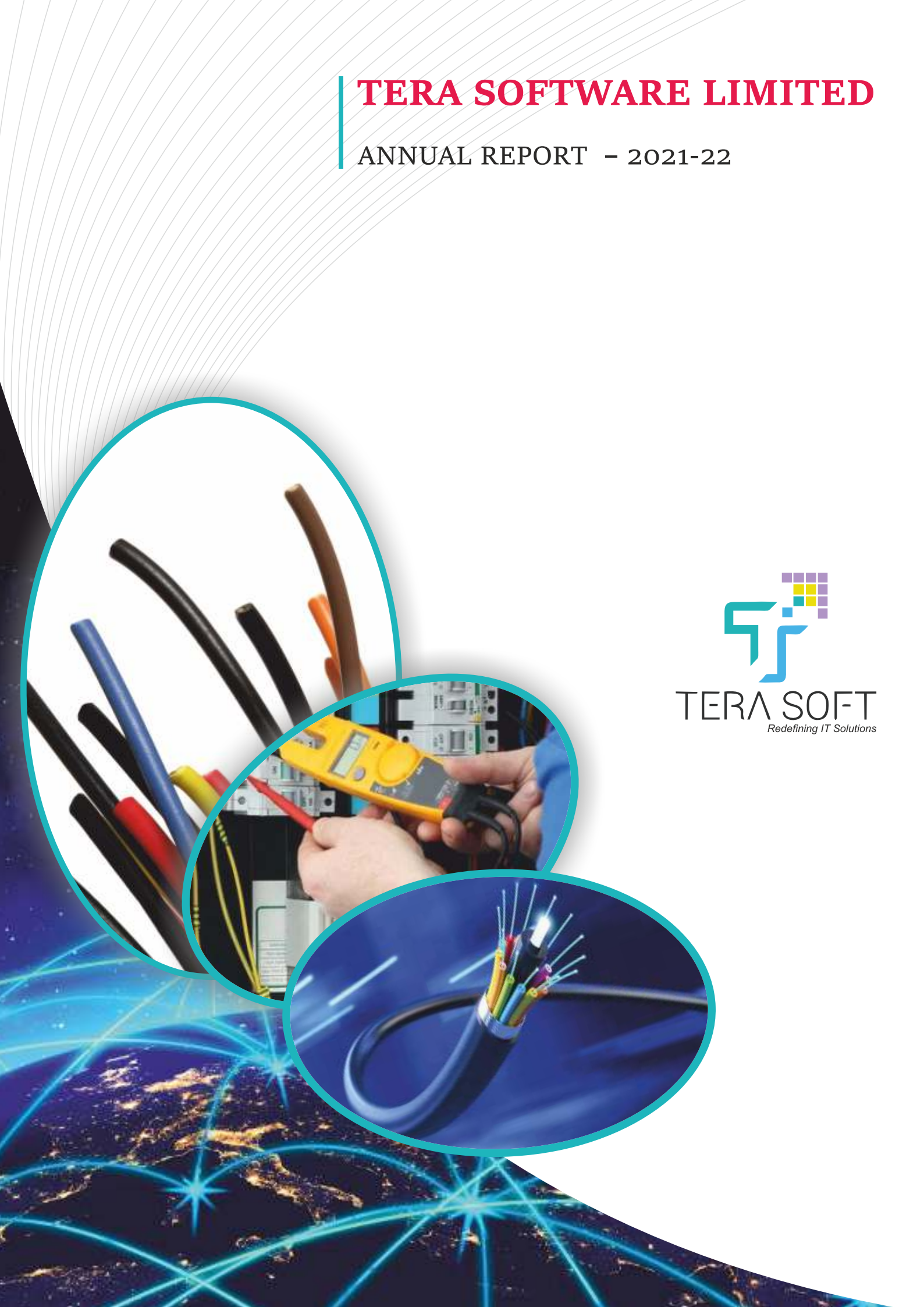


TERA SOFTWARE LIMITED

ANNUAL REPORT – 2021-22



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Board of Directors

Dr T. Hanuman Chowdary
Independent Director



Sri T. Sivarama Prasad
Independent Director



Sri T. Gopichand
Chairman &
Managing Director



Sri Divakar Atluri
Independent Director



Smt T. Pavana Devi
Non-Executive Director



Dr. T.V. Lakshmi
Independent Director



Sri. T. Bapaiah Chowdary
Non-Executive Director

BOARD OF DIRECTORS

Sri. T. Gopichand
Chairman & Managing
Director

Padma Shri
Dr. T. Hanuman Chowdary
Independent Director

Dr. T.V. Lakshmi
Independent Director

Sri. Divakar Atluri
Independent Director

Sri T. Sivarama Prasad
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 &
Compliance Officer

