1,658.91	312.64	371.92	136.69	147.49	12.77	4,064.17
Less: Disposals	-	-	-	2.47	-	786.50	65.76	307.84	55.84	198.65	-	1,417.06
<b>Balance as at March 31, 2026</b>	<b>-</b>	<b>34.01</b>	<b>1,599.43</b>	<b>3,729.41</b>	<b>195.93</b>	<b>14,163.86</b>	<b>1,732.67</b>	<b>1,718.59</b>	<b>772.17</b>	<b>722.52</b>	<b>83.69</b>	<b>24,752.28</b>
<b>III. Net carrying amount (I-II)</b>	<b>929.90</b>	<b>15.95</b>	<b>2,642.39</b>	<b>3,939.92</b>	<b>126.94</b>	<b>2,602.78</b>	<b>820.60</b>	<b>944.07</b>	<b>340.85</b>	<b>303.66</b>	<b>40.45</b>	<b>12,707.51</b>

Notes forming part of the financial statements (contd.)

Description of assets	₹ lakhs										Total	
	Land - freehold	Land - leasehold	Buildings	Improvements to leasehold premises	Plant and equipment	Computer equipment	Furniture and fixtures	Office equipment	Electrical installations	Air conditioning		Vehicles
<b>I. Gross carrying amount</b>												
Balance as at April 01, 2024	929.90	49.96	4,241.82	7,050.70	192.35	16,446.06	2,462.28	2,319.83	1,062.67	1,203.18	124.14	36,082.89
Add: Additions	-	-	-	62.110	61.10	226.57	163.23	269.92	98.61	17.12	-	1,457.65
Less: Disposals	-	-	-	-	-	3.85	13.35	6.69	-	-	-	23.89
<b>Balance as at March 31, 2025</b>	<b>929.90</b>	<b>49.96</b>	<b>4,241.82</b>	<b>7,671.80</b>	<b>253.45</b>	<b>16,668.78</b>	<b>2,612.16</b>	<b>2,583.06</b>	<b>1,161.28</b>	<b>1,220.30</b>	<b>124.14</b>	<b>37,516.65</b>
<b>II. Accumulated depreciation</b>												
Balance as at April 01, 2024	-	27.21	1,271.13	1,296.55	151.18	10,353.24	1,180.73	1,351.53	544.16	624.41	57.25	16,857.39
Add: Depreciation expense for the year	-	3.40	166.92	1,196.42	24.69	2,942.06	318.41	309.67	147.16	149.27	13.67	5,271.67
Less: Disposals	-	-	-	-	-	3.85	13.35	6.69	-	-	-	23.89
<b>Balance as at March 31, 2025</b>	<b>-</b>	<b>30.61</b>	<b>1,438.05</b>	<b>2,492.97</b>	<b>175.87</b>	<b>13,291.45</b>	<b>1,485.79</b>	<b>1,654.51</b>	<b>691.32</b>	<b>773.68</b>	<b>70.92</b>	<b>22,105.17</b>
<b>III. Net carrying amount (I-II)</b>	<b>929.90</b>	<b>19.35</b>	<b>2,803.77</b>	<b>5,178.83</b>	<b>77.58</b>	<b>3,377.33</b>	<b>1,126.37</b>	<b>928.55</b>	<b>469.96</b>	<b>446.62</b>	<b>53.22</b>	<b>15,411.48</b>

Notes forming part of the financial statements (contd.)

**3 (ia) CAPITAL WORK-IN-PROGRESS**

Description of assets	Capital work-in-progress
Balance as at April 01, 2025	161.73
Add: Additions	1,208.92
Less: Capitalisations	1,370.65
<b>Balance as at March 31, 2026</b>	<b>-</b>
Balance as at April 01, 2024	215.43
Add: Additions	1,412.13
Less: Capitalisations	1,465.83
<b>Balance as at March 31, 2025</b>	<b>161.73</b>

**Capital work-in Progress ageing\***

Ageing for capital work-in-progress as at March 31, 2026 is as follows:

CWIP	Amount in CWIP as at March 31, 2026				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Ageing for capital work-in-progress as at March 31, 2025 is as follows:

CWIP	Amount in CWIP as at March 31, 2025				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	161.73	-	-	-	161.73
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>161.73</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>161.73</b>

\*Project execution plans are modulated basis capacity requirement assessment on an annual basis and all the projects are executed as per rolling annual plan.

Notes forming part of the financial statements (contd.)

For capital-work-in progress, whose completion is overdue compared to its original plan for March 31, 2026 is as follows.

**CWIP completion schedule**

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

For capital-work-in progress, whose completion is overdue compared to its original plan for March 31, 2025 is as follows.

**CWIP completion schedule**

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	161.73	-	-	-	161.73
<b>Total</b>	<b>161.73</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>161.73</b>

**3 (ii) INTANGIBLE ASSETS**

Description of assets	Computer software	Total	Description of assets	Computer software	Total
<b>I. Gross carrying amount</b>			<b>I. Gross carrying amount</b>		
Balance as at April 01, 2025	4,151.67	4,151.67	Balance as at April 01, 2024	4,143.49	4,143.49
Add: Additions	3.43	3.43	Add: Additions	8.18	8.18
Less: Disposals/Write off	302.13	302.13	Less: Disposals/Write off	-	-
<b>Balance as at March 31, 2026</b>	<b>3,852.97</b>	<b>3,852.97</b>	<b>Balance as at March 31, 2025</b>	<b>4,151.67</b>	<b>4,151.67</b>
<b>II. Accumulated depreciation</b>			<b>II. Accumulated depreciation</b>		
Balance as at April 01, 2025	3,266.71	3,266.71	Balance as at April 01, 2024	2,799.37	2,799.37
Add: Amortisation expense for the year	385.79	385.79	Add: Amortisation expense for the year	467.34	467.34
Less: Disposals/Write off	302.13	302.13	Less: Disposals/Write off	-	-
<b>Balance as at March 31, 2026</b>	<b>3,350.37</b>	<b>3,350.37</b>	<b>Balance as at March 31, 2025</b>	<b>3,266.71</b>	<b>3,266.71</b>
<b>III. Net carrying amount (I-II)</b>	<b>502.60</b>	<b>502.60</b>	<b>III. Net carrying amount (I-II)</b>	<b>884.96</b>	<b>884.96</b>

Notes forming part of the financial statements (contd.)

**4 INVESTMENTS**

	As at March 31, 2026	As at March 31, 2025
₹ lakhs		
<b>Non-current</b>		
Investment carried at fair value through profit or loss		
Investments in Equity Instruments (Unquoted)		
Investments in other entities*	-	-
	-	-

\*value is less than a lakh

**5 LOANS**

	As at March 31, 2026	As at March 31, 2025
₹ lakhs		
<b>Unsecured, considered good</b>		
<b>Current</b>		
Loans to employees	413.39	372.06
	<b>413.39</b>	<b>372.06</b>

**6 OTHER FINANCIAL ASSETS**

	As at March 31, 2026		As at March 31, 2025	
₹ lakhs				
<b>(i) Non-current</b>				
(a) Security deposits				
Considered good	4,060.98		3,797.75	
Considered doubtful	14.81		14.81	
	<b>4,075.79</b>		<b>3,812.56</b>	
Less: provision for doubtful deposits	14.81	4,060.98	14.81	3,797.75
(b) Bank deposits with more than 12 months maturity		55,772.18		35,841.06
		<b>59,833.16</b>		<b>39,638.81</b>

Bank deposits include ₹ 209 lakhs as at March 31, 2026 (₹ 54.00 lakhs as at March 31, 2025), pertaining to deposits held as security by bank for Bank Guarantee's and Letter of Credit's.

<b>(ii) Current</b>				
(a) Others				
Fair value of foreign exchange derivative contracts	30.49		418.26	
Claims receivable	1,886.55		1,709.94	
Security deposits	155.43		307.68	
	<b>2,072.47</b>		<b>2,435.88</b>	

Notes forming part of the financial statements (contd.)

**7 DEFERRED TAX ASSETS (NET)**

	As at March 31, 2026	As at March 31, 2025
₹ lakhs		
Deferred tax assets/(liabilities) in relation to:		
a) Property, plant and equipment and intangible assets	497.46	(27.50)
b) Provision for employee benefits	5,328.76	2,538.69
c) Provision for doubtful receivables/other assets	1,112.94	273.06
d) Leases	933.51	978.37
	<b>7,872.67</b>	<b>3,762.62</b>

**8 OTHER ASSETS**

	As at March 31, 2026	As at March 31, 2025
₹ lakhs		
<b>(i) Non-current</b>		
<b>Considered good</b>		
a) Capital advances	-	11.99
b) Prepaid expenses	92.18	67.66
	<b>92.18</b>	<b>79.65</b>
<b>(ii) Current</b>		
<b>Considered good</b>		
a) Prepaid expenses	3,460.22	6,181.86
b) Indirect taxes recoverable	1,391.23	1,015.71
c) Advance to suppliers	2,242.76	903.97
d) Advance to employees	558.97	642.52
e) Contract assets	11,875.72	10,405.91
	<b>19,528.90</b>	<b>19,149.97</b>

**9 TAX ASSETS (NET)**

	As at March 31, 2026	As at March 31, 2025
₹ lakhs		
Non-current		
Tax deducted at source/advance tax paid (net of tax provision)	5,715.86	3,375.24
	<b>5,715.86</b>	<b>3,375.24</b>

Notes forming part of the financial statements (contd.)

