

"ANNEXURE III"

Form No. MGT-9

EXTRACT OF ANNUAL
as on the financial year ended on 31st March, 2018 [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 Email : info@terasoftware.in 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, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032
		Contact Person : Mohammed Shanoor, Officer- Corporate Registry Ph : 040-6716 1606 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 -

Sl.No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
			NIL		



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 (1st April, 2017)				No. of Shares held at the end of the year (31st March, 2018)				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	5903752	--	5903752	47.19	5885028	--	5885028	47.04	(0.15)
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt.(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub-total(A)(1):-	5903752	--	5903752	47.19	5885028	--	5885028	47.04	(0.15)
2) Foreign									
a) Individuals (Non Residents Individuals/Foreign Individuals	--	--	--	--	--	--	--	--	--
b) Government	--	--	--	--	--	--	--	--	--
c) Institutions	--	--	--	--	--	--	--	--	--
d) Foreign Portfolio Investor	--	--	--	--	--	--	--	--	--
e) Any Other....	--	--	--	--	--	--	--	--	--
Sub-total(A)(2):-	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	5903752	--	5903752	47.19	5885028	--	5885028	47.04	(0.15)
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Venture Capital Funds	--	--	--	--	--	--	--	--	--
c) Alternate Investment Funds	--	--	--	--	--	--	--	--	--
d) Foreign Venture Capital Investors	--	--	--	--	--	--	--	--	--
e) Foreign Portfolio Investors	--	--	--	--	--	--	--	--	--
f) Financial Institutions / Banks	3998	--	3998	0.03	100	--	100	0.00	(0.03)
g) Insurance Companies	--	--	--	--	--	--	--	--	--
h) Provident Funds/Pension Funds	--	--	--	--	--	--	--	--	--
l) Any other	--	--	--	--	--	--	--	--	--
Sub-total(B)(1)	3998	--	3998	0.03	100	--	100	0.00	(0.03)
2. Central Government/State Government(s)/President of India	--	--	--	--	--	--	--	--	--
Sub-total(B)(2)	0	0	0	0	0	0	0	0	0
3. Non Institutions									
a) Bodies Corporate	734091	--	734091	5.87	744558	--	744558	5.95	0.08
b) Individuals									
(i) Individuals holding nominal share capital upto Rs. 2 lakhs	3687702	121553	3809255	30.45	4156695	85853	4242548	33.91	3.46
ii) Individuals holding nominal Share capital in excess of Rs. 2 lakhs	1700704	--	1700704	13.59	1235404	--	1235404	9.87	(3.72)
C) Others									
NBFC's registered with RBI	50	--	50	0.00	--	--	--	--	0.00
Employee Trusts	--	--	--	--	--	--	--	--	--
Overseas Depositories									
Trusts	107062	--	107062	0.86	105062	--	105062	0.84	(0.02)
Non Resident Indians	197979	--	197979	1.58	194206	--	194206	1.55	(0.03)
Clearing Members	43110	--	43110	0.34	30412	--	30412	0.24	(0.10)
NRI Non-Repatriable	11874	--	11874	0.09	32215	--	32215	0.26	(0.17)
IEPF --	--	--	--	--	42342	--	42342	0.34	0.34
d) Qualified Foreign Investor	--	--	--	--	--	--	--	--	--
Sub-Total B(3):	6482572	121553	6604125	52.78	6540894	85853	6626747	52.96	(0.16)
Total B = B(1) + B(2) + B(3):	6486570	121553	6608123	52.81	6540994	85853	6626847	52.96	--
Total (A+B):	12390322	121553	12511875	100	12426022	85853	12511875	100	--
C. Shares held by custodians, against which	--	--	--	--	--	--	--	--	--
Grand Total (A + B + C):	12390322	121553	12511875	100	12426022	85853	12511875	100	0.00

