



TERA SOFT

Redefining IT Solutions

TERA SOFTWARE LIMITED

Regd. Office : # 8-2-293/82/A/1107,

Road Number 55, Jubilee Hills,

Hyderabad, Telangana 500033.

Tel : +91-40-2354 7447

E-mail : info@terasoftware.in

www.terasoftware.com

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TERA SOFTWARE LIMITED HELD ON THURSDAY 17TH AUGUST, 2023 AT 11:00 A.M., AT JUBILEE HILLS INTERNATIONAL CENTRE, ROAD NO.14, JUBILEE HILLS, HYDERABAD-500 033, TELANGANA, INDIA.

Resolution 3: To appoint Mr. Tummala Madhu Mitra (DIN: 07124242), as a Director (Marketing) of the Company and fix his remuneration – Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 160, 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded to appoint Mr. Tummala Madhu Mitra (DIN: 07124242) as a Whole Time Director designated as Director (Marketing) of the Company as recommended by the Nomination and Remuneration Committee and Board, for a period of 5 (five) years with effect from 17th August, 2023 to 16th August, 2028, the period of his office shall be liable to retire by rotation, on the terms and conditions including remuneration, notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits.”

RESOLVED FURTHER THAT the remuneration payable to Mr. Tummala Madhu Mitra is as follows:

A) Salary and Perquisites:

Salary: Rs. 1,50,000/- (Rupees One Lakh Fifty thousand Only) per month with every year increment of 10%.

Perquisites:

B) The Director shall also be eligible to the following perquisites which are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013:

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.





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C) Other terms:

1. He shall be entitled to re-imbusement of actual out of pocket and/or entertainment expenses incurred in connection with the business of the Company.
2. As long as he functions as Whole-time Director, he shall not be paid any sitting fees to attend any meeting of the Board and/or Committee thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Tummala Madhu Mitra shall be entitled to receive remuneration including perquisites, etc., upto the limit as approved by the members herein above, as minimum remuneration upto 3 years.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary be and is hereby authorized severally to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

//Certified True Copy//
For TERA SOFTWARE LIMITED


CH. MALLIKARJUNA
Company Secretary
Mem. No. A47545