**10 INVENTORIES**

₹ lakhs

	As at March 31, 2026	As at March 31, 2025
(At lower of cost or net realisable value)		
Components and spares - for trading	-	-
	-	-

**11 TRADE RECEIVABLES**

₹ lakhs

	As at March 31, 2026	As at March 31, 2025
<b>Billed</b>		
Unsecured, considered good	88,965.66	80,185.31
Unsecured, credit impaired	2,212.22	695.82
Less: Impairment allowance	2,212.22	695.82
Unsecured, which have significant increase in credit risk	29.88	29.88
Less: Impairment allowance	29.88	29.88
	<b>88,965.66</b>	<b>80,185.31</b>

Ageing for trade receivables outstanding as at March 31, 2026 is as follows:

₹ lakhs

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables-considered good	73,193.20	12,379.08	3,165.12	200.38	27.81	0.07	<b>88,965.66</b>
ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	343.77	1,039.16	147.79	7.75	<b>2,212.22</b>
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	50.86	651.92	0.86	-	<b>29.88</b>
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	<b>73,193.20</b>	<b>12,379.08</b>	<b>3,559.75</b>	<b>1,891.46</b>	<b>176.46</b>	<b>7.82</b>	<b>91,207.76</b>

Notes forming part of the financial statements (contd.)

₹ lakhs

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Less: Allowance for doubtful trade receivables billed							2,242.10
							<b>88,965.66</b>
Trade receivables unbilled							18,970.91
							<b>1,07,936.57</b>

Ageing for trade receivables outstanding as at March 31, 2025 is as follows:

₹ lakhs

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables-considered good	64,556.79	13,250.54	2,130.27	237.54	10.17	-	<b>80,185.31</b>
ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	129.53	476.54	89.75	-	<b>695.82</b>
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	29.88	-	-	<b>29.88</b>
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	<b>64,556.79</b>	<b>13,250.54</b>	<b>2,259.80</b>	<b>743.96</b>	<b>99.92</b>	<b>-</b>	<b>80,911.01</b>
Less: Allowance for doubtful trade receivables billed							725.70
							<b>80,185.31</b>
Trade receivables unbilled							16,967.27
							<b>97,152.58</b>

Above balances of trade receivables - include balances with related parties (Refer note 31).

Notes forming part of the financial statements (contd.)

**12 CASH AND CASH EQUIVALENTS**

	₹ lakhs	
	As at March 31, 2026	As at March 31, 2025
Cash on hand	-	-
Balances with banks		
in current accounts	19,452.12	13,527.66
	<b>19,452.12</b>	<b>13,527.66</b>

Cash and cash equivalents include restricted cash and bank balances of ₹ 45.71 lakhs as at March 31, 2026 (₹ 38.74 lakhs as at March 31, 2025). The restrictions are primarily on account of bank balances held as margin money deposits against guarantees.

**13 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

	₹ lakhs	
	As at March 31, 2026	As at March 31, 2025
a) in earmarked accounts		
- Unclaimed dividends account	1,931.40	1,639.88
- Unspent CSR account	-	26.90
b) Bank deposits other than above	1,45,479.99	1,45,444.89
	<b>1,47,411.39</b>	<b>1,47,111.67</b>

**14 SHARE CAPITAL**

	As at March 31, 2026	As at March 31, 2025
<b>Authorised:</b>		
70,000,000 equity shares of ₹ 10/- each		
(March 31, 2025: 70,000,000 equity shares of ₹ 10/- each)	7,000.00	7,000.00
<b>Issued:</b>		
62,324,083 equity shares of ₹ 10/- each		
(March 31, 2025: 62,311,524 equity shares of ₹ 10/- each)	6,232.41	6,231.15
<b>Subscribed and fully paid up:</b>		
62,296,683 equity shares of ₹ 10/-each		
(March 31, 2025: 62,284,124 equity shares of ₹ 10/-each)	6,229.67	6,228.41
	<b>6,229.67</b>	<b>6,228.41</b>

Notes forming part of the financial statements (contd.)

**Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:**

	₹ lakhs			
	As at March 31, 2026		As at March 31, 2025	
Equity shares with voting rights	Number of shares	Amount in ₹ lakhs	Number of shares	Amount in ₹ lakhs
Equity shares with voting rights				
Opening balance	6,22,84,124	6,228.41	6,22,76,440	6,227.64
Add: Shares issued under PSOP	12,559	1.26	7,684	0.77
Closing balance	<b>6,22,96,683</b>	<b>6,229.67</b>	<b>6,22,84,124</b>	<b>6,228.41</b>

**Details of shares held by each shareholder holding more than 5% shares:**

	As at March 31, 2026		As at March 31, 2025	
Name of share holder	Number of shares held	% of holding in that class of shares	Number of shares held	% of holding in that class of shares
<b>Equity shares of ₹10 each with voting rights</b>				
Tata Sons Private Limited	2,62,95,264	42.21%	2,62,95,264	42.22%

**Rights, preferences and contingencies attached to equity shares**

The Company has only one class of equity shares, having a par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amount. However, as on date no such preferential amounts exist. The distribution will be in proportion to number of equity shares held by the shareholders.

**Disclosure of shareholding of Promoters**

	As at March 31, 2026		As at March 31, 2025		% Change during the year
Promoter Holding	Number of shares held	% of Holding	Number of shares held	% of Holding	
Tata Sons Private Limited	2,62,95,264	42.21%	2,62,95,264	42.22%	(0.01%)
Tata Investment Corporation Limited	10,53,655	1.69%	10,53,655	1.69%	0.00%

Notes forming part of the financial statements (contd.)

**15 OTHER EQUITY**

	₹ lakhs	
	As at March 31, 2026	As at March 31, 2025
<b>(i) General reserve:</b>		
Opening balance	13,596.00	12,596.00
Add: Transferred from surplus in statement of profit and loss	1,000.00	1,000.00
Closing balance	<b>14,596.00</b>	<b>13,596.00</b>
<b>(ii) Surplus in statement of profit and loss</b>		
Opening balance	2,58,673.18	2,27,706.10
Less: Transferred from other comprehensive income for the year	649.32	(476.65)
Less: Dividend paid	(46,713.42)	(43,593.51)
Add: Net profit for the year	62,843.03	78,493.68
Add: Transferred from Special Economic Zone re-investment reserve	3,798.75	-
Balance available for appropriation	<b>2,79,250.86</b>	<b>2,62,129.62</b>
<b>Less: Appropriations</b>		
Transferred to Special Economic Zone re-investment reserve	(2,769.30)	(2,456.44)
Transfer to general reserve	(1,000.00)	(1,000.00)
Closing balance	<b>2,75,481.56</b>	<b>2,58,673.18</b>
<b>(iii) Special Economic Zone re-investment reserve</b>		
Opening balance	4,990.02	2,533.58
Add: Transfer from retained earnings	2,769.30	2,456.44
Less: Utilisation during the year	(3,798.75)	-
Closing balance	<b>3,960.57</b>	<b>4,990.02</b>
<b>(iv) Share based payments reserve</b>		
Opening balance	1,936.99	1,502.31
Add: Expense for the year	1,357.09	1,006.93
Less: Transferred on account of options exercised	(910.76)	(572.25)
Closing balance	<b>2,383.32</b>	<b>1,936.99</b>
<b>(v) Securities Premium</b>		
Opening balance	572.25	-
Add: Transferred on account of options exercised	910.76	572.25
Closing balance	<b>1,483.01</b>	<b>572.25</b>
<b>(vi) Share application money pending allotment</b>		
Opening balance	0.04	-
Add: Transferred on account of options exercised (net)	-	0.04
Closing balance	<b>0.04</b>	<b>0.04</b>
	<b>2,97,904.50</b>	<b>2,79,768.48</b>

Notes forming part of the financial statements (contd.)

**16 PROVISIONS**

	₹ lakhs	
	As at March 31, 2026	As at March 31, 2025
<b>(i) Non-current</b>		
<b>(a) Provision for employee benefits</b>		
- Provision for compensated absences	-	3,247.04
- Provision for Gratuity	3,539.22	-
- Provision for Pension	2,509.45	2,428.27
	<b>6,048.67</b>	<b>5,675.31</b>
<b>(ii) Current</b>		
<b>(a) Provision for employee benefits</b>		
- Provision for compensated absences	6,969.19	1,476.95
- Provision for Gratuity	6,017.05	3,255.88
<b>(b) Other provisions</b>		
- Provision for warranty	238.77	183.04
	<b>13,225.01</b>	<b>4,915.87</b>

Details of movement in other provisions is as follows:

₹ lakhs			
Particulars	Amount	Particulars	Amount
<b>Balance as at April 01, 2025</b>	<b>183.04</b>	<b>Balance as at April 01, 2024</b>	<b>184.39</b>
Net charge during the year	55.73	Net charge during the year	(1.34)
<b>Balance as at March 31, 2026</b>	<b>238.77</b>	<b>Balance as at March 31, 2025</b>	<b>183.04</b>

**Warranty claims:**

Provision for warranty represents present value of management's best estimate of the future outflow of economic benefits that will be required in respect of services provided, the estimated cost of which is accrued at the time of providing service. Management estimates the related provision for future warranty claims based on historical warranty claim information and is adjusted regularly to reflect new information. The products are generally covered under a free warranty period ranging up to 3 months.

