

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh (27th) Annual General Meeting of the members of Tera Software Limited will be held on Friday, 30th July, 2021 at 11:00 AM through Video Conferencing/Other Audio Visual Means (VC/OAVM) from the registered office of the Company located at MCH No-8-2-293/82/a/1107, Road No-55, Plot No-1107, Jubilee Hills, Hyderabad-500033 (Deemed Venue), Telangana, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Report of Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mrs. Tummala Pavana Devi, Director (DIN: 00107698), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT Mrs. Tummala Pavana Devi, Director (DIN: 00107698), who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that her period of office be liable to retire by rotation."

SPECIAL BUSINESS:

3. **To approve the appointment of Mr. Divakar Atluri as an Independent Director.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Divakar Atluri (DIN: 00033386) who was appointed as an Additional Director of the Company w.e.f. 12th February, 2021 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds

office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of five (5) consecutive years commencing from 12th February, 2021 upto 11th February, 2026.

"RESOLVED FURTHER THAT Mr. Tummala Gopichand, Vice Chairman & Managing Director of the Company be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

"RESOLVED FURTHER THAT any one of the Director for the time being and Company Secretary be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

4. **To re-appoint Mr. Tummala Gopichand as a Vice Chairman and Managing Director (KMP).**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any

statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/ shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Tummala Gopichand (DIN: 00107795) as a Vice Chairman and Managing Director (Key Managerial Personnel) of the Company, for a period of five years from 1st September, 2021 to 31 August, 2026 as recommend/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 10th June, 2021, on the existing terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Tummala Gopichand, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Tummala Gopichand, Vice Chairman and Managing Director during the tenure of his appointment with authority to the Board or a Committee thereof to fix his salary within such maximum amount, with effect from 1st September, 2021 upto 3 years, in case of Company having no profit or inadequate profit in any financial year, pursuant to the provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized severally to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. To appoint Mr. Tammana Sivarama Prasad as an Independent Director.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with

Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Tammana Sivarama Prasad (DIN: 06405913), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Tammana Sivarama Prasad's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 30th July, 2021 upto 29th June, 2026.”

“RESOLVED FURTHER THAT Mr. Tummala Gopichand, Vice Chairman & Managing Director of the Company be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

“RESOLVED FURTHER THAT any one of the Director for the time being and Company Secretary be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required.”

6. To Sell Company's Land Situated at Annaram/ Gaghillapur Village:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), and the enabling

provisions in the Memorandum of Association and Article of Association of the Company, approval and consent of the members of the company be and is hereby accorded to the Board of Directors to sell and transfer the fixed asset including open land & ACC Shed of the Company situated in Survey Nos.179, 180, 180A, 181, 182, 184 & 184A, Annaram Village, Jinnaram Mandal, (Now it is Gummadidala Mandal), Medak District (Now it is Sangareddy District) & Survey Nos.219E, Gaghillapur Village, Qutubullapur Mandal (Now it is Dundigal Gandimaisamma Mandal & Municipality), Ranga Reddy District, (Now it is Medchal-Malkajgiri District), Telangana, extent of Ac. 13.31 Guntas, to any party at prevailing market price, on such terms and conditions as may be deemed fit by the Board.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to finalize, execute, to enter in to the agreement, contracts, deeds, undertakings, and other documents in respect thereof and seek the requisite approvals, consents and permissions as may be applicable.”

By Order of the Board of Directors
Sd/-

Tummala Gopichand

Place: **Hyderabad Vice Chairman and Managing Director**

Date: **10-06-2021**

DIN: 00107886

Notes:

1. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021 read along with the SEBI circular SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 ('said Circulars'), inter alia, whereby physical attendance of the members to the AGM venue shall not be required.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members, who have registered their e-mail IDs with the Company / their respective Depository Participants along with softcopy of the Notice.
3. In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014 read with the said Circulars, the Annual Report of the Company is being sent through email only to the members whose email address are registered with the Company/ Depositories, as the case may be. Member(s) however, are entitled to receive Annual Report in physical form, free of cost, on receipt of written request for the same. Members may also note that the Annual Report for the financial year 2020-2021 together with the Notice of 27th Annual General Meeting is also available on the website of the Company at www.terasoftware.com.
4. In accordance with the aforesaid Circulars, physical copy of the notice of the AGM and the annual report for the financial year 2020-21 will not be sent to members who have not registered their e-mail addresses with the company/depository participants.

