

General information about company

Scrip code	533982
NSE Symbol	TERASOFT
MSEI Symbol	NOTLISTED
ISIN	INE482B01010
Name of the entity	TERA SOFTWARE LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year Top 2000 listed entities	

Annexure I

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

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	TUMMALA GOPICHAND	ACJPT2176P	00107886	Executive Director	Chairperson MD		09-06-1959	NA		26-09-1994	30-07-2021		60	1	0	0	0		
2	Mrs	TUMMALA PAVANA DEVI	ABAPT0588P	00107698	Non-Executive - Independent Director	Not Applicable		22-06-1962	NA		06-06-1995	30-07-2021		1	0	1	0			
3	Mr	TUMMALA BAPALAH CHOWDARY	AATPT1029R	00107795	Non-Executive - Independent Director	Not Applicable		20-11-1957	NA		01-11-1999	31-10-2020		1	0	2	1			
4	Mr	HANUMAN CHOWDARY TRIPURANENI	ABKPT7960M	00107006	Non-Executive - Independent Director	Not Applicable		18-10-1931	Yes	10-04-2019	17-12-2001	26-09-2019		60	2	2	1	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	THOZUNAVOOR VELLAT LAKSHMI	ADHPT0120A	00003020	Non-Executive - Independent Director	Not Applicable		01-01-1959	NA		17-12-2001	26-09-2019		60	1	1	1	0		
6	Mr	DIVAKAR ATLURI	AAMPA4577A	00033386	Non-Executive - Independent Director	Not Applicable		28-05-1957	NA		12-02-2021	30-07-2021		60	1	1	1	1		
7	Mr	SIVARAMA PRASAD TAMMANA	AAWPT7436M	06405913	Non-Executive - Independent Director	Not Applicable		08-07-1956	NA		30-07-2021			60	1	1	1	0		

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson

Yes

Sr	DIN	Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00033386		DIVAKAR ATLURI	Non-Executive - Independent Director	Chairperson	12-02-2021		
2	00107006		HANUMAN CHOWDARY TRIPURANENI	Non-Executive - Independent Director	Member	26-09-2019		
3	00107795		TUMMALA BAPALAH CHOWDARY	Non-Executive - Non Independent Director	Member	30-06-2020		
4	06405913		SIVARAMA PRASAD TAMMANA	Non-Executive - Independent Director	Member	13-08-2021		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson

Yes

Sr	DIN	Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00107006		HANUMAN CHOWDARY TRIPURANENI	Non-Executive - Independent Director	Chairperson	26-09-2019		
2	00003020		THOZUNAVOOR VELLAT LAKSHMI	Non-Executive - Independent Director	Member	26-09-2019		
3	00107795		TUMMALA BAPALAH CHOWDARY	Non-Executive - Non Independent Director	Member	30-09-2014		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson

Yes

Sr	DIN	Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00107795		TUMMALA BAPALAH CHOWDARY	Non-Executive - Non Independent Director	Chairperson	30-09-2014		
2	00107698		TUMMALA PAVANA DEVI	Non-Executive - Non Independent Director	Member	30-09-2014		
3	00003020		THOZUNAVOOR VELLAT LAKSHMI	Non-Executive - Independent Director	Member	26-09-2019		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson

Sr	DIN	Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
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Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00107006	HANUMAN CHOWDARY TRIPURANENI	Non-Executive - Independent Director	Chairperson	26-09-2019		
2	00107698	TUMMALA PAVANA DEVI	Non-Executive - Non Independent Director	Member	30-09-2014		
3	00107886	TUMMALA GOPICHAND	Executive Director	Member	30-09-2014		
4	00033386	DIVAKAR ATLURI	Non-Executive - Independent Director	Member	12-02-2021		

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00107886	TUMMALA GOPICHAND	Borrowing Committee	Executive Director	Chairperson	
2	00107698	TUMMALA PAVANA DEVI	Borrowing Committee	Non-Executive - Non Independent Director	Member	
3	06405913	SIVARAMA PRASAD TAMMANA	Borrowing Committee	Non-Executive - Independent Director	Member	

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2021				Yes	7	4
2		14-02-2022	94		Yes	7	4