**17 TRADE PAYABLES**

	₹ lakhs	
	As at March 31, 2026	As at March 31, 2025
<b>Current</b>		
Trade payables - Micro, small and medium enterprises	527.30	1,150.71
Trade payables - Other than micro, small and medium enterprises	11,507.47	11,150.21
	<b>12,034.77</b>	<b>12,300.92</b>

Notes forming part of the financial statements (contd.)

Ageing for trade payables outstanding as at March 31, 2026 is as follows:

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	432.02	95.28	-	-	-	527.30
(ii) Others	1,121.52	112.10	-	-	-	1,233.62
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-
	<b>1,553.54</b>	<b>207.38</b>	-	-	-	<b>1,760.92</b>
Accrued expenses						<b>10,273.85</b>
						<b>12,034.77</b>

Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1,122.45	28.26	-	-	-	1,150.71
(ii) Others	3,671.15	794.05	-	-	-	4,465.20
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-
	<b>4,793.60</b>	<b>822.31</b>	-	-	-	<b>5,615.91</b>
Accrued expenses						<b>6,685.01</b>
						<b>12,300.92</b>

Above balances of trade payables include balances with related parties (Refer note 31).

There are no transactions with struck off companies for the year ending March 31, 2026 and March 31, 2025.

Notes forming part of the financial statements (contd.)

## 18 OTHER FINANCIAL LIABILITIES

	As at March 31, 2026	As at March 31, 2025
<b>Current</b>		
a) Employee related liabilities	7,008.09	5,153.13
b) Capital creditors	191.92	63.22
c) Security deposit accepted	0.20	0.20
d) Unclaimed dividend	1,931.40	1,639.88
e) Liabilities against customer contracts	3,502.17	1,948.81
f) Fair value of foreign exchange derivative contracts	946.44	405.37
	<b>13,580.22</b>	<b>9,210.61</b>

Unclaimed dividend includes no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company except for ₹ 2.91 lakhs (2025: ₹ 2.67 lakhs), wherein legal disputes with regards to ownership have remained unresolved.

## 19 TAX LIABILITIES

	As at March 31, 2026	As at March 31, 2025
<b>Current</b>		
- Provision for taxation (net of advance tax)	12,747.42	8,679.62
	<b>12,747.42</b>	<b>8,679.62</b>

## 20 OTHER LIABILITIES

	As at March 31, 2026	As at March 31, 2025
<b>Current</b>		
a) Advance from customers	502.96	-
b) Contract liabilities	9,886.38	4,971.38
c) Statutory and other liabilities	7,866.77	7,592.08
	<b>18,256.11</b>	<b>12,563.46</b>

Notes forming part of the financial statements (contd.)

**21 REVENUE FROM OPERATIONS**

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
Rendering of services	3,73,571.35	3,69,945.34
Sale of traded goods	2,171.02	2,959.49
	<b>3,75,742.37</b>	<b>3,72,904.83</b>
<b>Revenue disaggregation by segment is as follows:</b>		
Software development and services	3,66,479.87	3,62,329.70
System integration and support services	9,262.50	10,575.13
	<b>3,75,742.37</b>	<b>3,72,904.83</b>
<b>Revenue disaggregation by project type is as follows:</b>		
Time and material	1,44,879.63	1,68,779.74
Fixed price	2,28,691.72	2,01,165.60
Sale of goods	2,171.02	2,959.49
	<b>3,75,742.37</b>	<b>3,72,904.83</b>
<b>Revenue disaggregation by geography is as follows:</b>		
India	69,971.97	80,904.84
US	1,15,163.14	1,17,506.63
Europe	1,42,676.59	1,32,409.68
Others	47,930.67	42,083.68
	<b>3,75,742.37</b>	<b>3,72,904.83</b>
<b>Reconciliation of revenue recognised with the contracted price is as follows:</b>		
Contracted price	3,81,040.68	3,76,855.21
Reductions towards variable consideration components*	(5,298.31)	(3,950.38)
<b>Revenue recognised</b>	<b>3,75,742.37</b>	<b>3,72,904.83</b>

\*The reduction towards variable consideration comprises of volume discounts, service level credits, etc.

Notes forming part of the financial statements (contd.)

**22 OTHER INCOME (NET)**

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
a) Interest income:		
i) Interest from banks on deposits	12,817.24	11,504.58
ii) Interest income on financial assets carried at amortised cost	132.04	144.57
iii) Interest on IT refund	798.51	1,610.12
b) Other gains and losses:		
i) Net gain on foreign currency transactions	2,640.71	962.54
ii) Net (loss)/gain arising on financial assets measured at fair value through profit or loss	(928.84)	(77.60)
iii) Gain on sale of property, plant and equipment and ROU	33.85	17.42
c) Others:		
i) Export and other incentives/credits	2,431.18	3,137.35
ii) Miscellaneous income	473.00	632.17
	<b>18,397.69</b>	<b>17,931.15</b>

**23 COST OF MATERIALS CONSUMED**

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
Spares, consumables and others	25,840.08	21,498.70
Purchase of traded goods - computers, networking and storage systems and components and parts	1,736.82	2,367.59
	<b>27,576.90</b>	<b>23,866.29</b>

**24 CHANGES IN INVENTORIES OF STOCK IN TRADE**

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
Inventories at the end of the year:		
Stock-in-trade - components and spares	-	-
	-	-

Notes forming part of the financial statements (contd.)

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
Inventories at the beginning of the year:		
Stock-in-trade - components and spares	-	110.71
	-	<b>110.71</b>
<b>Net decrease/(increase)</b>	<b>-</b>	<b>110.71</b>

**25 EMPLOYEE BENEFITS EXPENSE**

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
Salaries and wages	1,96,970.39	1,86,374.88
Contribution to provident and other funds	15,380.34	12,499.81
Equity settled share based payment transactions	1,357.09	1,006.93
Staff welfare expenses	4,710.23	4,761.08
	<b>2,18,418.05</b>	<b>2,04,642.70</b>

**26 OTHER EXPENSES**

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
Facility expenses	540.80	585.49
Rates and taxes	216.55	177.25
Power and fuel	1,388.61	1,529.99
Repairs and maintenance : Building	1,105.64	1,042.29
: Plant and equipment	5,862.11	5,098.09
: Others	1,287.65	1,243.71
Communication expenses	732.11	711.30
Inland travel and conveyance	991.66	1,142.19
Overseas travel	6,179.97	7,003.73
Advertisement and sales promotion expenses	1,674.20	1,763.29
Commission on sales	1,017.91	1,037.26
Printing and stationery	43.61	70.93
Motor vehicle expenses	331.64	434.05

Notes forming part of the financial statements (contd.)

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
Recruitment and training	1,521.46	1,795.65
Consultant fees for software development	13,408.67	14,486.22
Expenditure on corporate social responsibility (Refer Note 34)	1,593.46	1,489.82
Legal and professional charges	3,929.17	3,592.52
Non-Executive directors commission (Refer Note 40)	422.43	535.00
Insurance	269.68	224.59
Bank and other charges	163.34	122.06
Auditors' remuneration (Refer Note (i) below)	99.44	93.36
Provision for doubtful debts (net of reversals)	1,516.40	584.28
Donations and contributions*	443.54	1,978.38
Miscellaneous expenses	322.41	249.21
	<b>45,062.46</b>	<b>46,990.66</b>

\*Includes a contribution to an electoral trust of ₹ 1978.38 lakhs for the year ended March 31, 2025 (March 31, 2026 - Nil).

**Note (i): Payments to the auditors excluding taxes, comprises:**

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
As auditors - statutory audit	84.00	77.00
Other services	6.50	6.00
Reimbursement of expenses	8.94	10.36
	<b>99.44</b>	<b>93.36</b>

**27 INCOME TAX EXPENSE**

	₹ lakhs	
Particulars	As at March 31, 2026	As at March 31, 2025
<b>Income tax expenses:</b>		
Current tax	24,126.70	25,466.42
Deferred tax	(4,458.82)	(1,119.70)
<b>Income tax included in Other comprehensive income:</b>		
Remeasurement of employee defined benefit plans	348.77	(256.02)
<b>Tax expense for the year</b>	<b>20,016.65</b>	<b>24,090.70</b>

Notes forming part of the financial statements (contd.)

