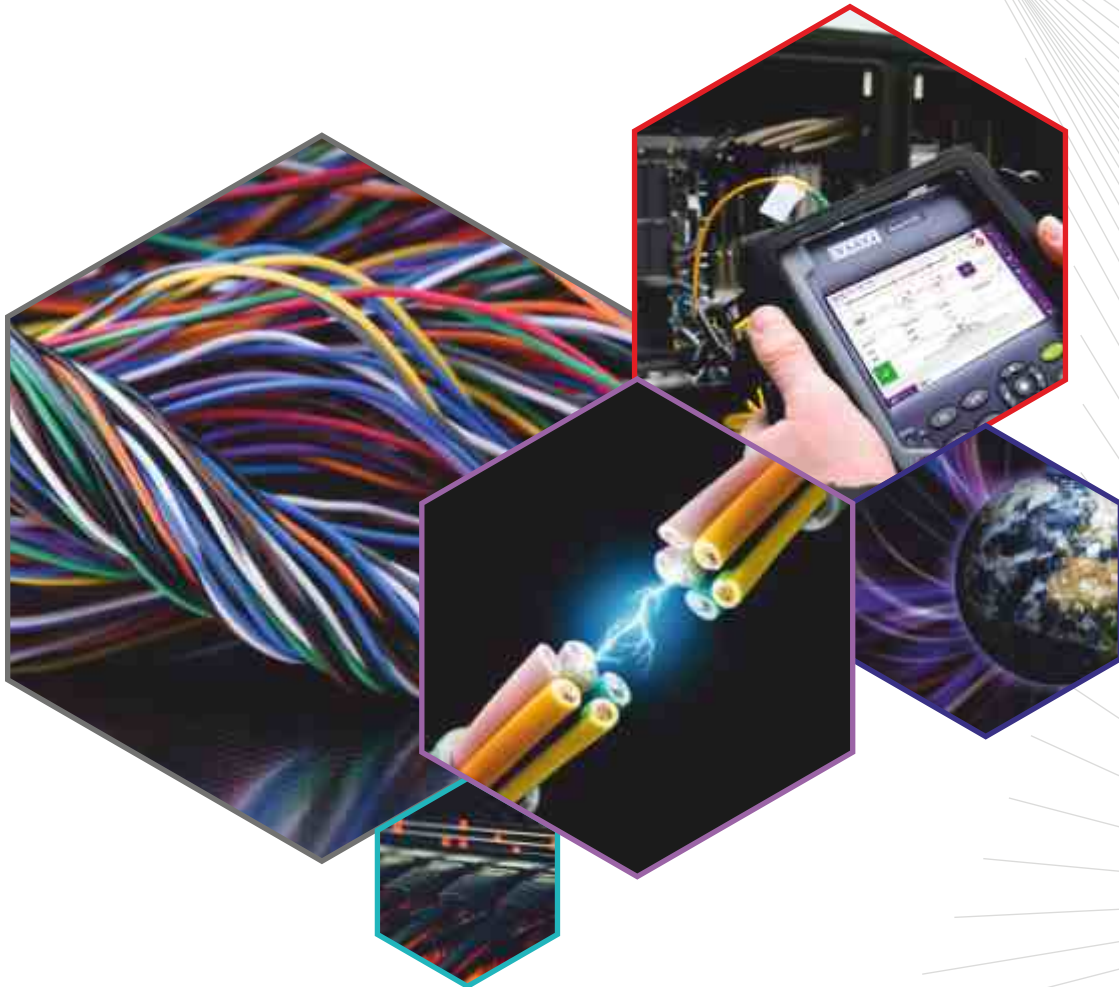


TERA SOFTWARE LIMITED

ANNUAL REPORT
2020-21



INDEX



TERA SOFT
Redefining IT Solutions

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Sri Koteswara Rao SSR
Chairman



Sri T. Gopichand
Vice-Chairman & Managing Director



Dr T. Hanuman Chowdary
Director



Dr. T.V. Lakshmi
Director



Sri. Divakar Atluri
Director



Sri. T. Bapaiah Chowdary
Director



Smt. T. Pavana Devi
Director



Board of Directors



BOARD AND COMMITTEES

BOARD OF DIRECTORS

Sri. Koteswara Rao SSR

Chairman and Independent Director

Sri. T. Gopichand

Vice Chairman & Managing Director

Padma Shri

Dr. T. Hanuman Chowdary

Independent Director

Dr. T.V. Lakshmi

Independent Director

Sri. Divakar Atluri

Independent Director

Sri. T. Bapaiah Chowdary

Non-Executive Director

Smt T. Pavana Devi

Non-Executive Director

Executive Officers (KMP)

Sri. O. Babu Reddy

Chief Financial Officer

Sri. Ch. Mallikarjuna

Company Secretary

BOARD COMMITTEES

Audit Committee

Sri. Divakar Atluri

Chairman

Dr. T. Hanuman Chowdary

Sri. Koteswara Rao SSR

Sri. T. Bapaiah Chowdary

Nomination & Remuneration Committee

Dr. T. Hanuman Chowdary

Chairman

Dr. T.V. Lakshmi

Sri. T. Bapaiah Chowdary

Stakeholders Relationship Committee

Sri. T. Bapaiah Chowdary

Chairman

Dr. T.V. Lakshmi

Smt. T. Pavana Devi

Corporate Social Responsibility Committee

Dr. T. Hanuman Chowdary

Chairman

Sri. Divakar Atluri

Sri. T. Gopichand

Smt. T. Pavana Devi



CORPORATE INFORMATION

TERA SOFTWARE LIMITED

CIN : L72200TG1994PLC018391

Registered Office

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

Statutory Auditors

Mullapudi & Co.,
Chartered Accountants
Sri Nagar Colony
Hyderabad -500073

Secretarial Auditors

C.V. Reddy K. & Associates
Company Secretaries
Himayat Nagar
Hyderabad-500029

Bankers

Bank of Maharashtra
Sultan Bazaar
Hyderabad-500001

Canara Bank
Large Corporate Branch
TSR Complex, S P Road
Secunderabad-500003

Company Secretary & Compliance Officer

Sri. Ch. Mallikarjuna
#8-2-293/82/A/1107, Plot No: 1107
Road No: 55, Jubilee Hills, Hyderabad-33
Tel: +91-40-23547447
Email: companysecretary@terasoftware.in
Website: www.terasoftware.com

Registrar & Transfer Agents

KFin Technologies Private Limited
Selenium Tower B, Plot 31 & 32
Gachibowli, Financial District
Nanakramguda, Serilingampally Mandal
Hyderabad - 500032, Telangana
Contact Person: Mohammed Shanoor
Officer-Corporate Registry
Toll free Number: 1-800-309-4001
Email: einward.ris@kfintech.com
Website: www.kfintech.com and /or <https://ris.kfintech.com>

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, Gaghilapur 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.

Hence, the Company is providing facility to attend and participate in the forthcoming 27th Annual General Meeting (AGM) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The deemed venue shall be the registered office of the company i.e. MCH No.8-2-293/82/A/1107, Plot No-1107, Road No-55, Jubilee Hills, Hyderabad-500033, Telangana, India.

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.