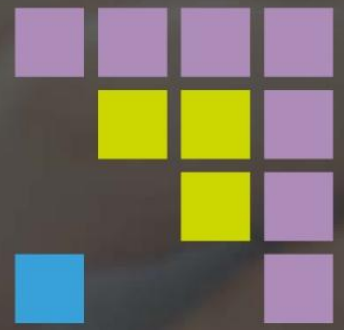


# Digital Revolution



ANNUAL REPORT 2016-17



TERA SOFTWARE LIMITED

## Felicitat at Head Office



Felicitat to our Director **Dr. T. Hanuman Chowdary** on achieving **"PADMA SRI"** award, **India's fourth-highest civilian award** after the Bharat Ratna, Padma Vibhushan and Padma Bhushan.



## Board of Directors



**Sri. Koteswara Rao SSR**  
Chairman



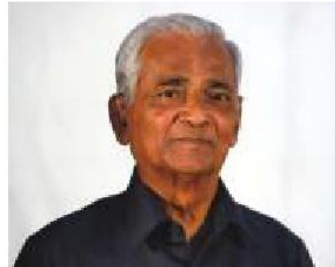
**Sri. T. Gopichand**  
Vice-Chairman &  
Managing Director



**Sri. K. Rama Rao**  
Whole-Time Director



**Dr. T. Hanuman Chowdary**  
Director



**Sri. T. Bakkannavar**  
Director



**Dr. T.V. Lakshmi**  
Director



**Sri. T. Bapaiah Chowdary**  
Director



**Smt. T. Pavana Devi**  
Director



## BOARD AND COMMITTEES - TERA SOFTWARE LIMITED

### Board of Directors

**Sri. Koteswara Rao SSR**  
Chairman and Independent Director

**Sri. T. Gopichand**  
Vice-Chairman & Managing Director

**Sri K. Rama Rao**  
Whole-Time Director

**Dr. T. Hanuman Chowdary**  
Independent Director

**Sri. T. Bakkannavar**  
Independent Director

**Dr. T.V. Lakshmi**  
Independent Director

**Sri. T. Bapaiah Chowdary**  
Non Executive Director

**Smt. T. Pavana Devi**  
Non Executive Director

### Executive Officers

**CH. Vijaya Bhaskar**  
Chief Financial Officer

**O. Babu Reddy**  
AGM-F&A, Legal

### Board Committees

#### Audit Committee

**Sri. T. Bakkannavar**  
Chairman

**Dr. T. Hanuman Chowdary**

**Sri. Koteswara Rao SSR**

#### Nomination & Remuneration Committee

**Dr. T. Hanuman Chowdary**  
Chairman

**Dr. T.V. Lakshmi**

**Sri. T. Bapaiah Chowdary**

#### Corporate Social Responsibility Committee

**Dr. T. Hanuman Chowdary**  
Chairman

**Sri. T. Bakkannavar**

**Smt. Pavana Devi**

**Sri. T. Gopichand**

#### Stakeholders' Relationship Committee

**Sri. T. Bapaiah Chowdary**  
Chairman

**Dr. T.V. Lakshmi**

**Smt. T. Pavana Devi**



## CORPORATE INFORMATION

### Tera Software Limited

#### Registered Office

#8-2-293/82/A/1107, Plot No: 1107,  
Road No: 55, Jubilee Hills,  
Hyderabad-500033, Telangana  
Tel: +91-40-23547447/48  
Fax: +91-40-2354 7449

#### Company Secretary & Compliance Officer

**B. Sowmya**

#8-2-293/82/A/1107, Plot No: 1107,  
Road No: 55, Jubilee Hills, Hyderabad-33  
Tel: +91-40-23547447  
Email: [companysecretary@terasoftware.in](mailto:companysecretary@terasoftware.in)  
Website: [www.terasoftware.in](http://www.terasoftware.in)

#### Bankers

##### Bank of Maharashtra

Basheerbagh Branch,  
Hyderguda, Hyderabad-500029

##### Canara Bank

Prime Corporate Branch  
TSR Complex, S P Road,  
Secunderabad-500003

#### Registrar & Transfer Agents

Karvy Computershare Private Limited  
Karvy Selenium Tower-B, Plot No. 31 & 32  
Financial District, Gachibowli,  
Nanakramguda, Hyderabad-500008.  
Phone No: 040-6716 1606  
Fax No: 040-2300 1133  
Toll Free No: 1800 345 4001  
Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)  
Website: [www.karvycomputershare.com](http://www.karvycomputershare.com)

#### Secretarial Auditors

##### C.V. Reddy K & Associates

Company Secretaries  
Himayat Nagar, Hyderabad-500029

#### Statutory Auditors

Narven Associates.,  
Chartered Accountants  
Himayat Nagar, Hyderabad 500029



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## Statutory Reports



### TERA SOFTWARE LIMITED

**Registered Office:** 8-2-293/82/A/1107, Plot No: 1107, Road No: 55, Jubilee Hills, Hyderabad-500033

**CIN:** L72200TG1994PLC018391 **Tel. No:** 040-23547447, 040 - 23547448 **Fax:** 040 - 23547449

**Email:** info@terasoftware.in **Website:** www.terasoftware.com

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Third (23<sup>rd</sup>) Annual General Meeting of the members of Tera Software Limited will be held on Saturday, 23<sup>rd</sup> September, 2017 at 3:00 PM at the registered office situated at #8-2-293/82/A/1107, Plot No: 1107, Road No: 55, Jubilee Hills, Hyderabad-500033, Telangana to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2017 together with the reports of the Board of Directors & the Auditors thereon.
2. To appoint a Director in place of Smt. Tummala Pavana Devi, Director (DIN: 00107698), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration.