**A. The reconciliation of income tax expense at statutory income tax rate to income tax charged to statement of profit and loss is as follows:**

	₹ lakhs	
	Year ended March 31, 2026	Year ended March 31, 2025
<b>Profit before tax</b>	<b>82,510.91</b>	<b>1,02,840.40</b>
Expected income tax expense calculated at 34.944%(PY 34.944%)	28,832.61	35,936.55
Income exempt from tax	(7,507.72)	(9,229.41)
Tax pertaining to prior years	(2,385.00)	(2,691.52)
Deferred Tax - SEZ Benefit	(182.00)	(165.00)
Others (net)	-	88.92
Effect of expenses that are not deductible in determining taxable profit	678.62	-
Effect of concessions	231.37	407.18
<b>Income tax expense recognised in profit or loss</b>	<b>19,667.88</b>	<b>24,346.72</b>

The tax rate used for 2025-26 reconciliation above is the corporate tax rate of 34.944% (PY 34.944%) payable by corporate entities in India on taxable profits under Indian tax law.

The Company benefits from the tax holiday available for units set up under the Special Economic Zone Act, 2005. These tax holidays are available for a period of fifteen years from the date of commencement of operations. Under the SEZ scheme, the units which begins providing services on or after April 01, 2005 will be eligible for deductions of 100% of profits or gains derived from export of services for the first five years, 50% of such profit or gains for a further period of five years and 50% of such profits or gains for the balance period of five years subject to fulfilment of certain conditions. Pune unit 1, Thiruvananthapuram, Chennai unit and Pune Unit 2, will be eligible for deductions of 100% of profits or gains derived from export of services for the first five years, 50% of such profit or gains for a further period of five years and 50% of such profits or gains for the balance period of five years subject to fulfilment of certain conditions.

**B. Significant components of net deferred tax assets and liabilities for the years ended March 31, 2026 and March 31, 2025 are as follows:**

	₹ lakhs			
Particulars	As at April 01, 2025	Recognised in statement of profit and loss	Recognised in Other comprehensive Income	As at March 31, 2026
<b>Deferred tax assets</b>				
Provision for doubtful trade receivables/ other assets	273.06	839.88	-	<b>1,112.94</b>
Provision for Employee Benefits	2,538.69	3,138.84	(348.77)	<b>5,328.76</b>
Lease liabilities (Net right of use assets)	978.37	(44.86)	-	<b>933.51</b>

Notes forming part of the financial statements (contd.)

	₹ lakhs			
Particulars	As at April 01, 2025	Recognised in statement of profit and loss	Recognised in Other comprehensive Income	As at March 31, 2026
<b>Deferred tax liabilities</b>				
Property, Plant and equipments and Intangible assets	(27.50)	524.96	-	<b>497.46</b>
<b>Total</b>	<b>3,762.62</b>	<b>4,458.82</b>	<b>(348.77)</b>	<b>7,872.67</b>

	₹ lakhs			
Particulars	As at April 01, 2024	Recognised in statement of profit and loss	Recognised in Other comprehensive Income	As at March 31, 2025
<b>Deferred tax assets</b>				
Provision for doubtful trade receivables/ other assets	284.93	(11.87)	-	<b>273.06</b>
Provision for Employee Benefits	1,770.88	511.79	256.02	<b>2,538.69</b>
Lease liabilities (Net right of use assets)	1,074.16	(95.79)	-	<b>978.37</b>
<b>Deferred tax liabilities</b>				
Property, Plant and equipments and Intangible assets	(743.07)	715.57	-	<b>(27.50)</b>
<b>Total</b>	<b>2,386.90</b>	<b>1,119.70</b>	<b>256.02</b>	<b>3,762.62</b>

**28 EMPLOYEE BENEFIT PLANS**

**a. Defined contribution plans**

The Company makes contribution to Provident Fund, Superannuation Fund and Employee State Insurance fund for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits.

The Company recognised i) ₹ 5,618.05 lakhs and ₹ 5,408.21 lakhs for Provident Fund contributions for the year ended March 31, 2026 and March 31, 2025, respectively. ii) ₹ 860.72 lakhs and ₹ 1,116.80 lakhs for Superannuation Fund contributions for the year ended March 31, 2026 and March 31, 2025, respectively. The contributions payable to these plans by the Company are at the rates specified in the rules of the schemes.

**b. Defined benefit plans**

The Company offers gratuity (included as part of Contribution to Provident and other funds in Note 25 Employee benefit expenses) to its eligible employees under defined benefit plans.

Notes forming part of the financial statements (contd.)

The gratuity plan provides for a lump sum payment (subject to a maximum cap of ₹ 20 lakhs) (March 31, 2025 – ₹ Nil) to vested employees at retirement, death while in employment or on termination of employment in accordance with the provisions under the Code on Social Security, 2020 or as per the Company Scheme, as applicable. Vesting occurs upon completion of contractual period of continuous years of service as defined in the Code on Social Security, 2020. The Company manages the plan through a trust. Trustees administer contributions made to the trust.

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
<b>Change in defined benefit obligations (DBO)</b>		
Present value of DBO at beginning of the year	10,442.77	8,450.40
Current service cost	1,539.32	1,356.58
Past Service Cost	6,741.42	-
Interest cost	716.37	608.43
Remeasurement of the net defined benefit liability	(1,010.65)	767.06
Benefits paid	(810.62)	(739.70)
<b>Present value of DBO at the end of the year</b>	<b>17,618.61</b>	<b>10,442.77</b>
<b>Change in fair value of plan assets during the year</b>		
Fair value of plan assets at beginning of the year	7,186.90	6,254.66
Interest Income	493.02	450.34
Employer's Contribution	1,205.60	1,204.16
Remeasurement -return on plan assets excluding amount included in interest income	(12.56)	17.44
Benefits paid	(810.62)	(739.70)
<b>Plan assets at the end of the year</b>	<b>8,062.34</b>	<b>7,186.90</b>
<b>Funded status</b>		
Deficit of plan assets over obligations	(9,556.27)	(3,255.88)
<b>Category of assets</b>		
Insurer managed funds	8,062.34	7,186.90
Service Cost	1,539.32	1,356.58
Net interest on net defined benefit (assets)/liability	223.35	158.09
<b>Net periodic gratuity cost</b>	<b>1,762.67</b>	<b>1,514.67</b>
<b>Actual return on plan assets</b>	<b>493.02</b>	<b>450.34</b>

Notes forming part of the financial statements (contd.)

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
<b>Re-measurement (gains)/losses in OCI</b>		
Actuarial losses arising from changes in demographic assumptions	-	-
Actuarial (gains) and losses arising from changes in financial assumptions	(459.73)	249.95
Actuarial losses arising from changes in experience adjustments	(550.92)	517.11
Remeasurement of the net defined benefit liability	(1,010.65)	767.06
Remeasurement - return on plan as sets excluding amount included in interest income	12.56	(17.44)
<b>Total</b>	<b>(998.09)</b>	<b>749.62</b>
<b>Actuarial assumptions for the defined benefit plan</b>		
Discount rate	7.06%	6.86%
Expected return on plan assets	7.06%	6.86%
Salary escalation	6.00%	6.00%
Attrition : If past service <5 years	11.00%	11.00%
: If past service >5 years	9.00%	9.00%

Future mortality assumptions are taken based on the published statistics by the Insurance Regulatory and Development Authority of India.

The expected benefits are based on the same assumptions as are used to measure the Company's defined benefit plan obligations as at March 31, 2026. The Company is expected to contribute ₹ 6,017.06 lakhs to defined benefit obligations funds for the year ended March 31, 2027.

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance sheet date for the estimated term of the obligations. The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

The significant actuarial assumptions for the determination of the defined benefit obligations are discount rate, expected salary increase and employee attrition. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

If the discount rate increases (decreases) by 1%, the defined benefit obligations would decrease by ₹ 1,135.47 lakhs (increase by ₹ 1,297.96 lakhs) as at March 31, 2026. If the expected salary growth increases (decreases) by 1%, the defined benefit obligations would increase by ₹ 1,016.14 lakhs (decrease by ₹ 960.82 lakhs) as at March 31, 2026. If the employee attrition rate increases (decreases) by 1%, the defined benefit obligation would increase by ₹ 98.27 lakhs (decrease by ₹ 118.98 lakhs).

The sensitivity analysis has been performed based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Notes forming part of the financial statements (contd.)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumption may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Each year an Asset - Liability matching study is performed in which the consequences of the strategic investment policies are analysed in terms of risk and return profiles. Investment and contribution policies are integrated within this study.

The defined benefit obligations shall mature after year ended March 31, 2026 as follows.

₹ lakhs	
Year ending March 31,	Defined benefit obligations
2027	1,698.71
2028	1,738.34
2029	1,802.12
2030	1,753.51
2031	1,676.53
Thereafter	24,213.01

## 29 EARNINGS PER SHARE

₹ lakhs		
Particulars	Year to date ended March 31, 2026	Year to date ended March 31, 2025
Net profit for the year from continuing operations attributable to the equity shareholders (₹ lakhs)	62,843.03	78,493.68
Weighted average number of shares considered for basic earnings per share	6,22,90,848	6,22,79,919
Add: Dilutive effect of stock options	-	11,198
Weighted average number of shares considered for diluted earnings per share	6,22,90,848	6,22,91,117
Par value per share (₹)	10	10
Earnings per share		
- Basic (₹)	100.89	126.03
- Diluted (₹)	100.89	126.01

Notes forming part of the financial statements (contd.)