- Further, Members who have not registered their e-mail address with the Company are requested to register the same by sending an email to M/s. Kfin Technologies Private Limited, Hyderabad-500032.
5. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
 7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. ("the Act").
 8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at terasoftware.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM free of cost. Members seeking to inspect such documents can send an email to companysecretary@terasoftware.in.
 10. The relevant details as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment and re-appointment are also annexed.
 11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
 12. The Register of Members and Share Transfer Books will remain closed from Friday, 23rd July, 2021 to Thursday, 29th July, 2021 (both days inclusive).
 13. Members holding shares in electronic form are requested to intimate any change in their address and / or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts immediately. The Members holding shares in physical form are requested to advise any change of address and/or bank mandate immediately to M/s. KFin Technologies Private Limited, Hyderabad-500032.
 14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit a certified copy of their PAN Card to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit certified copy of their PAN to M/s. Kfin Technologies Private Limited, Hyderabad-500032.
 15. The Securities and Exchange Board of India (SEBI) vide their Circular No. SEBI/HO/ MIRSD/ DOP1/ CIR/P/2018/73 dated 20.04.2018 has mandated that the following details of Shareholders must be updated with the Registrar and Share Transfer Agent (RTA) i.e. Folio No., DPID/Client ID, Name of the first security/es holder, Payee details, Bank name, Bank account, Bank branch of the holder of securities, MICR number and instructed the RTA's, Banks and Companies not to issue physical dividend warrants without bank details. Members are requested to avail the Electronic Clearing Service (ECS) facility for receiving dividend. Shareholders are requested to update the same with RTA and avoid withhold of dividends or transfer of dividends to Unpaid/ IEPF account.

16. 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 for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
18. Members wishing to claim dividends, which remain unclaimed from the financial year 2013-14, are requested to correspond with Mr. Ch. Mallikarjuna, Company Secretary, at the company's registered office. Shareholders are requested to note that dividends not encashed or claimed within 7 years from the date of transfer to the company's Unpaid Dividend Account, will as per the provisions of Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
19. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:
- (i) The voting period begins on 27th July, 2021 at 9.00 AM and ends on 29th July, 2021 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd July, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
 - (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 (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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first time user follow the steps given below:

For shareholders holding shares in Demat Form other than Individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	✓ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	✓ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the **EVSN** for **<Tera Software Limited>** on which you choose to vote.
 - (x) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
 - (xi) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
 - (xii) After selecting the resolution, you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
 - (xiii) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
 - (xiv) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
 - (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.
 - (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz ; companysecretary@terasoftware.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xvii) **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING ARE AS UNDER:**
1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@terasoftware.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@terasoftware.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

(xviii) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
20. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
21. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Item No.3: To approve the appointment of Mr. Divakar Atluri as an Independent Director

Mr. Divakar Atluri (DIN: 00033386), aged 64 years, was appointed as an Additional Director (Non-Executive & Independent) at the Board Meeting held on 12th February, 2021, based on the recommendation of Nomination and Remuneration Committee. Pursuant to Section 161 of the Act Mr. Divakar Atluri holds office as Director up to the date of the ensuing AGM and is eligible for appointment as a Director. Notice in writing under Section 160 of the Act has been received from a Member indicating its intention to propose Mr. Divakar Atluri for the office of the Director of the Company at the ensuing AGM.

The Company has received from Mr. Divakar Atluri (i) consent in writing to act as director in Form DIR 2 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, and (iv) a declaration to the effect that he meets the criteria of independence and he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as prescribed under the Act and the Listing Regulations and other related documents.

In the opinion of the Board, Mr. Divakar Atluri fulfills the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends his appointment as Non- Executive Independent Director for first term of 5 (five) consecutive years commencing from 12th February, 2021 up to 11th February, 2026.

Details as stipulated in Regulations 26(4) and 36 (3) of the Listing Regulations and as per Secretarial Standards – 2 on General Meetings is annexed and forms part of this AGM Notice.

Mr. Divakar Atluri and his relatives do not hold any shares in the Company and is not related with other Directors, Manager and other Key Managerial Personnel of the

Company.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. Divakar Atluri are concerned or interested, financial or otherwise, in the Resolution set out at an Item No.3.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members of the Company.

Item No.4: To re-appoint Mr. Tummala Gopichand as a Vice Chairman and Managing Director (KMP).

The members at their Annual General Meeting held on 30th September, 2016 approved the appointment and remuneration of the Vice Chairman & Managing Director for a period of five years w.e.f. 01st September, 2016 and his term is to be completed on 31st August, 2021.

