



Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2017 of Tera Software Limited

[Pursuant to Section 92(3) 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 limited by Shares/Indian Non-Government Company
v.	Address of the Registered office and contact details	#8-2-293/82/A/1107, Road No: 55, Plot No: 1107, Jubilee Hills, Hyderabad-500033, Telangana. Tel: 040-23547447, 040 - 23547448 Fax : 040 - 23547449 Email: info@terasoftware.com; Website: www.terasoftware.com
vi.	Whether listed company (Yes/No)	Yes
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, Nanakramguda, Hyderabad – 500032, Telangana Contact Person: Mohammed Shanoor, <i>Officer-Corporate Registry</i> Ph: 040-6716 1606, Fax No. 040-23001133 Email: einward.ris@karvy.com Website: www.karvycomputershare.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
None					



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 (1 st April, 2016)				No. of Shares held at the end of the year (31 st March, 2017)				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	5911002	--	5911002	47.24	5903752	--	5903752	47.19	-0.05
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt.(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub-total(A)(1):-	5911002	--	5911002	47.24	5903752	--	5903752	47.19	-0.05
2) Foreign									
a) NRIs-Individuals	--	--	--	--	--	--	--	--	--
B) Other-Individuals	--	--	--	--	--	--	--	--	--
C) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
F) Any Other....	--	--	--	--	--	--	--	--	--
Sub-total(A)(2):-	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	5911002	--	5911002	47.24	5903752	--	5903752	47.19	-0.05
B. Public Shareholding									
1) Institutions									--
a) Mutual Funds/UTI	--	--	--	--	--	--	--	--	--
b) Financial Institutions / Banks	--	--	--	--	3998	--	3998	0.03	0.03
c) Central Government/State Governments(s)	--	--	--	--	--	--	--	--	--
D) Venture Capital Funds	--	--	--	--	--	--	--	--	--
E) Insurance Companies	--	--	--	--	--	--	--	--	--
f) Foreign Institutional Investors	--	--	--	--	--	--	--	--	--
g) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
h) Qualified Foreign Investor	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total(B)(1)	--	--	--	--	3998	--	3998	0.03	0.03
2. Non Institutions									
a) Bodies Corporate	707412	--	707412	5.65	734091	--	734091	5.87	0.22
b) Individuals									
(i) Individuals holding nominal share capital upto Rs. 1 lakh	2600323	113803	2714126	21.69	3097567	109053	3206620	25.63	3.94
(ii) Individuals holding nominal Share capital in excess of Rs.1 lakh	2662819	12500	2675319	21.38	2290839	12500	2303339	18.41	-2.97
c) Others									
NBFC's registered with RBI	--	--	--	--	50	--	50	0.00	0.00
Clearing Members	98879	--	98879	0.79	43110	--	43110	0.34	-0.45
Non Resident Indians	298075	--	298075	2.38	197979	--	197979	1.58	-0.80
NRI Non-Repatriation	--	--	--	--	11874	--	11874	0.09	0.09
Trusts	107062	--	107062	0.86	107062	--	107062	0.86	--
d) Qualified Foreign Investor	--	--	--	--	--	--	--	--	--
Sub-Total B(2):	6474570	126303	6600873	52.76	6482572	121553	6604125	52.78	0.02
Total B = B(1) + B(2):	6474570	126303	6600873	52.76	6486570	121553	6608123	52.81	0.05
Total (A+B):	12385572	126303	12511875	100.00	12390322	121553	12511875	100	0.00
c) Shares held by custodians for GDR's & ADR's	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C):	12385572	126303	12511875	100.00	12390322	121553	12511875	100	0.00



II SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (1 st April, 2016)			Share holding at the end of the year (31 st March, 2017)			
		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	3166554	25.30	3.44	2416554	19.31	3.44	-5.99
2.	Tummala Pavana Devi	1972924	15.77	1.02	1174760	9.39	1.02	-6.38
3.	Tummala Tulasi Rani	57250	0.46	--	50000	0.41	--	-0.05
4.	Tummala Bapaiah Choudary	150000	1.20	0.12	150000	1.20	0.12	--
5.	N Sri Durga	226537	1.81	--	226537	1.81	--	--
6.	Madhu Mitra Tummala	91308	0.73	0.07	841308	6.72	0.07	5.99
7.	T Seetharamamma	136875	1.09	--	136875	1.09	--	--
8.	Raja Sekhar Tummala	109554	0.88	--	907718	7.26	--	6.38
	Total	5911002	47.24	4.65	5903752	47.19	4.65	-