Annexure 1

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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	11-11-2021				Yes	4	3
2	Audit Committee	14-02-2022	94			Yes	4	3
3	Nomination and remuneration committee	14-02-2022				Yes	3	2
4	Stakeholders Relationship Committee	14-02-2022				Yes	3	1
5	Other Committee	27-01-2022		Borrowing Committee		Yes	3	1

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Annexure 1

VI. 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	Yes

2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 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.	Yes
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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory CH. MALLIKARJUNA	
2	Designation	Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes	www.terasoftware.com
2	Terms and conditions of appointment of independent directors	Yes	www.terasoftware.com
3	Composition of various committees of board of directors	Yes	www.terasoftware.com
4	Code of conduct of board of directors and senior management personnel	Yes	www.terasoftware.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.terasoftware.com
6	Criteria of making payments to non-executive directors	NA	
7	Policy on dealing with related party transactions	Yes	www.terasoftware.com
8	Policy for determining 'material' subsidiaries	NA	
9	Details of familiarization programmes imparted to independent directors	Yes	www.terasoftware.com

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.terasoftware.com
11	email address for grievance redressal and other relevant details	Yes		www.terasoftware.com
12	Financial results	Yes		www.terasoftware.com
13	Shareholding pattern	Yes		www.terasoftware.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.terasoftware.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.terasoftware.com
21	Materiality Policy as per Regulation 30	Yes		www.terasoftware.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.terasoftware.com

Annexure II

II. Annual Affirmations

Sr Particulars	Regulation Number	Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here.
1 Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2 Board composition	17(1), 17(1A) & 17(1B)	Yes
3 Meeting of Board of directors	17(2)	Yes
4 Quorum of Board meeting	17(2A)	Yes
5 Review of Compliance Reports	17(3)	Yes
6 Plans for orderly succession for appointments	17(4)	Yes
7 Code of Conduct	17(5)	Yes
8 Fees/compensation	17(6)	Yes
9 Minimum Information	17(7)	Yes
10 Compliance Certificate	17(8)	Yes

Annexure II

II. Annual Affirmations

Sr Particulars	Regulation Number	Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here.
11 Risk Assessment & Management	17(9)	Yes
12 Performance Evaluation of Independent Directors	17(10)	Yes
13 Recommendation of Board	17(11)	Yes
14 Maximum number of Directorships	17A	Yes
15 Composition of Audit Committee	18(1)	Yes
16 Meeting of Audit Committee	18(2)	Yes
17 Composition of nomination & remuneration committee	19(1) & (2)	Yes
18 Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19 Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20 Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes

Annexure II

II. Annual Affirmations

Sr Particulars	Regulation Number	Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here.
21 Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22 Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23 Meeting of Risk Management Committee	21(3A)	NA
24 Vigil Mechanism	22	Yes
25 Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26 Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27 Approval for material related party transactions	23(4)	NA
28 Disclosure of related party transactions on consolidated basis	23(9)	Yes
29 Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30 Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA

Annexure II

II. Annual Affirmations

Sr Particulars	Regulation Number	Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here.
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31 Annual Secretarial Compliance Report	24(A)	Yes
32 Alternate Director to Independent Director	25(1)	NA
33 Maximum Tenure	25(2)	Yes
34 Meeting of independent directors	25(3) & (4)	Yes
35 Familiarization of independent directors	25(7)	Yes
36 Declaration from Independent Director	25(8) & (9)	Yes
37 D & O Insurance for Independent Directors	25(10)	Yes
38 Memberships in Committees	26(1)	Yes
39 Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40 Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41 Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Any other information to be provided - Add Notes		

Annexure II

1 Name of signatory CH. MALLIKARJUNA
2 Designation Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr Particulars

Compliance status (Yes/No/NA)

1 The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied NA
Any other information to be provided

Annexure II

1 Name of signatory CH. MALLIKARJUNA
2 Designation Company Secretary and Compliance Officer

Additional Half yearly Disclosure

Applicability of disclosure Applicable
Reason for Non Applicability Textual Information(1)

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)

II. Affirmations

Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name	O. BABU REDDY
Designation	CFO
Place	HYDERABAD
Date	05-04-2022

Compliance Status

Yes

Company Remarks

Textual Information(3)

Signatory Details

Name of signatory	CH. MALLIKARJUNA
Designation of person	Company Secretary and Compliance Officer
Place	HYDERABAD
Date	05-04-2022