

FORM NO. MGT-9

"Annexure - D"

EXTRACT OF ANNUAL AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020
[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.in ; Website: www.terasoftware.com
vi.	Whether listed company (Yes / No)	Yes (BSE & NSE)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech 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: inward.ris@kfintech.com Website: www.kfintech.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 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
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 (1 st April, 2019)				No. of Shares held at the end of the year (31 st March, 2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	6001927	--	6001927	47.97	6010651	--	6010651	48.04	0.07
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt.(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub-total(A)(1): -	6001927	--	6001927	47.97	6010651	--	6010651	48.04	0.07
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	6001927	--	6001927	47.97	6010651	--	6010651	48.04	0.07
(A) = (A)(1)+(A)(2)									
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	100	--	100	0	110	--	110	0	0.00
g) Insurance Companies	--	--	--	--	--	--	--	--	--

h) Provident Funds/Pension Funds	--	--	--	--	--	--	--	--	--
i) Any other	--	--	--	--	--	--	--	--	--
Sub-total(B)(1)	100	--	100	0	110	--	110	0	0.00
2. Central Government/State Government(s)/President of India	--	--	--	--	--	--	--	--	--
Sub-total(B)(2)	--	--	--	--	--	--	--	--	--
3. Non-Institutions	0	0	0	0	0	0	0	0	0
a) Bodies Corporate	589519	--	589519	4.71	317300	--	317300	2.54	-2.18
a) Individuals									
(i) Individuals holding nominal share capital upto Rs. 2 lakhs	4150054	67666	4217720	33.71	4354642	62991	4417633	35.71	1.60
(i) Individuals holding nominal share capital in excess of Rs. 2 lakhs	1433013	--	1433013	11.45	1484199	--	1484199	11.86	0.41
a) Others	--	--	--	--	--	--	--	--	--
NBFC's registered with RBI	196	--	196	0.00	--	--	--	--	--
Employee Trusts	--	--	--	--	--	--	--	--	--
Overseas Depositories	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Non-Resident Indians	164813	--	164813	1.32	155468	--	155468	1.24	-0.07
Clearing Members	6892	--	6892	0.06	26513	--	26513	0.21	0.16
NRI Non-Repatriable	36696	--	36696	0.29	36556	--	36556	0.29	0.00
IEPF	60999	--	60999	0.49	63445	--	63445	0.51	0.02
a) Qualified Foreign Investor	--	--	--	--	--	--	--	--	--
Sub-Total B(3):	6442182	67666	6509848	52.03	6438123	62991	6501114	51.96	-0.07
Total B=B(1)+B(2)+B(3):	6442282	67666	6509948	52.03	6438233	62991	6501224	51.96	-0.07
Total (A+B):	12444209	67666	12511875	100	12448884	62991	12511875	100.00	--
C. Shares held by custodians for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C):	12444209	67666	12511875	100	12448884	62991	12511875	100.00	--

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (1 st April, 2019)			Shareholding at the end of the year (31 st March, 2020)			
		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	1892836	15.13	75.59	1892836	15.13	99.89	--
2.	Tummala Gopichand (HUF)	503718	4.03	--	503718	4.03	--	--
3.	Tummala Pavana Devi	1174760	9.39	95.98	1174760	9.39	99.38	--
4.	Tummala Tulasi Rani	51276	0.41	--	60000	0.48	--	0.07
5.	Tummala Bapaiah Choudary	150000	1.20	10.00	150000	1.20	10.00	--
6.	N Sri Durga	226537	1.81	--	226537	1.81	--	--
7.	Madhu Mitra Tummala	841308	6.72	1.09	841308	6.72	1.09	--
8.	T Seetharamamma	136875	1.09	--	136875	1.09	--	--
9.	Raja Sekhar Tummala	1024617	8.19	--	1024617	8.19	--	--
	Total	60,01,927	47.97		60,10,651	48.04		--

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 Tulasi Rani	51276	0.41	60000	0.48

(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	2,59,638	2.08	2,40,038	1.92
2.	Parag Vipin Shah	1,35,629	1.08	1,49,706	1.20
3.	Mahendra Girdharilal	0	0.00	90,714	0.73
4.	Nirmala Pravin Gala	78,000	0.62	78,000	0.62

6.	Usha R. Bhat	76,000	0.61	76,000	0.61
7.	Om Prakash Chugh	78,365	0.63	68,365	0.55
8.	Anuradha Rajesh Fowkar	62423	0.50	62,423	0.50
9.	Rahul Ravindra Bhat	50000	0.40	50,000	0.40
10.	Dinesh Lalchand Ahuja	45329	0.36	45,329	0.36
11.	Anil Mohanlal Thakker	0	0.00	45,000	0.36

(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	18,92,836	15.13	18,92,836	15.13
2.	Mr. O. Babu Reddy, CFO	50	0.00	50	0.00
3.	Mrs. Shabnam Siddiqui, 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,				
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	430606689	73200000	-	73200000
ii) Interest due but not paid		1887746		1887746
iii) Interest accrued but not due	-			-
Total(i+ii+iii)	430606689	75087746	-	505694435
Change in Indebtedness during the financial year				
- Addition	1100000	3000000		4100000
- Reduction	164554581	52400000		216954581
Net Change	-163454581	- 49400000	-	212854581

Indebtedness at the end of the financial year				
i) Principal Amount	267152108	23800000	-	290952108
ii) Interest due but not paid	-	3824160	-	3824160
iii) Interest accrued but not due	-	-	-	-
Total(i + ii + iii)	267152108	27624160	-	294776268

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

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:

Sl. No	Particulars of Remuneration	Sitting Fee for attending the Board/Committee Meeting
1.	Independent Directors	
(i)	Dr. T. Hanuman Chowdary	1,04,000
(ii)	R. S. Bakkannavar	70,000
(iii)	Koteswara Rao SSR	80,000
(iv)	Dr. T.V. Lakshmi	64,000
	Total (1)	3,18,000
2.	Other -Non-Executive Directors	
(i)	T. Bapaiah Chowdary	64,000
(ii)	T. Pavana Devi	64,000
	Total (2)	1,28,000
	Total B=(1+2)	4,46,000

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
		O. Babu Reddy Chief Financial Officer	Shabnam Siddiqui* Company Secretary	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,57,880	4,20,000	
	(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	--	--	

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					