The Nomination and Remuneration Committee on 10th June, 2021 considered the re-appointment and remuneration of Mr. Tummala Gopichand, Vice Chairman & Managing Director as his term is expiring on 31st August, 2021 and the Board of Directors at their meeting held on 10th June, 2021 approved the re-appointment for a period of five years and remuneration with effect from 01st September, 2021, subject to the approval of members.

The information in respect of terms of Remuneration & Perquisites is given below:

- i. Basic Salary: At the rate not exceeding Rs. 7,00,000/- per month
- ii. Perquisites:
 - a. Contributions to Provident Fund, Super Annuation fund as per the rules of the company.
 - b. Gratuity payable shall not exceed half month's salary for each completed year of service.
 - c. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the company
 - d. Free use of Company's car with driver for official purposes only
 - e. Free communication facilities like Telephones/ Mobiles/Fax at residence

Such other perquisites and allowances in accordance with the rules of the company or as may be agreed between the Board of Directors and Mr T.Gopichand.

The Board recommends the resolution at item No.4 of the Notice for approval of the shareholders by an ordinary resolution.

None of the directors are interested in the resolution as set out in the Item No.4 of the Notice except Mr. Tummala Gopichand, Vice Chairman & Managing Director being interested party, Mrs. Tummala Pavana Devi and Mr. Tummala Bapaiah Chowdary are interested, being relatives of Mr. Tummala Gopichand.

The detailed information as required by Schedule V, Part II, Section II (A) of the Companies Act, 2013, is furnished hereunder for the information of the members in due compliance of the provisions of the said schedule.

I GENERAL INFORMATION			
1	Nature of Industry	The Company operates in the areas of IT, ITES and various e-governance projects of Public Sector Undertakings, State Governments and Central Government of India. Your company implements the projects as System Integrator/PPP model (BOOT, BOO, BOMT)	
2	Date or expected date of commencement of commercial production	The Company has commenced its commercial activities w.e.f. 26.09.1994.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.	
4	Financial performance based on given indicators	As per Audited Financial Results F.Y.2020-21	
		Particulars	Rs.in lakhs
		Revenue	16393.54
		Profit before Tax	152.72
		Profit After Tax	84.30
5	Foreign investments or collaborators, if any.	The Company is a listed entity and around 1.60% of equity is held by NRIs.	
II INFORMATION ABOUT THE APPOINTEE:			
1	Background details	Mr. Tummala Gopichand - M.Tech in Electronics & Communication with 34+ years of experience in the IT industry. Worked with Electronic Corporation of India Limited for a period of 13 years. In ECIL, he was involved in the technical support of Main Frame Computers and participated in various projects like Power Plants Simulators at Rourkela, Demand Drafts Conciliation at State Bank of India, Delhi Electric Supply Undertaking. He had also extensively worked on Steel, Oil and Electricity projects. His leadership made this company as one of the pioneer in e-Governance projects and fast growing with domestic focus.	
2	Past remuneration	Salary Rs.7,00,000/- per month	
3	Recognition or awards	Nil	
4	Job profile and his suitability	Vice-Chairman & Managing Director and varied experience in the IT industry & related areas.	

5	Remuneration proposed	Where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate remuneration as specified in Schedule – V, Part-II, Section-II, Para-A of the Companies Act, 2013 or more with the approval of the Shareholders by passing a special resolution at the forthcoming general meeting.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration proposed is similar to the remuneration being drawn by persons with similar background in the IT. industry & related areas.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Tummala Gopichand holds 11,96,554 shares directly in the Company and 47,51,773 shares through his family and others aggregating to 47.54 % and he is relative to Mr. T. Bapaiah Chowdary, Mrs. T. Pavana Devi, Promoters/Directors of the Company and Mr. T. Madhu Mitra, employee of the Company.
III OTHER INFORMATION		
1	Reasons for loss or inadequate profits	To deliver the services of enrolment under the national prestigious projects NPR (National Population Register) and UIDAI project, the Company has built a huge IT infrastructure. Due to the huge capital employed for future business, there were increases in financial costs, depreciation and coverage of service tax to the projects resulted in lesser net profits.
2	Steps taken or proposed to be taken for improvement	Realisation of values to the extent of works executed by Tera Software will result in improvement of profit margins over a period of time.
3	Expected increase in productivity and profits in measurable terms	Same As above.