III) CHANGE IN PROMOTERS' SHAREHOLDING

Sl No.	Name of the Promoter	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
	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).				
1	Tummala GopiChand				
	At the beginning of the year	3166554	25.30	3166554	25.30
	Transfer on 21.10.2016	750000	-5.99	2416554	19.31
	At the End of the Year			2416554	19.31
2	Tummala Pavana Devi				
	At the beginning of the year	1972924	15.77	1972924	15.77
	Transfer on 21.10.2016	798164	-6.38	11,74,760	9.39
	At the End of the Year			1174760	9.39
3	Tummala Tulasi Rani				
	At the beginning of the year	57250	0.46	57250	0.46
	Sale on 10.02.2017	7250	-0.05	50,000	0.41
	At the End of the Year			50,000	0.41
4	Tummala Bapaiah Choudary				
	At the beginning of the year	150000	1.20	150000	1.20
	At the End of the Year			150000	1.20
5	N Sri Durga				
	At the beginning of the year	226537	1.81	226537	1.81
	At the End of the Year			226537	1.81
6	Madhu Mitra Tummala				
	At the beginning of the year	91308	0.73	91308	0.73
	Transfer on 21.10.2016	750,000	5.99	841308	6.72
	At the End of the Year			841308	6.72
7	T Seetharamamma				
	At the beginning of the year	136875	1.09	136875	1.09
	At the End of the Year			136875	1.09
8	Raja Sekhar Tummala				
	At the beginning of the year	109554	0.88	109554	0.88
	Transfer on 21.10.2016	798164	6.38	907718	7.26
	At the End of the Year			907718	7.26



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	3,42,946	2.74	-	46,824	2,96,122	2.37
2.	Manoj Dua	1,94,462	1.55	-	63,652	1,30,810	1.05
3.	Jasmine Jayant Thakkar	1,34,606	1.08	-	84,606	50,000	0.40
4.	Pradip S Kampani	1,12,186	0.90	-	85,527	26,659	0.21
5.	Pravin Nanji Gala Huf	75,000	0.60	33,000		1,08,000	0.86
6.	Protechsoft Systems P Ltd	1,02,507	0.82	-	-	1,02,507	0.82
7.	Camel Foods Pvt. Ltd	88,913	0.71	-	88,913	-	-
8.	Nipun Mehta	80,000	0.64	-	2,000	78,000	0.62
9.	Anil Gurmukh Bhagwani	79,927	0.64	-	-	79,927	0.64
10.	Nirmala Pravin Gala	78,000	0.62	-	-	78,000	0.62

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	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	31,66,554	25.30	24,16,554	19.31
2.	Mr. K. Rama Rao, WTD	-	-	-	-
3.	Mr. Ch.Vijaya Bhaskar, CFO	-	-	-	-
4.	Mr. Pavan Pise, CS	-	-	-	-
Shareholding of Other Directors					
1.	T. Pavana Devi	19,72,924	15.77	11,74,760	9.39
2.	T.Bapaiah Chowdary	1,50,000	1.20	No change during the year	
3.	Dr. T.V. Lakshmi,	2,250	0.020	No change during the year	
4.	Dr. T. Hanuman Chowdary	-	-	-	-
5.	Mr. R.S. Bakkannavar	-	-	-	-
6.	Mr. Koteswara Rao SSR	-	-	-	-



VI. 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	43,71,08,537			43,71,08,537
ii) Interest due but not paid	-			
iii) Interest accrued but not due	-			
Total(i+ii+iii)	43,71,08,537			43,71,08,537
Change in Indebtedness during the financial year				
- Addition	3,77,67,077	36,00,000		4,13,67,077
- Reduction	1,93,38,598			1,93,38,598
Net Change	1,84,28,479	36,00,000		2,20,28,479
Indebtedness at the end of the financial year				
i) Principal Amount	45,55,37,016	36,00,000		45,91,37,016
ii) Interest due but not paid	-	29,203		29,203
iii) Interest accrued but not due	-	-		-
Total(i+ii+iii)	45,55,37,016	36,29,203		45,91,66,219

VII. 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
1	Gross salary	T. Gopichand Vice Chairman & MD	K. Rama Rao WTD	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	84,21,600	20,40,000	1,04,61,600
	(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)	84,21,600	20,40,000	1,04,61,600
	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:

(Amount in Rs.)

Sl. No	Particulars of Remuneration	Sitting Fee for attending the Board/Committee Meeting
1.	Independent Directors	
(i)	Dr. T. Hanuman Chowdary	1,11,000
(ii)	R.S.Bakkannavar	97,000
(iii)	Koteswar Rao SSR	90,000
(iv)	Dr. T.V. Lakshmi	92,000
	Total (1)	3,90,000
2.	Other Non-Executive Directors	
(i)	T. Bapaiah Chowdary	92,000
(ii)	T. Pavana Devi	85,000
	Total (2)	1,77,000
	Total = (1+2)	5,67,000

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

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of the KMP other than MD/WTD/Manager		Total
		Ch. Vijaya Bhaskar Chief Financial Officer	Pavan Pise Company Secretary	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10,54,965	3,62,408	14,17,373
	(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	10,54,965	3,62,408	14,17,373



VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees Imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					