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (1st April, 2017)			Shareholding at the end of the year (31st March, 2018)			
		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	24,16,554	19.31	3.44	23,96,554	19.15	3.44	-0.16
2.	Tummala Pavana Devi	11,74,760	9.39	1.02	11,74,760	9.39	1.02	--
3.	Tummala Tulasi Rani	50,000	0.41	--	51,276	0.41	--	0.01
4.	Tummala Bapaiah Choudary	1,50,000	1.20	0.12	1,50,000	1.20	0.12	--
5.	N Sri Durga	2,26,537	1.81	--	2,26,537	1.82	--	--
6.	Madhu Mitra Tummala	8,41,308	6.72	0.07	8,41,308	6.72	0.07	
7.	T Seetharamamma	1,36,875	1.09	--	1,36,875	1.09		
8.	Raja Sekhar Tummala	9,07,718	7.26	--	9,07,718	7.26	--	--
	Total	59,03,752	47.19	4.65	58,85,028	47.04	4.65	0.15

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)				
1.	Tummala Gopichand				
	At the beginning of the year	24,16,554	19.31	24,16,554	19.31
	Sale on 12.05.2017	20,000	-0.16	23,96,554	19.15
	At the End of the Year			23,96,554	19.15
2	Tummala Tulasi Rani				
	At the beginning of the year	50,000	0.41	50,000	0.41
	Purchase on 09.06.2017	1,107	0.01	51,107	0.41
	Purchase on 16.06.2017	169	0.00	169	0.00
	At the end of the year			51,276	0.41



(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		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Rajesh Dinkar Fowkar	2,96,122	2.37	2,71,738	2.17
2.	Om Prakash Chugh	-	-	78,365	0.63
3.	Nirmala Pravin Gala	78,000	0.62	78,000	0.62
4.	Usha R Bhat	76,000	0.61	76,000	0.61
5.	Nipun Mehta	78,000	0.62	67,000	0.54
6.	Anuradha Rajesh Fowkar	62,423	0.50	62,423	0.50
7.	Rahul Ravindra Bhat	50,000	0.40	50,000	0.40
8.	Ayush Mittal	-	-	47,021	0.38
9.	Dinesh Lalchand Ahuja	-	-	45,329	0.36
10.	Pradip S Kampani	26,659	0.21	30,000	0.24

(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	24,16,554	19.31	23,96,554	19.15
2.	Mr. Ch.Vijaya Bhaskar, CFO	-	-	-	-
3.	Mrs. B. Sowmya, CS	-	-	-	-
Shareholding of Other Directors					
1.	T. Pavana Devi	11,74,760	9.39	11,74,760	9.39
2.	T.Bapaiah Chowdary	1,50,000	1.20	1,50,000	1.20
3.	Dr. T.V. Lakshmi,	2,250	0.020	2,250	0.020
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

(Amount in Rs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning 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
Change in Indebtedness during the financial year				
- Addition	-	74,00,000		74,00,000
- Reduction	2,28,31,476	28,00,000		2,56,31,476
Net Change	-2,28,31,476	46,00,000	-	-1,82,31,476
Indebtedness at the end of the financial year				
i) Principal Amount	43,27,05,540	82,00,000	-	44,09,05,540
ii) Interest due but not paid	-	6,72,965		6,72,965
iii) Interest accrued but not due	-			-
Total(i + ii + iii)	43,27,05,540	88,72,965	-	44,15,78,505

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
		T. Gopichand Vice Chairman & Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	84,00,000	84,00,000
	(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	84,00,000
	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:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Sitting Fee for attending the Board/Committee Meeting
1.	Independent Directors	
	(i) Dr. T. Hanuman Chowdary	94,000
	(ii) R.S.Bakkannavar	87,000
	(iii) Koteswar Rao SSR	80,000
	(iv) Dr. T.V. Lakshmi	75,000
	Total (1)	3,36,000
2.	Other Non-Executive Directors	
	(i) T. Bapaiah Chowdary	58,000
	(ii) T. Pavana Devi	75,000
	Total (2)	1,33,000
	Total B=(1+2)	4,69,000

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. Vijay Bhaskar Chief Financial Officer	B. Sowmya* Company Secretary	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,60,000	3,90,000	16,50,000
	(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	12,60,000	3,90,000	16,50,000

* Mrs. B. Sowmya joined as Company Secretary w.e.f 22nd May, 2017

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					