BOARD COMMITTEES

Audit Committee

Sri. Divakar Atluri, Chairman
Dr. T. Hanuman Chowdary
Sri. T. Sivarama Prasad
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

Borrowing Committee

Sri. T. Gopichand, Chairman
Sri. T. Sivarama Prasad
Smt. T. Pavana Devi

Debtors Review Committee (Sub Committee of Audit Committee)

Sri. Divakar Atluri, Chairman
Sri. T. Gopichand
Sri. T. Sivarama Prasad
Sri. O. Babu Reddy

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
Corporate Finance Branch
Sultan Bazaar, Koti
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 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 Eighth (28th) Annual General Meeting (AGM) of the members of Tera Software Limited will be held on Saturday, the 24th September, 2022 at 12:30 pm at Hotel Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, 100ft Road, Madhapur, Jubilee Hills, Hyderabad-500 033, Telangana, India to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Reports of the Board of Directors and the Auditors' thereon.

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

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. Re-appointment of Director who retires by rotation

To appoint a Director in place of Mr. Tummala Bapaiah Chowdary, Director (DIN: 00107795), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT Mr. Tummala Bapaiah Chowdary, Director (DIN: 00107795), who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to retire by rotation."

3. To appoint Statutory Auditors and to fix their remuneration

To appoint M/s Narven Associates, as Statutory Auditors of the Company from the conclusion of this 28th Annual General Meeting until the conclusion of the 33rd consecutive Annual General Meeting and to fix their remuneration:

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

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Narven Associates, Chartered Accountants (Registration No. 005905S), Hyderabad be and is hereby appointed as the Statutory Auditors of the Company in place of retiring Auditors M/s Mullapudi & Co., Hyderabad, for five consecutive financial years from FY 2022-23 to FY 2026-27 and to hold office from the conclusion of this 28th Annual General Meeting till the conclusion of 33rd consecutive Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively."

SPECIAL BUSINESS

4. To appoint Dr. Braja Bandhu Nayak (DIN: 09702361) as an Independent Director

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 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 recommendation of Nomination and Remuneration Committee and Board of Directors of the Company Dr. Braja Bandhu Nayak (DIN: 09702361), 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 Dr. Braja Bandhu Nayak's candidature for the office of Director, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company for a first term of five consecutive years commencing from 24th September, 2022 to 23rd September, 2027.”

“RESOLVED FURTHER THAT Mr. Tummala Gopichand, 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.”

By Order of the Board of Directors

Tummala Gopichand

Chairman & Managing Director

Place: **Hyderabad**

DIN: **00107886**

Date: **12-08-2022**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE, THAT IS ALLOWED ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY STAMPED, SIGNED AND DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights and such person, who shall not act as a proxy for any other member.

Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued by the member organization.

