

Annexure: II

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN as on the financial year ended on 31 March, 2016
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					

Category of Shareholders	No. of Shares held at the beginning of the year [As on March 31, 2015]				No. of Shares held at the end of the year [As on March 31, 2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	806778	—	806778	6.45	707412	—	707412	5.65	-0.79
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	2230964	120803	2351767	18.80	2600323	113803	2714126	21.69	2.90
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakhs	3130879	12500	3143379	25.12	2662819	12500	2675319	21.38	-3.74
c) Others(Specify)		—				—			
Clearing member	11045	—	11045	0.09	98879	—	98879	0.79	0.70
NRIs	269660	—	269660	2.16	298075	—	298075	2.38	0.23
Trusts	105062	—	105062	0.84	107062	—	107062	0.86	0.02
Sub-total(B)(2)	6554388	133303	6687691	53.45	6474570	126303	6600873	52.76	-0.69
Total Public Shareholding (B)= (B)(1)+ (B)(2)	6554388	133303	6687691	53.45	6474570	126303	6600873	52.76	-0.69
C. Shares held by Custodian for GDRs & ADRs	—	—	—	—	—	—	—	—	—
Grand Total(A+B+C)	12378572	133303	12511875	100	12385572	126303	12511875	100	—

ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during 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	
1.	Tummala Gopichand	3089736	24.69	3.17	31,66,554	25.30	3.44	0.61
2.	Tummala Pavana Devi	1962924	15.69	1.02	1972924	15.77	1.02	0.08
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	5911002	47.24	4.65	—

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	5824184	46.55	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease				
1	Purchased on 21.08.2015	29200	0.23	5853384	46.78
2	Purchased on 04.09.2015	33909	0.27	5887293	47.05
3	Purchased on 25.09.2015	2565	0.02	5889858	47.07
4	Purchased on 09.09.2015	4821	0.04	5894679	47.11
5	Purchased on 16.10.2015	6323	0.05	5901002	47.16
6	Purchased on 11.03.2016	10000	0.08	5911002	47.24
	At the End of the year			5911002	47.24

(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 the company	% of total shares	Increase	Decrease	No. of Shares	% of total shares of the Company
1.	Rajesh Dinkar Fowkar	443907	3.55	-	100961	342946	2.74
2.	Pradip S Kampani	223024	1.78	-	110838	112186	0.90
3.	Manoj Dua	0	0	194462	-	194462	1.55
4.	Vivek Mundra	158500	1.27	-	158500	0	0
5.	Jasmine Jayant Thakkar	150000	1.20	-	14394	135606	1.08
6.	Camel Foods Pvt Limited	127040	1.02	-	38127	88913	0.71
7.	Protechsoft Systems Pvt Limited	102507	0.82	-	-	102507	0.82
8.	Nagabhushanam Cherukuri	33213	0.27	47999	-	81212	0.65
9.	Nipun Mehta	80000	0.64	-	-	80000	0.64
10.	Anil Gurmukh Bhagwani	79927	0.64	-	-	79927	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	3166554	25.30
2.	Sri K. Rama Rao, WTD	-	-	-	-
3.	Sri Ch.Vijaya Bhaskar, CFO	-	-	-	-
4.	Sri Pavan Pise, CS	-	-	-	-
Shareholding of Other Directors					
1.	T. Pavana Devi	1962924	15.69	1972924	15.77
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.	Sri R.S. Bakkannavar	-	-	-	
6.	Sri 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	43,08,60,389	-	-	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
Change in Indebtedness during the financial year				
- Addition	61,55,000	-	-	61,55,000
- Reduction	93,148	93,148		
Net Change	62,48,148	-	-	62,48,148
Indebtedness at the end 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

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

(Amount in ₹)

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	19,95,000	1,03,95,000
	(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	19,95,000	1,03,95,000
	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 ₹)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Dr. T. Hanuman Chowdary	R. S. Bakkannavar	Koteswar Rao SSR	Dr. T.V. Lakshmi	
	Independent Directors					
1	Fee for attending Board/ Committee Meetings	1,04,000	90,000	90,000	82,000	3,66,000
2	Commission	-	-	-	-	-
3	Others, please specify	-	-	-	-	-
	Total (B1)					3,66,000
	Other Non-Executive/ Promoter Directors					
			T. Bapaiah Chowdary	T. Pavana Devi		
1	Fee for attending Board/ Committee Meetings		92,000	78,000		1,70,000
2	Commission		-	-		-
3	Others, please specify		-	-		-
	Total (B2)					1,70,000
	Total B= (B1)+(B2)					5,36,000

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

(Amount in ₹)

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		Total
		CFO*	Company Secretary**	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,00,000	1,36,232	9,36,232
	(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	8,00,000	1,36,232	9,36,232

* Mr. Ch.Vijaya Bhaskar joined as CFO with effect from 01 June, 2015.

** Mr.Pavan Pise joined as Company Secretary with effect from 12 November, 2015.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no Penalties, Punishment or Compounding of Offences during the F.Y. ended 31 March, 2016.