#### TO CONSIDER AND IF THOUGH FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 as amended from time to time and pursuant to the recommendations of the Audit Committee, M/s. Mullapudi & co, Chartered Accountants (Firm Registration No. 0067075 ), be appointed as the Statutory Auditors of the Company in place of retiring auditors M/s. Narven Associates, Chartered Accountants (Firm Registration No. 0059055), to hold office from the conclusion of this 23<sup>rd</sup> Annual General Meeting (AGM) until the conclusion of 28<sup>th</sup> AGM, subject to ratification by members every year, at such remuneration and out of pocket expenses as may be decided by the Board of Directors of the Company.”

**By Order of the Board of Directors**

**Date :** 22.05.2017  
**Place:** Hyderabad

Sd/-  
**(T. Gopichand)**  
Vice Chairman and Managing Director  
**DIN: 00107886**





### Notes:

1. The relevant details as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of persons seeking re-appointment as Director under Item No.2 above are annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll on behalf of him and the proxy need not be a member. The proxy form (available elsewhere in the annual report) should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other shareholder. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. Shareholders/proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM.
4. The Register of Members and Share Transfer Books will remain closed from 16<sup>th</sup> September, 2017 to 23<sup>rd</sup> September, 2017 (both days inclusive).
5. Shareholders holding shares in physical form may write to the Company/company's Registrar & Transfer agents for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
6. In terms of Schedule I of the SEBI (LODR) Regulations, 2015, listed companies are required to use electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders.  
Accordingly, shareholders holding securities in demat mode are requested to update their bank details with their depository participants. Shareholders holding securities in physical form may send a request for updating their bank details, to the Company's Registrar and Transfer Agent.
7. Shareholders who wish to claim unclaimed dividends of the past years, are requested to correspond with Mrs. B. Sowmya, 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.
8. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
9. **Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically.**
10. 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.
11. All documents referred to in the accompanying notice will be available for inspection at the registered office of the Company during business hours on all working days between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
12. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
13. The business set out in the Notice will also be transacted through electronic voting system (e-voting facility) and as required the Company is providing the said e-voting facility to its members. 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 not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by an e-mail.





14. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide e-voting facility. The e-voting facility will be available at the link <https://evoting.karvy.com> and instructions and other information relating to e-voting is given in this notice under the heading Electronic Voting.
15. The members are requested to note that apart from aforesaid e-voting facility, ballot or polling paper will also be made available at the meeting to enable them to exercise their voting right at the meeting.

### Electronic Voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited, in respect of all resolutions set forth in this notice. The facility of casting votes by shareholders using an electronic voting system from a place other than the venue of the AGM is termed as 'Remote Electronic Voting' (e-voting)

Mr. K. CH. Venkat Reddy, Practising Company Secretary (Membership No.FCS 7976) has been appointed as the scrutinizer to scrutinize the voting process in a fair and transparent manner.

- i. Under this mode the members may either cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') or at the venue of the meeting (insta poll). The insta poll facility shall be made available at the meeting to enable the members attending the meeting who have not cast their vote by remote e-voting can vote at the meeting through 'Insta Poll'.
- ii. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iii. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 15<sup>th</sup> September, 2017.
- iv. Any person who becomes a member of the Company after

dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 15<sup>th</sup> September, 2017, is requested to contact Karvy to get the details relating to his/her user-id and password. Members may call the **Karvy's toll free number 1-800-34-54-001 or send an email request to [e-voting@karvy.com](mailto:e-voting@karvy.com) or [companysecretary@terasoftware.in](mailto:companysecretary@terasoftware.in)**

- v. The remote e-voting will open at 9:00 A.M. (IST) on 20<sup>th</sup> September, 2017 and ends at 5:00 P.M. (IST) 22<sup>nd</sup> September, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 15<sup>th</sup> September, 2017, may cast their votes electronically. The remote e-voting module will be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder will not be allowed to change it subsequently or cast the vote again.
- vi. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman, with the assistance of scrutinizer, will order voting through ballot paper for all those shareholders who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.
- vii. Immediately after the conclusion of voting at the AGM, the Scrutinizer will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. The Scrutinizer will prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who will then declare the result of the voting.
- viii. The voting results declared along with the Scrutinizer's Report will be placed on the company's website [www.terasoftware.com](http://www.terasoftware.com) and on the website of Karvy immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results will also be immediately forwarded to the National Stock Exchange (NSE) & Bombay Stock Exchange (BSE).
- ix. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 23<sup>rd</sup> September, 2017.



### Guidelines for e-voting:

#### The procedure and instructions for e-voting are as follows:

- 1) In case a Member receives an email from Karvy Computershare Private Limited [for members whose email ID's are registered with the Depository Participants(s)]:
  - a. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - b. Enter the login credentials (i.e. User ID and password) which will be sent separately. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
  - c. After entering these details appropriately, click on "LOGIN".
  - d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the Event i.e. Tera Software Limited
  - g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
  - h. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - i. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
  - j. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned (PDF Format) of the relevant Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to [companysecretary@terasoftware.in](mailto:companysecretary@terasoftware.in). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "(CorporateName)\_\_\_\_\_(EVENTNO.)"
- 2) In case a Member receives physical copy of the Notice by post [for members whose email IDs are not registered with the Depository Participants(s)]:
  - i. User ID and initial password - These will be sent separately.
  - ii. Please follow all steps from Sl. No. (a) to (j) as mentioned in (1) above, to cast your vote.
3. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
4. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.