## 30 FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2.10 to the financial statements.

### (a) Financial assets and liabilities

The carrying value/fair value of financial instruments by categories as of March 31, 2026 is as follows:

₹ lakhs						
Particulars	Fair value through profit or loss	Fair value through other comprehensive income	Derivative instruments in hedging relationship	Derivative instruments not in hedging relationship	Amortised cost	Total carrying value
<b>Assets:</b>						
Investments*	-	-	-	-	-	-
Trade receivables						
Billed	-	-	-	-	88,965.66	<b>88,965.66</b>
Unbilled	-	-	-	-	18,970.91	<b>18,970.91</b>
Cash and cash equivalents	-	-	-	-	19,452.12	<b>19,452.12</b>
Other bank balances	-	-	-	-	1,47,411.39	<b>1,47,411.39</b>
Loans receivables	-	-	-	-	413.39	<b>413.39</b>
Other financial assets	-	-	-	30.49	61,875.14	<b>61,905.63</b>
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30.49</b>	<b>3,37,088.61</b>	<b>3,37,119.10</b>
<b>Liabilities:</b>						
Lease Liabilities	-	-	-	-	16,227.63	<b>16,227.63</b>
Trade payables	-	-	-	-	12,034.77	<b>12,034.77</b>
Other financial liabilities	-	-	-	946.44	12,633.78	<b>13,580.22</b>
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>946.44</b>	<b>40,896.18</b>	<b>41,842.62</b>

Notes forming part of the financial statements (contd.)

The carrying value/fair value of financial instruments by categories as of March 31, 2025 is as follows:

₹ lakhs						
Particulars	Fair value through profit or loss	Fair value through other comprehensive income	Derivative instruments in hedging relationship	Derivative instruments not in hedging relationship	Amortised cost	Total carrying value
<b>Assets:</b>						
Investments*	-	-	-	-	-	-
Trade receivables						
Billed	-	-	-	-	80,185.31	<b>80,185.31</b>
Unbilled	-	-	-	-	16,967.27	<b>16,967.27</b>
Cash and cash equivalents	-	-	-	-	13,527.66	<b>13,527.66</b>
Other bank balances	-	-	-	-	1,47,111.67	<b>1,47,111.67</b>
Loans receivables	-	-	-	-	372.06	<b>372.06</b>
Other financial assets	-	-	-	418.26	41,656.43	<b>42,074.69</b>
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>418.26</b>	<b>2,99,820.40</b>	<b>3,00,238.66</b>
<b>Liabilities:</b>						
Lease Liabilities	-	-	-	-	19,229.08	<b>19,229.08</b>
Trade payables	-	-	-	-	12,300.92	<b>12,300.92</b>
Other financial liabilities	-	-	-	405.37	8,805.24	<b>9,210.61</b>
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>405.37</b>	<b>40,335.24</b>	<b>40,740.61</b>

\*value is less than a lakh

#### (b) Fair value hierarchy:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The investments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range.

Notes forming part of the financial statements (contd.)

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosures are required):

₹ lakhs				
As at March 31, 2026	Level 1	Level 2	Level 3	Total
<b>Financial assets/liabilities:</b>				
Fair value of foreign exchange derivative assets	-	30.49	-	<b>30.49</b>
Fair value of foreign exchange derivative liabilities	-	946.44	-	<b>946.44</b>
₹ lakhs				
As at March 31, 2025	Level 1	Level 2	Level 3	Total
<b>Financial assets/liabilities:</b>				
Fair value of foreign exchange derivative assets	-	418.26	-	<b>418.26</b>
Fair value of foreign exchange derivative liabilities	-	405.37	-	<b>405.37</b>

#### (c) Financial risk management

The Company is exposed primarily to fluctuations in credit, liquidity and market risks, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which covers risks associated with the financial assets and financial liabilities. The risk management policy is approved by the Board of Directors. The focus of risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Company.

#### (d) Interest rate risk

The Company's investments are primarily in fixed rate interest bearing fixed deposits with banks. Hence the Company is not significantly exposed to interest rate risk.

#### (e) Credit risk

Credit risk is the risk of financial loss arising from counter party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, derivative financial instruments, cash and cash equivalents, other bank balances and other financial assets. Other bank balances include bank deposits include an amount of ₹ 1,87,300.00 lakhs (Previous year ₹ 1,58,310.00 lakhs) held with five scheduled banks having high credit-rating which are individually in excess of 10% or more of the Company bank deposits for the year ended March 31, 2026. Trade receivables- billed and Trade receivables-unbilled include an amount of ₹ 31,041.47 lakhs (Previous year ₹ 26,559.60 lakhs) held with two customers having high credit-rating which are individually in excess of 10% or more of Company Trade receivables- billed and Trade receivables- unbilled for the year ended March 31, 2026.

Notes forming part of the financial statements (contd.)

#### Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to the credit risk was ₹ 3,37,119.10 lakhs and ₹ 3,00,238.66 lakhs as at March 31, 2026 and March 31, 2025, respectively, being the total of the carrying amount of balances principally with banks, other bank balances, Trade receivables- billed and Trade receivables- unbilled and other financial assets. The Company's exposure to customers is diversified and except two customers, no single customer contributes to more than 10% and 10% of Trade receivables- billed and Trade receivables- unbilled as at March 31, 2026 and March 31, 2025, respectively.

#### Geographic concentration of credit risk

The Company also has a geographic concentration of Trade receivables- billed and Trade receivables- unbilled (gross and net of allowances) as given below:

Geographic concentration of credit risk is allocated based on the location of the customers.

₹ lakhs

Country	As at March 31, 2026		As at March 31, 2025	
	Gross %	Net %	Gross %	Net %
Europe	37.27%	37.70%	34.05%	34.05%
United States of America	17.35%	17.67%	31.45%	31.61%
India	1.45%	1.48%	18.66%	18.50%
Others	43.93%	43.15%	15.84%	15.84%

The allowance for lifetime expected credit loss on trade receivables for the years ended March 31, 2026 and March 31, 2025 was ₹ 2,242.10 lakhs and ₹ 529.26 lakhs, respectively. The reconciliation of allowance for doubtful trade receivables is as follows:

₹ lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Balance at the beginning of the year</b>	<b>725.70</b>	<b>815.39</b>
Change during the year	1,516.40	584.28
Bad debts written off	-	(673.97)
<b>Balance at the end of the year</b>	<b>2,242.10</b>	<b>725.70</b>

#### (f) Liquidity risk:

Liquidity risk refers to the risk that Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and to ensure that sufficient funds are available for use as per requirements.

The Company consistently generates sufficient cash flows from operations to meet its financial obligations as and when they fall due.

Notes forming part of the financial statements (contd.)

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2026

₹ lakhs

Non-derivative financial liabilities:	Contractual cash flows				Total
	Carrying amount	Due in year 1	Due in 2- 3 years	More than 3 years	
Trade payables	12,034.77	12,034.77	-	-	12,034.77
Other financial liabilities	13,580.22	13,580.22	-	-	13,580.22
Lease liabilities	16,227.63	6,809.53	9,201.84	2,218.82	18,230.19
<b>Total</b>	<b>41,842.62</b>	<b>32,424.52</b>	<b>9,201.84</b>	<b>2,218.82</b>	<b>43,845.18</b>

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2025

₹ lakhs

Non-derivative financial liabilities:	Contractual cash flows				Total
	Carrying amount	Due in year 1	Due in 2- 3 years	More than 3 years	
Trade payables	12,300.92	12,300.92	-	-	12,300.92
Other financial liabilities	9,210.61	9,210.61	-	-	9,210.61
Lease liabilities	19,229.08	6,284.13	10,890.27	5,349.92	22,524.32
<b>Total</b>	<b>40,740.61</b>	<b>27,795.66</b>	<b>10,890.27</b>	<b>5,349.92</b>	<b>44,035.85</b>

#### (g) Market risk

##### (a) Foreign currency exchange rate risk:

The fluctuation in foreign currency rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the Company.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar, Great Britain Pound and Euro against the functional currency of the Company.

The Company, as per its risk management policy, uses derivative instruments primarily to cover the exchange rate risks. Further, any movement in the foreign currency of the various operations of the Company against major foreign currencies may impact Company's revenue in international business.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange risk. It covers a part of these risks by using derivative financial instruments in line with its risk management policies.

Notes forming part of the financial statements (contd.)

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rates shift of all the currencies by 10% against the functional currency of the Company.

The following analysis has been worked out based on the net exposures of the Company as of the date of balance sheet which could affect the statement of profit and loss and other comprehensive income and equity. Further the exposure indicated below is mitigated by some of the derivative contracts entered into by the Company.

The following table sets forth information relating to foreign currency exposures as at March 31, 2026 and March 31, 2025.