Item No.5: To appoint Mr. Tammana Sivarama Prasad as an Independent Director

Mr. Tammana Sivarama Prasad (DIN: 06405913), aged 65 years, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Tammana Sivarama Prasad's candidature for the office of Director, based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company at their Board Meeting held on 10th June, 2021, proposed to appoint Mr. Tammana Sivarama Prasad

as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 30th July, 2021 upto 29th June, 2026.” The Company has received from Mr. Tammana Sivarama Prasad (i) consent in writing to act as director in Form DIR 2 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, and (iv) a declaration to the effect that he meets the criteria of independence and he is not aware of any circumstance or situation, which exist or may be

reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as prescribed under the Act and the Listing Regulations and other related documents.

In the opinion of the Board, Mr. Tammana Sivarama Prasad fulfills the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends his appointment as Non- Executive Independent Director.

Details as stipulated in Regulations 26(4) and 36 (3) of the Listing Regulations and as per Secretarial Standards – 2 on General Meetings is annexed and forms part of this AGM Notice.

Mr. Tammana Sivarama Prasad and his relatives do not hold any shares in the Company and is not related with any other Directors, Manager and other Key Managerial Personnel of the Company.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. Tammana Sivarama Prasad are concerned or interested, financial or otherwise, in the Resolution set out at an Item No.5.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Members of the Company.

Item No.6: To Sell Company's Land Situated at Annaram/Gaghillapur Village:

The Management/Board is proposing to sell the above stated property which is leased out and not using for the purpose of the company's core activities and further the yield is less than the present bank interest paid by the company on its working capital limits. It is brought to notice of the shareholders that the price of the property has substantially increased. Upon selling this property not only it will help to repay the loans taken from Banks by pledging the same and also the surplus will be useful and augment the liquidity of the company for its smooth running of the core business.

Pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the Fixed assets including land and ACC Shed , situated in Survey Nos.179, 180, 180A, 181, 182, 184 & 184A, Annaram Village, Jinnaram Mandal, (Now it is Gummadidala Mandal), Medak District (Now it is Sangareddy District) & Survey Nos.219E, Gaghillapur Village, Qutubullapur Mandal (Now it is Dundigal Gandimaisamma Mandal & Municipality), Ranga Reddy District, (Now it is Medchal-Malkajgiri District), Telangana, extent of Ac. 13.31 Guntas, (Total land Ac.15.18.99 Gts - Sold out Area Ac.1-27 Gts 53 Sq.Yds).

The above resolution is recommended for your approval for passing this resolution at this ensuring Annual General Meeting. The Board recommended the special resolution set out at Item No.6 of the Notice for your approval. None of the Director is interested in said resolution.

BRIEF PROFILE OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Particulars	Item No. 2	Item No.3	Item No.4	Item No.5
Name of the Director	Mrs. Tummala Pavana Devi	Mr. Divakar Atluri	Mr. Tummala Gopichand	Mr. Tammana Sivarama Prasad
Director Identification Number (DIN)	00107698	00033386	00107886	06405913
Date of Birth	22-06-1962	28-05-1957	09-06-1959	08-07-1956
Nationality	Indian	Indian	Indian	Indian
Date of appointment on the Board	06-06-1995	12-02-2021	26-09-1994	NA

Particulars	Item No. 2	Item No.3	Item No.4	Item No.5
Qualification	B.Com.	B.Com., FCA	M.Tech	B. Tech.,
Nature of Expertise in specific Functional Areas	More than 22 years of extensive experience in Management	More than 37 years of experience in Practicing as a Chartered Accountant.	More than 34 years of experience in IT industry.	More than 42 years of experience in Banking and Financial Sector.
Terms and conditions of appointment/re-appointment	Non-Executive Director liable to retire by rotation	Independent Director not liable to retire by rotation	09-06-1959 Executive Director and KMP not liable to retire by rotation	Independent Director not liable to retire by rotation
Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company	Relative of Mr T.Gopichand (VCMD) and Mr T.Bapaiah Chowdary (NED)	Nil	Relative of Mrs T. Pavana Devi (NED) and Mr T.Bapaiah Chowdary (NED)	Nil
Names of other Listed Companies in which the person holds the Directorship	Nil	Nil	Nil	Nil
Number of memberships in Audit/ Stakeholder Committee(s) including this Listed entity	One	One	Nil	Nil
Details of Shares held in the Company	574760 (4.59%)	Nil	1196554 (9.56%)	Nil

By Order of the Board of Directors
Sd/-

Tummala Gopichand
Vice Chairman and Managing Director
DIN: 00107886

Place: Hyderabad
Date : 10th June, 2021