

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
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
1	Mr	TUMMALA GOPICHAND	ACJPT2176P	00107886	Executive Director	Chairperson	MD	09-06-1959
2	Mr	TUMMALA MADHU MITRA	AGNPT8640E	07124242	Executive Director	Not Applicable		14-10-1986
3	Mr	TUMMALA BAPAI AH CHOWDARY	AATPT1029R	00107795	Non-Executive - Non Independent Director	Not Applicable		20-11-1957
4	Mr	HANUMAN CHOWDARY TRIPURANENI	ABKPT7960M	00107006	Non-Executive - Independent Director	Not Applicable		18-10-1931
5	Mrs	THOZUNAVOOR VELLAT LAKSHMI	ADHPT0120A	00003020	Non-Executive - Independent Director	Not Applicable		01-01-1959
6	Mr	DIVAKAR ATLURI	AAMPA4577A	00033386	Non-Executive - Independent Director	Not Applicable		28-05-1957
7	Mr	BRAJA BANDHU NAYAK	AAQPN2057G	09702361	Non-Executive - Independent Director	Not Applicable		04-06-1962
8	Mrs	TUMMALA PAVANA DEVI	ABAPT0588P	00107698	Non-Executive - Non Independent Director	Not Applicable		22-06-1962

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

I. Composition of Board of Directors

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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	NA		26-09-1994	30-07-2021			1	0	0	0		
2	NA		17-08-2023				1	0	0	0		
3	NA		01-11-1999	24-09-2022			1	0	2	1		
4	Yes	10-04-2019	17-12-2001	26-09-2019		48	2	2	1	0		
5	Yes		17-12-2001	26-09-2019		48	1	1	1	0		
6	Yes		12-02-2021	30-07-2021		31	1	1	1	1		
7	Yes		24-09-2022	24-09-2022		14	1	1	1	0		
8	NA		06-06-1995	30-07-2021	17-08-2023		1	0	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 BAPAI AH CHOWDARY	Non-Executive - Non Independent Director	Member	30-06-2020		
4	09702361	BRAJA BANDHU NAYAK	Non-Executive - Independent Director	Member	14-02-2023		

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 BAPAI AH 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 BAPAI AH CHOWDARY	Non-Executive - Non Independent Director	Chairperson	30-09-2014		
2	00107698	TUMMALA PAVANA DEVI	Non-Executive - Non Independent Director	Member	30-09-2014	17-08-2023	
3	00003020	THOZUNAVOOR VELLAT LAKSHMI	Non-Executive - Independent Director	Member	26-09-2019		

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	00033386	DIVAKAR ATLURI	Non-Executive - Independent Director	Member	12-02-2021		
3	00107886	TUMMALA GOPICHAND	Executive Director	Member	30-09-2014		
4	00107698	TUMMALA PAVANA DEVI	Non-Executive - Non Independent Director	Member	30-09-2014	17-08-2023	

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	Textual Information(1)
3	09702361	BRAJA BANDHU NAYAK	Borrowing Committee	Non-Executive - Independent Director	Member	

Other Committee Text Block

Textual Information(1)

Retired from the Board w.e.f.17-08-2023 and not offered herself for re-appointment.

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				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*
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)					
1	27-05-2023				Yes	7	7	4
2		12-07-2023	45		Yes	7	6	4
3		31-07-2023	18		Yes	7	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)	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	25-05-2023				Yes	4	3	3	0
2	Audit Committee	31-07-2023	66			Yes	4	4	3	0

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	No
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 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.	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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	T. GOPICHAND
2	Designation	Managing Director

Text Block

Textual Information(1)

We hereby informs that the Stakeholders Relation Committee member Mrs. T. Pavana Devi retired by rotation from the Board w.e.f.17-08-2023 and this Committee members fall into two members. We assure you that we will fill the required minimum members in the ensuing Board meeting to be held before 14th November, 2023.

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	Due to mandatory appearance before judiciary authorities the chairperson of audit committee not attended the AGM.
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	Due to sudden health issues the chairperson of the Stakeholder Relationship Committee not attended the AGM.
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	NA	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Annexure III

1	Name of signatory	T. GOPICHAND
2	Designation	Managing Director

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		Compliance Status	Company Remarks
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.		Yes	Textual Information(3)
Name	T. GOPICHAND		
Designation	CEO		
Place	HYDERABAD		
Date	19-10-2023		

Text Block

Textual Information(3)

due to CFO position is vacant affirmations declared by MD and his designation mentioned as CEO as there is no option to mention as MD.

Details of Cyber security incidence	
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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	No
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Signatory Details

Signatory Details	
Name of signatory	T. GOPICHAND
Designation of person	Managing Director
Place	HYDERABAD
Date	19-10-2023