₹ lakhs

As at March 31, 2026	US\$	GBP	EUR	Others*	Total
Trade payables	2,020.74	675.39	433.93	401.34	<b>3,531.40</b>
Trade receivables	27,831.68	27,973.76	8,607.39	7,980.86	<b>72,393.69</b>
Cash and Bank Balances	9,979.03	2,360.61	1,479.18	2,788.24	<b>16,607.06</b>
Other financial assets	264.71	1,934.24	8.99	84.77	<b>2,292.71</b>
Other financial liabilities	7,241.05	2,742.53	641.01	396.02	<b>11,020.61</b>

₹ lakhs

As at March 31, 2025	US\$	GBP	EUR	Others*	Total
Trade payables	1,976.96	435.41	415.68	495.67	<b>3,323.72</b>
Trade receivables	27,763.09	21,133.57	6,890.73	6,828.27	<b>62,615.66</b>
Cash and Bank Balances	5,085.34	2,402.35	682.94	3,129.42	<b>11,300.05</b>
Other financial assets	233.20	1,786.74	42.17	79.12	<b>2,141.23</b>
Other financial liabilities	4,060.94	2,046.33	174.48	336.79	<b>6,618.54</b>

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease/increase in the Company's profit before tax by approximately ₹ 6,991.02 lakhs for the year ended March 31, 2026 and ₹ 6,635.62 lakhs for the year ended March 31, 2025 respectively.

\*Others include AED, AUD, CAD, JPY, KRW, MYR, SGD, ZAR etc.

The Company uses various derivative financial instruments governed by policies approved by the board of directors such as foreign exchange forward and option contracts to manage and mitigate its exposure to foreign exchange rates. The counter party is generally a bank. The Company can enter into contracts for period up to one year.

Notes forming part of the financial statements (contd.)

The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding:

Foreign Currency	March 31, 2026		
	No of contracts	Notional amount of contracts (Currency value in lakhs)	Fair Value ₹ lakhs
US Dollar	150	204.00	(536.43)
Sterling Pound	150	172.50	(296.22)
Euro	111	64.50	(80.45)
JPY	99	7,860.00	(17.07)
ZAR	9	270.00	14.22

Foreign Currency	March 31, 2025		
	No of contracts	Notional amount of contracts (Currency value in lakhs)	Fair Value ₹ lakhs
US Dollar	174	213.75	256.49
Sterling Pound	165	178.50	(225.69)
Euro	102	61.75	(68.23)
JPY	153	7,320.00	38.75
ZAR	6	135.00	11.57

### 31 RELATED PARTY TRANSACTIONS

The Company's material related party transactions and outstanding balances are with its group companies with whom the Company routinely enters into transactions in the ordinary course of business.

Names of related parties	Description of relationship
Tata Sons Private Limited	Company with Controlling Interest
Mr. Manoj Raghavan, Managing Director	Key Managerial Personnel
Mr. Gaurav Bajaj, Chief Financial Officer	Key Managerial Personnel
Mrs. Cauveri Sriram, Company Secretary (till July 04, 2025)	Key Managerial Personnel
Mrs. Sneha Vijaya Kumar, Company Secretary (w.e.f July 07, 2025)	Key Managerial Personnel
Mr. Adarsh Narayan Ganapathy (till June 27, 2025)	Relative of Key Managerial Personnel.
<b>Non-Executive Directors</b>	
Mr. N.G.Subramaniam	Key Managerial Personnel
Mr. Ankur Verma	Key Managerial Personnel
Mr. Soumitra Bhattacharya	Key Managerial Personnel
Mrs. Ashu Suyash	Key Managerial Personnel

Notes forming part of the financial statements (contd.)

Notes forming part of the financial statements (contd.)

Names of related parties	Description of relationship
Prof. Anurag Kumar	Key Managerial Personnel
Tata Elxsi (India) Ltd. Employees Gratuity Fund	Post-employment benefit plans of the Company
Tata Elxsi (India) Ltd. Employees Provident Fund	
Tata Elxsi (India) Ltd. Employees Superannuation Fund	
Bowler Motors Limited	Group entities (Wherever there are transactions)
Jaguar Land Rover Limited	
Air India Limited	
Indusface Private Limited	
Jaguar Land Rover Hungary KFT	
OASIS Smart SIM Europe SAS	
Tata Advanced Systems Limited	
Tata Aia Life Insurance Company Limited	
Tata Aig General Insurance Company Limited	
Tata Autocomp Systems Limited	
Tata Capital Limited	
Tata Chemicals Limited	
Tata Communications Limited	
Tata Consultancy Services Limited	
Tata Consumer Products Limited	
Tata International Limited	
Tata Limited	
Tata Motors Limited	
Tata Motors Passenger Vehicles Limited	
The Tata Power Company Limited	
Tata Steel Limited	
Tata Technologies Europe Limited	
Tata Technologies Limited	
Tata Technologies Pte Limited	
Tata Teleservices (Maharashtra) Limited	
Tata Teleservices Limited	
Tata Motors Body Solutions Limited	
Tata Passenger Electric Mobility Limited	
Tata Technologies GmbH	
TACO EV Component Solutions Private Limited	

Names of related parties	Description of relationship
Innovative Retail Concepts Private Limited	Group entities (Wherever there are transactions)
Jaguar Land Rover Ireland (Services) Limited	
Piem Hotels Limited	
Tejas Networks Limited	
Voltas Limited	
The Indian Hotels Company Limited	
Roots Corporation Limited	
One Bangalore Luxury Projects LLP	
Tata Motors Insurance Broking and Advisory Services Limited	
Infopark Properties Limited	
Novamesh Limited	
Tata Consultancy Services Argentina Sociedad Anonima	
TACO Air International Thermal Systems Private Limited	
Titan Engineering & Automation Limited	
Tata Industries Limited	
Ecofirst Services Limited	
Agratas Energy Storage Solutions Private Limited	
Agratas Limited	
Tata Ficosa Automotive Systems Private Limited	
Tata Power Renewable Energy Limited	
Tata BlueScope Steel Private Limited	
Tata Tele NXTGEN Solutions Limited	
TitanX Engine Cooling Inc.	

**Details of related party transactions:**

The transactions during the year ended March 31, 2026 and balances outstanding as at March 31, 2026.

₹ lakhs

Particulars	Company with significant influence	Key Managerial Personnel	Relative of Key Managerial Personnel	Subsidiaries of Tata Sons Private Limited	Other related parties	Total
Revenue from operations	-	-	-	1,01,734.48	-	1,01,734.48
Dividend paid	19,721.45	1.71	-	790.24	-	20,513.40
Purchase of goods, services (including reimbursement)	-	-	-	6,749.22	-	6,749.22

Notes forming part of the financial statements (contd.)

Notes forming part of the financial statements (contd.)

₹ lakhs

Particulars	Company with significant influence	Key Managerial Personnel	Relative of Key Managerial Personnel	Subsidiaries of Tata Sons Private Limited	Other related parties	Total
Receiving of services (Brand fee and other services)	990.53	-	-	-	-	990.53
Remuneration and commission (refer note-1 below)	-	1,477.37	15.64	-	-	1,493.01
Contribution to employees' post employment plan	-	-	-	-	11,855.46	11,855.46
<b>Balances outstanding at the end of the year:</b>						
Trade Receivable	-	-	-	35,180.63	-	35,180.63
Trade Payable	989.72	-	-	967.69	-	1,957.41
Other payables	-	922.43	-	-	950.10	1,872.53

The transactions during the year ended March 31, 2025 and balances outstanding as at March 31, 2025.

₹ lakhs

Particulars	Company with significant influence	Key Managerial Personnel	Relative of Key Managerial Personnel	Subsidiaries of Tata Sons Private Limited	Other related parties	Total
Revenue from operations	-	-	-	1,07,982.64	-	1,07,982.64
Dividend paid	18,406.68	1.43	-	737.56	-	19,145.67
Purchase of goods, services (including reimbursement)	-	-	-	6,436.04	-	6,436.04
Receiving of services (Brand fee and other services)	960.93	-	-	-	-	960.93
Remuneration and commission (refer note-1 below)	-	1,569.29	45.30	-	-	1,614.59
Contribution to employees' post employment plan	-	23.95	-	-	11,888.37	11,912.32
<b>Balances outstanding at the end of the year:</b>						
Trade Receivable	-	-	-	23,668.07	-	23,668.07
Trade Payable	932.45	-	-	667.66	-	1,600.11
Other payables	-	1,035.00	-	-	964.43	1,999.43

Transactions with key management personnel are as follows:

₹ lakhs

	Year ended March 31, 2026	Year ended March 31, 2025
Short-term benefits	1,384.39	1,503.22
Employee share based payments	92.98	66.07
Dividend paid during the year	1.71	1.43
Post-employment benefits	25.71	23.95
	<b>1,504.79</b>	<b>1,594.67</b>

Note-1: The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

Note-2: All transactions with these related parties are priced on an arm's length basis.

**32 IND AS 116**

Lease contracts entered by the Company majorly pertains for Land &amp; buildings taken on lease to conduct its business in the ordinary course. The leases typically run for a period of 2 to 10 years, with an option to renew the lease after that date. Typically lease payments are renegotiated at the time of renewal.