2. Only bonafide members of the Company whose names appear on the Register of Members/ Proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the meeting. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the meeting. Members/ Proxies are requested to bring along with them Annual Reports being sent to them.
3. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/DP ID-Client ID to give you a duly filled attendance slip for your signature and participation at the meeting.
4. Members who hold shares in dematerialized form and want to change/correct the Bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR code of their Bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the Bank account details. The Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.
5. Non-resident Indian Shareholders are requested to inform about the following immediately to the Share Transfer Agent or the concerned Depository as the case may be:-
 - a. the change of residential status on return to India for permanent settlement.
 - b. the particulars of NRE Account with a Bank in India, if not furnished earlier.
6. Copy of the draft letters of appointment of Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and also available @ www.terasoftware.com.
7. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the SPECIAL BUSINESS to be transacted at the meeting is attached. The relevant details pursuant to regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and secretarial standard on general meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appoint-ment at this annual general meeting is also annexed.
8. The Share Transfer Books and Register of Members of the Company will remain closed from Saturday, 17th September, 2022, to Friday, 23rd September, 2022 (both days inclusive).
9. Shareholders desiring any information as regards to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
10. The registration of share transfers and other related correspondence will be dealt with Registrar and Share Transfer Agents (RTA), by the Company at M/s. Kfin Technologies Limited, having its office at Selenium Tower B, Plot No.31 & 32, Financial District, Gachibowli, Hyderabad, Telangana - 500032.
11. The shareholders / members of the Company, who are having equity shares of the Company in physical form, are advised to get dematerialized of their respective equity shares by way of surrendering their physical share certificates to the Registrar and Share Transfer Agents (RTA) of the Company (M/s Kfin Technologies Limited, Hyderabad) through their respective Depository Participants. The shareholders /members, who are not having demat accounts are requested to open the demat accounts and

thereafter approach the RTA for dematerialization of their equity shares.

12. 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 the PAN to their Depository Participants. Members holding shares in physical form can submit their PAN details to the RTA.
13. Electronic copy of the Annual Report for 2021-22 (including Notice of the 28th Annual General Meeting of the Company along with Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same.
14. In accordance with the MCA Circulars and SEBI Circulars, this Notice ('Notice') along with the 28th Annual Report for the FY 2021-22 is being sent only by e-mail to all the Members whose e-mail addresses are available in the beneficial ownership data of M/s. Central Depository Services (India) Limited and M/s. National Securities Depository Limited ('Depositories') and the record of M/s. KFin Technologies Limited ('RTA'), Registrar and Share Transfer Agent of the Company and the physical copy of the Notice along with 28th Annual Report for the FY 2021-22 will not be sent to the Members of the Company.
15. Members holding shares in electronic form are requested to update the email id with their respective Depository Participants to receive all the communications in electronic mode.
16. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2021-22 will also be available on the Company's website www.terasoftware.com for their download. The physical copies of the

aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days.

17. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them as under:

a. Members holding shares in physical mode:

Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the RTA's website at <https://www.kfintech.com>.

b. Members holding shares in electronic mode:

Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

18. Members wishing to claim dividends, which remain unclaimed from the financial year 2014-15, 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. Voting through electronic means:-

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to cast their votes electronically on all resolutions set forth in the notice convening

the 28th Annual General Meeting. The business may be transacted through e-voting services provided by M/s. Kfin Technologies Limited.

The e-voting facility is available at the link <https://evoting.kfintech.com>, the e-voting facility will be available on and from Wednesday, 21st September, 2022, at 9.00 a.m., and ends on Friday, 23rd September, 2022 at 5.00 p.m. (3 days)

Mr. C. V. Reddy K, Proprietor of M/s. C.V.Reddy K & Associates (CP No. 8998), Practising Company Secretaries, Hyderabad, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of this AGM ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, depositories and RTA, and will also be displayed on the Company's website:

www.terasoftware.com.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 21st September, 2022, at 9.00 a.m., and ends on Friday, 23rd September, 2022 at 5.00 p.m. 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 Friday, 16th September, 2022, may cast their vote electronically. The e-voting module shall be disabled by "Kfin" for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES (FOR USERS REGISTERED WITH NSDL/CDSL)

National Securities Depository Ltd ("NSDL")	Central Depository Services (India) Ltd ("CDSL")
<p>Procedure for user already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> a. Visit URL: https://eservices.nsdl.com b. Click on the "Beneficial Owner" icon under "Login" under c. 'IDeAS' section. d. A new page will open, enter User ID and Password. e. Post successful authentication, click on "Access to e-voting" f. Click on Company name - 'Tera Software Limited' and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period. 	<p>Procedure for users already registered for Easi / Easiest facility of CDSL:</p> <ol style="list-style-type: none"> a. Visit URL: https://web.cdslindia.com/myeasi/home/login OR b. Click on www.cdslindia.com and then click on New System Myeasi / to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox) c. Enter your registered user id and password. d. The user will see the e-voting Menu. Click on e-voting link available against the name of the Company - 'Tera Software Limited' and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.