

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2015 of Tera Software Limited [Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L72200TG1994PLC018391
ii.	Registration Date	26.09.1994
iii.	Name of the Company	Tera Software Limited
iv.	Category / Sub-Category of the Company	Company having share capital
v.	Address of the Registered office and contact details	#8-2-293/82/A/1107, Plot No:1107, Road No:55 Jubilee Hills, Hyderabad-500033. Tel.Nos.040-23540446, 040 - 23547447/8 Fax : 040 - 23547449 Email: info@terasoftware.com
vi.	Whether listed company Yes / No	Yes- BSE Limited
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Hyderabad - 500 032 Tel: +91-040-67162222; Fax: 040-23001153; E-mail: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	IT & Integrated related services	6201	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NONE				
2					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	5824184	--	5824184	46.55	5824184	--	5824184	46.55	--
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt.(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub-total(A)(1):-	5824184	--	5824184	46.55	5824184	--	5824184	46.55	--
2) Foreign									
a) NRIs-Individuals	--	--	--	--	--	--	--	--	--
b)Other-Individuals	--	--	--	--	--	--	--	--	--
c)Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
f)Any Other....	--	--	--	--	--	--	--	--	--
Sub-total(A)(2):-	5824184	--	5824184	46.55	5824184	--	5824184	46.55	--
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	5824184	--	5824184	46.55	5824184	--	5824184	46.55	--
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt.	--	--	--	--	--	--	--	--	--
d) State Govt.(s)	--	--	--	--	--	--	--	--	--
e)Venture Capital Funds	--	--	--	--	--	--	--	--	--
f)Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total(B)(1)	--	--	--	--	--	--	--	--	--

2. Non Institutions									
Bodies Corp.									
(i) Indian	636641	--	636641	5.09	806778	--	806778	6.45	1.36
(ii) Overseas	--	--	--	--	--	--	--	--	--
Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2429011	124002	2553013	20.40	2230964	120803	2351767	18.80	1.6
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3144012	12500	3156512	25.23	3130879	12500	3143379	25.12	0.11
a) Others(Specify)									
Clearing member	1917	--	1917	0.02	11045	--	11045	0.08	0.06
NRIs	259645	--	259645	2.08	269660	--	269660	2.16	0.08
Trusts	79963	--	79963	0.64	105062	--	105062	0.84	0.2
Sub-total(B)(2)	6551189	136502	6687691	53.45	6554388	133303	6687691	53.45	--
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6551189	136502	6687691	53.45	6554388	133303	6687691	53.45	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	12375373	136502	12511875	100	12378572	133303	12511875	100	--

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	% change in share holding during the year
1.	Tummala Gopichand	3089736	24.69	3.17	3089736	24.69	3.17	—
2.	Tummala Pavana Devi	1962924	15.69	1.02	1962924	15.69	1.02	—
3.	N Sri Durga	226537	1.81	—	226537	1.81	—	—
4.	Tummala Bapaiah Choudary	150000	1.20	0.12	150000	1.20	0.12	—
5.	T Seetharamamma	136875	1.09	—	136875	1.09	—	—
6.	Raja Sekhar Tummala	109554	0.88	—	109554	0.88	—	—
7.	Madhu Mitra Tummala	91308	0.73	0.07	91308	0.73	0.07	—
8.	Tummala Tulasi Rani	57250	0.46	—	57250	0.46	—	—
	Total	5824184	46.55	4.38	5824184	46.55	4.38	—

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No changes during the year			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc). No changes during the year	No changes during the year			
	At the End of the year	No changes during the year			