**a. Right of use assets**

₹ lakhs

Particulars	As at March 31, 2026			Particulars	As at March 31, 2025		
	Land and buildings	Vehicle Lease	Total		Land and buildings	Vehicle Lease	Total
<b>I. Gross carrying amount</b>				<b>I. Gross carrying amount</b>			
a. Balance as at April 01, 2025	27,883.15	909.64	28,792.79	a. Balance as at April 01, 2024	27,495.81	643.93	28,139.74
b. Additions to right of use asset	2,057.07	188.72	2,245.79	b. Additions to right of use asset	907.92	431.27	1,339.19
c. Less: Modifications/ terminations/Retirement of leases	1,251.36	256.49	1,507.85	c. Less: Modifications/ terminations/Retirement of leases	520.58	165.56	686.14
<b>Balance as at March 31, 2026</b>	<b>28,688.86</b>	<b>841.87</b>	<b>29,530.73</b>	<b>Balance as at March 31, 2025</b>	<b>27,883.15</b>	<b>909.64</b>	<b>28,792.79</b>
<b>II. Accumulated depreciation</b>				<b>II. Accumulated depreciation</b>			
a. Balance as at April 01, 2025	13,007.52	277.82	13,285.34	a. Balance as at April 01, 2024	8,895.06	216.63	9,111.69
b. Depreciation charge for the year	4,691.79	238.21	4,930.00	b. Depreciation charge for the year	4,555.00	193.07	4,748.07
c. Less: Modifications/ terminations/Retirement of leases	1,254.74	145.05	1,399.79	c. Less: Modifications/ terminations/Retirement of leases	442.54	131.88	574.42
<b>Balance as at March 31, 2026</b>	<b>16,444.57</b>	<b>370.98</b>	<b>16,815.55</b>	<b>Balance as at March 31, 2025</b>	<b>13,007.52</b>	<b>277.82</b>	<b>13,285.34</b>
<b>III. Net carrying amount (I-II)</b>	<b>12,244.29</b>	<b>470.89</b>	<b>12,715.18</b>	<b>III. Net carrying amount (I-II)</b>	<b>14,875.63</b>	<b>631.82</b>	<b>15,507.45</b>

Notes forming part of the financial statements (contd.)

Other disclosure w.r.t. leases:

- Interest expense (included in finance cost) for the year ended March 31, 2026 amounts to ₹ 1,447.33 lakhs (Previous year ₹ 1,753.20 lakhs)
- The total cash outflow for the year ended March 31, 2026 amounts to ₹ 6,590.84 lakhs (Previous year ₹ 6,122.41 lakhs)
- The Company incurred ₹ 540.80 lakhs for the year ended March 31, 2026 towards expenses relating to lease of low-value assets (Previous year ₹ 585.49 lakhs)

**b. Lease liabilities**

Maturity analysis – contractual undiscounted cash flows

₹ lakhs

Year	Contractual cash flows				
	Carrying amount	Total	0-1 years	1-5 years	5 years and above
2025-26	16,227.63	18,230.19	6,809.53	11,176.47	244.19
2024-25	19,229.08	19,229.08	5,297.82	13,429.37	501.89

**c. Reconciliation of lease liabilities**

₹ lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at beginning of the year	19,229.08	22,398.14
Additions during the year	2,034.24	1,319.46
Finance cost paid	1,447.33	1,753.76
Repayment of lease liabilities during the year	(6,590.84)	(6,122.41)
Other non-cash movements	107.82	(119.87)
Balance as at end of the year	16,227.63	19,229.08

**33 CONTINGENT LIABILITIES AND COMMITMENTS**

₹ lakhs

Contingent liabilities and commitments (to the extent not provided for)	As at March 31, 2026	As at March 31, 2025
(i) Contingent liabilities:		
Claims against the Company not acknowledged as debt		
Disputed demands for Income Tax aggregates.	67.29	67.29
(ii) Capital Commitments:		
Estimated amount of contracts remaining to be executed on capital accounts and not provided for		
Property, plant and equipment	701.00	236.93

Notes forming part of the financial statements (contd.)

**34 CORPORATE SOCIAL RESPONSIBILITY**

- Gross amount required to be spent by the Company during the year ₹ 1,653.82 lakhs (Previous year ₹ 1,532.45 lakhs)
- Amount spent during the year:

₹ lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(i) Amount required to be spent by the Company during the year	1,653.82	1,532.45
(ii) Amount approved by the Board to be spent during the year	1,653.82	1,532.45
(iii) Amount of expenditure incurred on:		
a) Construction/acquisition of any asset	-	-
b) On purposes other than (a) above	1517.64*	1349.77*
(iv) Shortfall at the end of the year	136.18	182.68
(v) Total of previous years shortfall	136.18	209.58
(vi) Reason for shortfall	Project in progress	Project in progress
(vii) Nature of CSR activities	Promoting Health care and Education	Promoting Health care and Education
(viii) Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard	-	-

\*Includes overhead expense of ₹ 61.98 lakhs (Previous year ₹ 67.17 lakhs)

- Details of unspent obligations

₹ lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(i) Opening Balance:		
With Company	182.68	127.06
In separate CSR A/c	26.90	-
(ii) Amount required to be spent by the Company during the year	1,653.82	1,532.45
(iii) Amount spent during the year:		
From Company's Bank A/c	1,517.64	1,349.77
From Separate CSR A/c	209.58	100.16
(iv) Closing Balance:		
With Company	136.18	182.68
In separate CSR A/c	-	26.90

Notes forming part of the financial statements (contd.)

### 35 IND AS 115 - REVENUE

#### a. Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

Particulars	₹ lakhs	
	March 31, 2026	March 31, 2025
Trade receivables		
Billed	88,965.66	80,185.31
Unbilled	18,970.91	16,967.27
Contract assets	11,875.72	10,405.91
Contract liabilities	9,886.38	4,971.38

The following table discloses the movement in contract assets during the year ended March 31, 2026 and March 31, 2025.

Contract assets	₹ lakhs	
	March 31, 2026	March 31, 2025
<b>Balance at the beginning of the year</b>	<b>10,405.91</b>	<b>9,622.23</b>
Increase due to revenue recognised during the year, excluding amounts billed during the year	61,279.41	64,263.92
Invoices raised that were included in the contract assets balance at the beginning of the year	(60,455.64)	(63,559.09)
Translation exchange difference	646.04	78.40
<b>Balance at the end of the year</b>	<b>11,875.72</b>	<b>10,405.91</b>

The following table discloses the movement in contract liabilities during the year ended March 31, 2026 and March 31, 2025.

Contract assets	₹ lakhs	
	March 31, 2026	March 31, 2025
<b>Balance at the beginning of the year</b>	<b>4,971.38</b>	<b>5,212.95</b>
Revenue recognised that was included in the contract liability balance at the beginning of the year	(56,521.82)	(43,627.57)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	61,084.83	43,482.47
Translation exchange difference	351.99	(96.47)
<b>Balance at the end of the year</b>	<b>9,886.38</b>	<b>4,971.38</b>

During the years ended March 31, 2026 and March 31, 2025 ₹ 23,430.80 lakhs and ₹ 23,474.13 lakhs of unbilled revenue (including Contract assets) pertaining to fixed price and fixed time frame contracts as of April 01, 2025 and April 01, 2024, respectively, has been reclassified to trade receivables upon billing

Notes forming part of the financial statements (contd.)

to customers on completion of milestones. During the years ended March 31, 2026 and March 31, 2025 the Company recognised revenue of ₹ 4,654.59 lakhs and ₹ 5,276.56 lakhs arising from opening unearned revenue as of April 01, 2025 and April 01, 2024, respectively.

#### b. Remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialised and adjustments for currency.

Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognised corresponds directly with the value to the customer of the Company's performance completed to date, typically those contracts where invoicing is on time and material, unit price basis and no information is provided about remaining performance obligations at March 31, 2026 that have an original expected duration of one year or less, as allowed by Ind AS 115.

The aggregate value of performance obligations that are completely or partially unsatisfied as of March 31, 2026 is ₹ 33,228.94 lakhs (March 31, 2025: ₹ 18,656.24 lakhs). Out of this, the Company expects to recognise revenue of around 44.64% (March 31, 2025: 89.97%) within the next one year and the remaining thereafter. This includes contracts that can be terminated for convenience without a substantive penalty since, based on current assessment, the occurrence of the same is expected to be remote.

### 36 DISCLOSURES REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Particulars	₹ lakhs	
	March 31, 2026	March 31, 2025
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	527.30	1,150.71
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed date during the year.	70.69	198.25
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-

Notes forming part of the financial statements (contd.)

Notes forming part of the financial statements (contd.)

Particulars	₹ lakhs	
	March 31, 2026	March 31, 2025
(v) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

### 37 SEGMENT INFORMATION

The Chief Executive Officer and Managing Director of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108 - operating segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by industry classes. Accordingly, the segment information has been presented for industry classes.

The Company has identified business segments as its primary segment. Business segments are primarily system integration & support and software development & services.

Each segment item reported is measured at the measure used to report to the CODM for the purposes of making decisions about allocating resources to the segment and assessing its performance.

