

TERA SOFTWARE LIMITED

Regd. Office: #8-2-293/82/A/1107, Road Number 55, Jubilee Hills, Hyderabad, Telangana 500033.

> Tel: +91-40-2354 7447 E-mail: info@terasoftware.in www.terasoftware.com

Date: 18th May, 2024

BSE Limited P.J. Towers Dalal Street, Mumbai - 400001	National Stock Exchange of India Limited Exchange Plaza, Bandar Kurla Complex Bandra (E), Mumbai - 400051			
Scrip: 533982	Symbol: TERASOFT			

Dear Sir,

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2024.

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find the enclosed copy of Annual Secretarial Compliance Report for the financial year ended 31st March, 2024, issued by M/s C.V. Reddy K & Associates, Company Secretaries.

This is for your kind information and records.

Thanking You.

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Yours faithfully, For TERA SOFTWARE LIMITED

CH. MALLIKARJUNA Company Secretary & Compliance Officer Mem.No.A47545



GST: 36AABCT1332L1ZF | PAN: AABCT1332L | CIN: L72200TG1994PLC018391



C.V. REDDY K & ASSOCIATES

COMPANY SECRETARIES

UDIN: F007976F000352892

To
The Members,
Tera Software Limited
8-2-293/82/A/1107, Road No-55
Jubilee Hills, Hyderabad - 500033

ANNUAL SECRETARIAL COMPLIANCE REPORT OF TERA SOFTWARE LIMITED FOR THE YEAR ENDED 31ST MARCH, 2024

[under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, C V Reddy K & Associates, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Tera Software Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable
- (g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares)Regulations, 2013; Not Applicable
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrar to an issue and share transfer agents) Regulations, 1993;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations 2018; and circulars/ guidelines issued thereunder; and based on the above examination, I/We hereby report that, during the Review Period:
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-



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	Nil									

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr	Comp	Regul	Deviati	Acti	Type	Detai	Fine	Observatio	Managem	Remar
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	Nil									

The additional affirmations by Practising Company Secretary (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE Circular No.20230410-41 dated April 10, 2023 and NSE Circular No.NSE/CML/ 2023/21are given in the attached **Annexure**.

FOR C V REDDY K & ASSOCIATES COMPANY SECRETARIES

COMPANY SECRETARY IN PRACTICE

M NO: 7976

V REDDY K

CP NO: 8998

Date: 11.05.2024 Place: Hyderabad

Sr.		T	
No.	Particulars	Compliance	Observations/
INU.		Status	Remarks by
		(Yes/No/NA)	PCS
1.	Secretarial Standards:		
		Yes	_
=	The compliances of the listed entity are in accordance		7.8
41	with the applicable Secretarial Standards (SS) issued by		-
	the Institute of Company Secretaries India (ICSI)	*	
2.	Adoption and timely updation of the Policies:		
		Yes	
	• All applicable policies under SEBI Regulations are		-0 ±
	adopted with the approval of board of directors of the		
	listed entities	,	× = a
		, .	196
	•All the policies are in conformity with SEBI	y #	
	Regulations and has been reviewed & timely updated		5
	as per the regulations/circulars/guidelines issued by		
	SEBI		14
	SEDI		
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3.	Maintenance and disclosures on Website:	Yes	
	The Late of the Control of the Contr		
	•The Listed entity is maintaining a functional website		
	•Timely dissemination of the documents/ information		
	under a separate section on the website		
	Web-links provided in annual corporate governance		
	reports under Regulation 27(2) are accurate and		
	specific which re-directs to the relevant document(s)/		
	section of the website	v ,	
4.	Disqualification of Director:		
		Yes	·
ľ	None of the Director of the Company are disqualified	3	
1.	under Section 164 of Companies Act, 2013		
5.	To examine details related to Subsidiaries of listed		
	entities:		2 8
	**************************************	No material	The Company
	(a) Identification of material subsidiary companies	subsidiary	is having one
	, , , , , , , , , , , , , , , , , , ,	company	subsidiary
XE I	(b) Requirements with respect to disclosure of material	company	Substatal y
	as well as other subsidiaries	Yes	
	as well as other substitutives	162	



6.	Preservation of Documents:	Yes	_
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of	,	
, , , , , , , , , , , , , , , , , , ,	records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015		
7.	Performance Evaluation:	Yes	
	The listed entity has conducted performance evaluation		
	of the Board, Independent Directors and the		
	Committees at the start of every financial year as	r.	
	prescribed in SEBI Regulations	₽	
8.	Related Party Transactions:		
	(a) The listed series by 14 is 1	Yes	.
	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions		
	(b) In case no prior approval obtained, the listed entity	,,	
	shall provide detailed reasons along with		
	confirmation whether the transactions were		
	subsequently approved/ratified/rejected by the Audit committee		
9.	Disclosure of events or information:	Yes	-
	The listed entity has provided all the required		6
	disclosure(s) under Regulation 30 along with Schedule		
	III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder		
	mino prescribed dieredider		-,
10.	Prohibition of Insider Trading:	Yes	
	The listed entity is in compliance with Regulation 3(5)	i es	
	& 3(6) SEBI (Prohibition of Insider Trading)		
	Regulations, 2015		
11	A 40		
11.	Actions taken by SEBI or Stock Exchange(s), if any:	Yes	
N2	No Actions taken against the listed entity/ its		
	promoters/ directors/subsidiaries either by SEBI or by	T M	
8	Stock Exchanges (including under the Standard		
	Operating Procedures issued by SEBI through various		



	circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		
12.	Additional Non-compliances, if any:	Yes	<u> </u>
	No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc		

FOR C V REDDY K & ASSOCIATES
COMPANY SECRETARIES

C V REDDY K

COMPANY SECRETARY IN PRACTICE

M NO: 7976

CP NO: 8998

Date: 11.05.2024 Place: Hyderabad