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of Shares	% of total shares of the Company
1.	Rajesh Dinkar Fowkar	443907	3.55	-	-	443907	3.55
2.	Pradip S Kampani	271797	2.17	-	50873	220924	1.77
3.	Ramesh Kumar Somani	170000	1.36	-	170000	0	0
4.	Dr Ramesh Chimanlal Shah	145986	1.17	-	145986	0	0
5.	Rahul Ravindra Bhat	126000	1.01	-	76000	50000	0.40
6.	Jasmine Jayant Thakkar	111000	0.89	39000	-	150000	1.20
7.	Protechsoft Systems Pvt Ltd	102507	0.82	-	-	102507	0.82
8.	Trupti Bharat Shah	97455	0.78	-	47455	50000	0.40
9.	Camel Foods Pvt Ltd.	86258	0.69	33438	-	119696	0.96
10.	Nipun Mehta	80000	0.64	-	-	80000	0.64

(v) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Share Holding of KMP					
1.	T. Gopichand Vice Chairman & Managing Director	3089736	24.69	No change during the year	
2.	Mr. K. Rama Rao, WTD	-	-	-	
3.	Mr. B.D. Naidu, CFO	-	-	-	
4.	Mrs. V. Sri Lakshmi, CS	-	-	-	
Shareholding of Other Directors					
1.	T. Pavana Devi	1962924	15.69	No change during the year	
2.	T.Bapaiah Chowdary	150000	1.20	No change during the year	
3.	Dr. T.V. Lakshmi,	2250	0.012	No change during the year	
4.	Dr. T. Hanuman Chowdary	-	-	-	
5.	Mr. R.S. Bakkannavar	-	-	-	
6.	Mr. Koteswara Rao SSR	-	-	-	

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	43,79,03,398	-	53,00,000	44,32,03,398
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	7,30,643	-	-	7,30,643
Total(i + ii + iii)	43,86,34,041	-	53,00,000	44,39,34,041
Change in Indebtedness during the financial year				
- Addition	5,50,98,667	2,00,00,000	-	7,50,98,667
- Reduction	6,21,41,676	2,00,00,000	53,00,000	8,74,41,676
Net Change	(70,43,009)	-	(53,00,000)	(1,23,43,009)
Indebtedness at the end of the financial year				
i) Principal Amount	43,08,60,389	-	-	43,08,60,389
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,78,181	-	-	3,78,181
Total(i + ii + iii)	43,12,38,570	-	-	43,12,38,570

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		T. Gopichand Vice Chairman & MD	K. Rama Rao WTD	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	84,00,000	18,15,000	1,02,15,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	84,00,000	18,15,000	1,02,15,000
	Ceiling as per the Act	Within the limits of Para-A, Section II, Part-II of Schedule V of the Companies Act, 2013.		

B. Remuneration to other directors:
1. Independent Directors

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Dr. T. Hanuman Chowdary	R.S.Bakkannavar	Koteswara Rao SSR	Dr. T.V. Lakshmi	D.Seetharamaiah (upto 30.09.2014)	
1	Fee for attending Board/ Committee Meetings	1,18,000	97,000	50,000	99,000	68,000	4,32,000
2	Commission	-	-	-	-	-	-
3	Others, please specify	-	-	-	-	-	-
	Total (B1)						4,32,000

2. Other Non-Executive/Promoter Directors

Sl. No	Particulars of Remuneration	Name of Directors		Total Amount
		T. Bapaiah Chowdary	T. Pavana Devi	
1	Fee for attending Board / Committee Meetings	99,000	71,000	1,70,000
2	Commission	-	-	-
3	Others, please specify	-	-	-
	Total (B2)			1,70,000
	Total B=(B1) + (B2)			6,02,000
	Total Managerial Remuneration			@1,02,15,000

@Total remuneration paid to the Vice Chairman and Managing Director and the Whole-time Director of the Company.

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		Total
		CFO	Company Secretary	
1.	Gross salary	13.47	3.84	17.31
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission - as % of profit - others, specify...	—	—	—
5	Others, please specify	—	—	—
	Total	13.47	3.84	17.31

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no Penalties, Punishment or Compounding of Offences during the F.Y. ended 31st March, 2015.