Revenues and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities of the Company are used interchangeably amongst segments. Allocation of such assets and liabilities is not practicable and any forced allocation would not result in any meaningful segregation. Hence, assets and liabilities have not been identified to any of the reportable segments.

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
<b>Segment revenue</b>		
Software development & services	3,66,479.87	3,62,329.70
System integration & support services	9,262.50	10,575.13
<b>Total</b>	<b>3,75,742.37</b>	<b>3,72,904.83</b>
<b>Segment results</b>		
Software development & services	1,14,902.46	1,27,776.64
System integration & support services	639.27	1,638.26
<b>Total</b>	<b>1,15,541.73</b>	<b>1,29,414.90</b>

	₹ lakhs	
	Year to date ended March 31, 2026	Year to date ended March 31, 2025
Less: Finance costs	1,622.89	1,898.14
Less: Unallocable expenditure (net of unallocable income)*	31,407.93	24,676.36
<b>Profit before tax</b>	<b>82,510.91</b>	<b>1,02,840.40</b>
Tax expense	19,667.88	24,346.72
<b>Net profit for the year</b>	<b>62,843.03</b>	<b>78,493.68</b>

\*Includes exceptional item of ₹ 9,568.88 lakhs

The geographic segments individually contributing 10 percent or more of the Company's revenues are shown separately:

Geographic wise Segment Revenues	₹ lakhs	
	For the year ended March 31, 2026	For the year ended March 31, 2025
India	69,971.97	80,904.84
US	1,15,163.14	1,17,506.63
Europe	1,42,676.59	1,32,409.68
Others	47,930.67	42,083.68
<b>Total</b>	<b>3,75,742.37</b>	<b>3,72,904.83</b>

#### Information about major customers:

The revenues of ₹ 3,66,479.87 lakhs (Previous year ₹ 3,62,329.70 lakhs) arising from the software development and services segment includes ₹ 1,38,106.27 lakhs (Previous year ₹ 1,35,323.92 lakhs) representing revenue of more than 10% of the total revenue of the Company is from two customers.

### 38 PERFORMANCE STOCK OPTION PLAN (PSOP)

#### Performance Stock Option Plan (PSOP) - 2023 (the Plan)

Effective March 04, 2023, the Company instituted the Plan. The Board of Directors of the Company and shareholders authorised to introduce, offer, issue and provide share based options to eligible employees of the Company at its meeting held on January 25, 2023 and March 04, 2023 respectively. The maximum number of shares under the 2023 plan shall not exceed 3,11,000 equity shares. Further, the maximum number of Options that can be granted to any specific Employee during the tenure of this Plan shall not exceed 20,000 Options.

The options would vest on achievement of defined performance parameters as determined by Nomination and Remuneration committee. The performance parameters are based on operating performance metrics of the company as decided by Nomination and Remuneration committee. Each of the performance parameters will be distinct for the purpose of calculation of the quantity of the shares to vest based on performance. The instruments generally vests at 30-30-40 ratio over 12 to 36 months from the date of grant. Each option carries with a right to purchase one equity share of the Company at exercise price determined by

Notes forming part of the financial statements (contd.)

Nomination and Remuneration committee at the time of grant. The exercise period is twelve months from the respective date of vesting or within three months from the resignation of employee whichever is earlier. The movements in the options granted under the PSOP 2023 the Plan are set out below:

PSOP 2023 the Plan	Year ended March 31, 2026		Year ended March 31, 2025	
	No. of options	Weighted Average Exercise Price (₹)	No. of options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning	72,709	10.00	45,723	10.00
Granted	48,970	10.00	43,169	10.00
Exercised	12,459	10.00	8,165	10.00
Lapsed	13,634	10.00	8,018	10.00
<b>Options outstanding at the end</b>	<b>95,586</b>	<b>10.00</b>	<b>72,709</b>	<b>10.00</b>
<b>Exercisable at the end</b>	<b>4,115</b>	<b>10.00</b>	<b>2,008</b>	<b>10.00</b>

The weighted average fair value of stock options granted during the year was ₹ 6,148.31. The Black-Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

PSOP 2023 the plan	Year ended March 31, 2026	Year ended March 31, 2025
Exercise Price (₹)	10.00	10.00
Expected Volatility	35.45%	38.84%
Life of the options granted in years	3.00	3.00
Average risk-free interest rate	6.30%	7.01%
Expected dividend rate	1.20%	0.99%

Total employee compensation cost pertaining to PSOP 2023 the Plan during the year is ₹ 1,357.09. The weighted average remaining contractual life is of 1.00 years (March 31, 2025: 1.13 years).

Additionally, under the existing PSOP 2023 the Plan, during the current year the Company granted 6,260 options to the key management personnel (Refer Note 31).

- 39 The Company had in the earlier years entered into incubation agreement for providing services pertaining to promotion of business of the entrepreneurs and also providing infrastructure facilities and resources. In consideration for the services rendered shares has been allocated/transferred as under. These investments are valued at fair value through profit and loss.

Name of the Company	No shares allotted/transferred	Face value of shares (₹)
Big V Telecom Private Limited	22,250	10.00
Sismatik Solutions Private Limited	1,000	10.00
Street Smart Mobile Technologies Private Limited	2,000	10.00

Considering probability of successful outcome of such development and the ability of these entities to commercialise the product being developed, as a matter of prudence the Company has recorded these investments at ₹ 1/-.

Notes forming part of the financial statements (contd.)

- 40 The sitting fee and commission for non-executive directors is ₹ 457.23 lakhs and ₹ 563.80 lakhs for the financial year 2025-26 and 2024-25 respectively.

#### 41 ADDITIONAL REGULATORY INFORMATION - ANALYTICAL RATIOS

Ratio	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	Variance %	Reason for variance
Current Ratio (in times) <sup>(1)</sup>	Total current assets	Total current liabilities	3.92	5.28	(26%)	
Debt-Equity Ratio (in times) <sup>(2)</sup>	Total debt consist of Lease liabilities	Total equity	0.05	0.07	(29%)	
Debt Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + finance cost + Other non-cash adjustments	Debt service = Interest & lease payments	11.20	14.84	(25%)	
Return on Equity Ratio (in%) <sup>(3)</sup>	Net Profit for the year	Average total equity	21.30	29.26	(27%)	
Trade Receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	3.66	3.84	(5%)	
Trade payables turnover ratio (in times)	Cost of materials consumed + Changes in inventories of stock-in-trade + Other expenses	Average trade payable	5.97	6.80	(12%)	
Net capital turnover ratio (in times)	Revenue from operations	Working capital (i.e., Total current assets less total current liabilities)	1.70	1.64	4%	
Net profit ratio (in %)	Net Profit for the year	Revenue from operations	16.73	21.05	(21%)	
Return on Capital employed (in %)	Profit before tax and finance cost	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	26.26	34.32	(23%)	
Return on investment (in %)	Income generated from treasury investments	Average invested funds in treasury investments	6.70	7.15	(6%)	

<sup>(1)</sup>due to the increase in current liabilities during the year.

<sup>(2)</sup>due to the decrease in lease liabilities and increase in retained earnings during the year.

<sup>(3)</sup>due to the decrease in Net Profit for the year as a result of an exceptional item due to new labour code.

Notes forming part of the financial statements (contd.)

#### 42 DIVIDENDS

During the year ended March 31, 2026, the Company paid total dividends at ₹ 75.00 (March 31, 2025 - ₹ 70.00) per equity share.

Dividends declared by the Company are based on the profit available for distribution.

43 The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

The Company has not traded or invested in Crypto currency or Virtual currency during the financial year.

The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the income tax act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

44 No funds have been advanced/loaned/invested (from borrowed funds or from share premium or from any other sources/kind of funds) by the Company to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Notes forming part of the financial statements (contd.)

45 Exceptional item pertains to one-time impact of New Labour Codes effective November 21, 2025, The Government of India has consolidated multiple existing labour legislations into a unified framework comprising four Labour Codes collectively referred to as the 'New Labour Codes'. Under Ind AS 19, changes to employee benefit plans arising from legislative amendments constitute a plan amendment, requiring recognition of past service cost immediately in the statement of profit and Loss.

The Company has considered restructured compensation of its employees and assessed the impact of the changes, consistent with the Labour Codes, draft rules, FAQs and legal opinion. The New Labour Codes has resulted in estimated one time increase in provision for employee benefits of the Company amounting to ₹ 9,568.88 lakhs and the same has been recognised as an exceptional items in the current year. The Company continues to monitor the finalisation of Central/State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

#### 46 SUBSEQUENT EVENT NOTE

On April 21, 2026, the Board of Directors of the Company have proposed a dividend of ₹ 75 per share in respect of the year ended March 31, 2026 subject to the approval of shareholders at the Annual General Meeting.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Ashish Chadha**

Partner

Membership No.: 500160

Bengaluru, April 21, 2026

For and on behalf of the Board

**N G Subramaniam**

Chairman

DIN: 0007006215

**Gaurav Bajaj**

Chief Financial Officer

**Manoj Raghavan**

Managing Director

DIN: 0008458315

**Sneha Vijaya Kumar**

Company Secretary

Bengaluru, April 21, 2026



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