

Integrated Governance

TERA SOFTWARE LIMITED

General information about company

Scrip code	533982	
NSE Symbol	TERASOFT	
MSEI Symbol	NOTLISTED	
ISIN	INE482B01010	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	31-12-2024	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	During the quarter beginning from 01.10.2024 to 31.12.2024, there was no event with respect to acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the company or any other restructuring.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	During the quarter beginning from 01.10.2024 to 31.12.2024, there was no event where any action(s) was taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against our company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	During the quarter beginning from 01.10.2024 to 31.12.2024, there were no updates to ongoing tax litigation(s) or dispute(s)
Risk management committee		
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	true	
SCORE Registration ID	t00405	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Annexure I to be submitted by listed entity on quarterly basis																							
I. Composition of Board of Directors																							
Disclosure of notes on composition of board of directors explanatory																							
Whether the listed entity has a Regular Chairperson						true																	
Whether Chairperson is related to MD or CEO						true																	
						Disqualification of Directors under section 164 of the Companies Act, 2013																	
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Tummala Gopichand	Executive Director	Chairperson	MD	false				Active	NA		26-09-1994	30-07-2021			1	0	0	0			
2	Mr	Tummala Madhu Mitra	Executive Director	Not Applicable		false				Active	NA		17-08-2023				1	0	0	0			
3	Mr	Tummala Bapaiah Chowdary	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		01-11-1999	09-09-2024			1	0	2	1			
4	Mr	Atluri Divakar	Non-Executive - Independent Director	Not Applicable		false				Active	NA		12-02-2021	30-07-2021		46	2	1	4	1			
5	Mr	Braja Bandhu Nayak	Non-Executive - Independent Director	Not Applicable		false				Active	NA		24-09-2022	24-09-2022		27	1	1	2	0			
6	Mrs	Vemuri Usha Rani	Non-Executive - Independent Director	Not Applicable		false				Active	NA		03-08-2024	09-09-2024		5	1	1	1	0			

Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					true	
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Atturi Divakar	Non-Executive - Independent Director	Chairperson	12-02-2021		
2	Tummala Bapaiah Chowdary	Non-Executive - Non Independent Director	Member	30-06-2020		
3	Braja Bandhu Nayak	Non-Executive - Independent Director	Member	14-02-2023		
4	Vemuri Usha Rani	Non-Executive - Independent Director	Member	01-10-2024		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Vemuri Usha Rani	Non-Executive - Independent Director	Chairperson	01-10-2024		
2	Braja Bandhu Nayak	Non-Executive - Independent Director	Member	01-10-2024		
3	Tummala Bapaiah Chowdary	Non-Executive - Non Independent Director	Member	30-09-2014		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Tummala Bapaiah Chowdary	Non-Executive - Non Independent Director	Chairperson	30-09-2014		
2	Braja Bandhu Nayak	Non-Executive - Independent Director	Member	14-11-2023		
3	Atluri Divakar	Non-Executive - Independent Director	Member	01-10-2024		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Braja Bandhu Nayak	Non-Executive - Independent Director	Chairperson	01-10-2024		
2	Atluri Divakar	Non-Executive - Independent Director	Member	12-02-2021		
3	Tummala Gopichand	Executive Director	Member	30-09-2014		

Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true
Sr	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	Tummala Gopichand	Borrowing Committee	Executive Director	Chairperson	
2	Braja Bandhu Nayak	Borrowing Committee	Non-Executive - Independent Director	Member	
3	Tummala Madhu Mitra	Borrowing Committee	Executive Director	Member	

Annexure I

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	03-08-2024			true	8	8	5
2	07-11-2024	95		true	6	6	3

Annexure I

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	03-08-2024				true	4	4	3	0
2	Audit Committee	07-11-2024	95			true	4	4	3	0

Annexure I**V. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Ch Mallikarjuna
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Signatory Details

Name of signatory	Ch Mallikarjuna
Designation of person	Company Secretary and Compliance Officer
Place	Hyderabad
Date	13-02-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0