

# Form No. MGT-7



Form language

English  Hindi

## Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form

### I REGISTRATION AND OTHER DETAILS

i \*Corporate Identity Number (CIN)

U25920KA2024PTC190923

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

16/07/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	TERRA91 INTERNATIONAL PRIVATE LIMITED	TERRA91 INTERNATIONAL PRIVATE LIMITED
Registered office address	#84/1, Ground & 1st Floor, Vaishnavi,Sovereign, Green Glen Layout, Bellandur,Bellandur,Bangalore South,Bangalore,Karnataka,India,560103	#84/1, Vaishnavi Sovereign, Green Glen Layout, Bellandur,Bellandur,Bangalore South,Bangalore,Karnataka,India,560103
Latitude details	12.92912	12.92912
Longitude details	77.67873	77.67873

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

Registered Office Pic.pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*9Q

(c) \*e-mail ID of the company

\*\*\*\*\*tesh.v@zetwerk.com

(d) \*Telephone number with STD code

76\*\*\*\*\*90

(e) Website

www.terra91.com

iv \*Date of Incorporation (DD/MM/YYYY)

16/07/2024

v (a) \*Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Private company

(b) \*Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) \*Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi \*Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix \* (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

15/12/2025

(c) Due date of AGM (DD/MM/YYYY)

31/12/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

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## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	45	Wholesale and retail trade; repair of motor vehicles and motorcycles	100

## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i \*No. of Companies for which information is to be given

2

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U74999KA2017PTC128777		ZETWERK MANUFACTURING BUSINESSES PRIVATE LIMITED	Holding	100
2		202506277Z	TERRA91 INTERNATIONAL SG PTE. LIMITED	Subsidiary	100

## IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	100000.00	10000.00	10000.00	10000.00
Total amount of equity	1000000.00	100000.00	100000.00	100000.00

shares (in rupees)				
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Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	100000	10000	10000	10000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees )	1000000.00	100000.00	100000	100000

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees )				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	1	9999	10000.00	100000	100000	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
<b>At the end of the year</b>	1.00	9999.00	10000.00	100000.00	100000.00	
<b>(ii) Preference shares</b>						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
<b>At the beginning of the year</b>	0	0	0.00	0	0	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

**iv Debentures (Outstanding as at the end of financial year)**

**(a) Non-convertible debentures**

\*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(b) Partly convertible debentures**

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

1

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Compulsorily Convertible Debentures	10000000	100	1000000000.00
<b>Total</b>	10000000.00	100.00	1000000000.00

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Compulsorily Convertible Debentures	0	1000000000	0	1000000000.00
<b>Total</b>	0.00	1000000000.00	0.00	1000000000.00

**(d) Summary of Indebtedness**

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	1000000000.00	0.00	1000000000.00
<b>Total</b>	0.00	1000000000.00	0.00	1000000000.00

**v Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**

i \*Turnover

4125611482

ii \* Net worth of the Company

154545421

**VI SHARE HOLDING PATTERN****A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	1	0.01	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	9999	99.99	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	10000.00	100	0.00	0

Total number of shareholders (promoters)

**B Public/Other than promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>			0	0.00
	<b>Total</b>	0.00	0	0.00	0

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters + Public/Other than promoters)

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	1
3	Individual - Transgender	0
4	Other than individuals	1
	<b>Total</b>	2.00

**C Details of Foreign institutional investors' (FIIs) holding shares of the company**

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

#### VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	0	0
Debenture holders	0	1

#### VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	0	0	0	0	0	0
<b>B Non-Promoter</b>	2	0	2	0	0.01	0.00
i Non-Independent	2	0	2	0	0.01	0
ii Independent	0	0	0	0	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
<b>Total</b>	2	0	2	0	0.01	0.00

\*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

2

## B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
ANKIT FATEHPURIA	09460111	Director	1	
SRINATH RAMAKRUSHNAN	07596310	Director	0	

B (ii) \*Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)

#### IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

##### A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

\*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	27/03/2025	2	2	100

##### B BOARD MEETINGS

\*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/07/2024	2	2	100
2	14/08/2024	2	2	100
3	08/10/2024	2	2	100
4	02/01/2025	2	2	100
5	13/02/2025	2	2	100
6	27/03/2025	2	2	100
7	28/03/2025	2	2	100

**C COMMITTEE MEETINGS**

Number of meetings held

0

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

**D ATTENDANCE OF DIRECTORS**

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on  (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								15/12/2025
1	ANKIT FATEHPURIA	7	7	100	0	0	0	Yes
2	SRINATH RAMAKRUSHNAN	7	7	100	0	0	0	Yes

**X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL** Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
	<b>Total</b>		0.00	0.00	0.00	0.00	0.00

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount

	<b>Total</b>		0.00	0.00	0.00	0.00	0.00

C \*Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	<b>Total</b>		0.00	0.00	0.00	0.00	0.00

### XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

### XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A \*DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/  
DIRECTORS/OFFICERS

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B \*DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

### XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

2

### XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or  
Debenture holder.xlsm

(b) Optional Attachment(s), if any

MGT-8\_Terra91\_31032025.pdf  
SBO\_Declaration\_Terra91.pdf  
List of Share and debenture  
holder\_Terra91.pdf  
Gmail - UDIN generation.pdf

### XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

TERRA91 INTERNATIONAL  
PRIVATE LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings

including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;  
5 closure of Register of Members / Security holders, as the case may be.  
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;  
7 contracts/arrangements with related parties as specified in section 188 of the Act;  
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;  
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act  
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;  
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;  
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;  
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;  
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;  
15 acceptance/ renewal/ repayment of deposits;  
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;  
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;  
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Sahil Mahajan

Date (DD/MM/YYYY)

11/02/2026

Place

Pathankot

Whether associate or fellow:

Associate  Fellow

Certificate of practice number

1\*9\*0

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\*(a) DIN/PAN/Membership number of Designated Person

09460111

\*(b) Name of the Designated Person

ANKIT FATEHPURIA

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\*  dated\*  
(DD/MM/YYYY)  to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

**\*To be digitally signed by**

**\*Designation**

*(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))*

Director

**\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0\*4\*0\*1\*

**\*To be digitally signed by**

- Company Secretary       Company secretary in practice

**\*Whether associate or fellow:**

- Associate       Fellow

**Membership number**

**Certificate of practice number**

1\*9\*0

**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

AC2252883

eForm filing date (DD/MM/YYYY)

11/02/2026

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**List of Shareholders as on March 31, 2025**

S. No	Name of Shareholders & Address	No. of Equity Shares held of Rs. 10/- each	Total Amount (in Rs.)	% of Shares Held
01	<b>Zetwerk Manufacturing Businesses Private Limited</b>  Address: No. 461 Oriental Towers, 17th Cross, 4th Sector, 1st Floor, HSR Layout, Bangalore 560102 Karnataka, India	9,999	99,990/-	99.99%
02	<b>Ankit Fatehpuria (as nominee of Zetwerk Manufacturing Businesses Private Limited)</b>  Address: Flat F-1401, Fern Block, Salarpuria Greenage, 7 Hosur Road, Bangalore- 560068, Karnataka, India	1	10/-	0.01%
	<b>TOTAL</b>	<b>10,000</b>	<b>1,00,000/-</b>	<b>100%</b>

**List of Debenture Holder as on March 31, 2025**

S. No	Name of Shareholders & Address	No. of Compulsorily Convertible Debentures held of Rs. 100/- each	Total Amount (in Rs.)	% of CCD Held
01	<b>Zetwerk Manufacturing Businesses Private Limited</b>  Address: No. 461 Oriental Towers, 17th Cross, 4th Sector, 1st Floor, HSR Layout, Bangalore 560102 Karnataka, India	1,00,00,000	1,00,00,00,000/-	100.00%
	<b>TOTAL</b>	<b>1,00,00,000</b>	<b>1,00,00,00,000/-</b>	<b>100%</b>

For & on behalf of  
Terra91 International Private Limited

**Ankit Fatehpuria**

**Director**

**DIN: 09460111**

**Address: Flat F-1401, Fern Block, Salarpuria Greenage, 7 Hosur Road, Bangalore- 560068, Karnataka, India**



**Form No. MGT-8**

**[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]**

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **Terra91 International Private Limited**, a company incorporated under the Companies Act, 2013 on July 16, 2024 bearing corporate identification number U25920KA2024PTC190923 and having registered office at #84/1, Vaishnavi Sovereign, Green Glen Layout, Bellandur, Bangalore, Bangalore South, Karnataka-560103, India, (hereinafter referred to as "the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on **31<sup>st</sup> March, 2025**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- a. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- b. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of specified in the respective paras:
  1. its status under the Act;
  2. maintenance of registers/records as per provisions of the Act & making entries therein within the time prescribed therefore;
  3. filing of forms and the returns ~~as stated in the annual return~~, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court or other authorities~~ within/beyond the prescribed time, as the case may be;
  4. calling/ convening/ holding meetings of Board of Directors ~~or its committees~~, and the meetings of the members of the Company on due date as stated in the Annual Return in respect of which meetings, proper Notices were given and the proceedings including the circular resolutions ~~and resolutions passed by postal ballot, if any~~, have been properly recorded in the Minute Book/ Registers maintained for the

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**SCO 276, Second Floor, Mohan Market, Dalhousie Road, Pathankot-145001**

**Mobile: +91 9888164041**

**Email: cssahil.mahajan@gmail.com**

**Peer Review Firm: Certificate No: 4916/2023**



purpose and the same have been signed;

5. closure of its Register of Members / Security holders

The Company was not required to close the register of members/security holders during the reported period as the same was not applicable on the Company;

6. advances/ loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

As per the explanations and information provided to me, during the period under review, the Company did not provide any advances or loans to its directors, or to any persons, firms, or companies referred in section 185 of the Act.

7. contracts/ arrangements with related parties as specified under section 188 of the Act;

The Company has entered contracts/ arrangements with related parties as specified under section 188 of the Act are stated in **Annexure-A**

8. issue, allotment, transfers, transmission or buy back of Securities, redemption of preference shares or debentures, alteration or reduction of share capital, conversion of shares/ securities and issue of security Certificates in all instances.

The Company has, during the financial year under review, issued and allotted 1,00,00,000 (One Crore) Compulsorily Convertible Debentures (CCDs) of face value INR 100/- (Indian Rupees One Hundred only) each, aggregating to INR 1,00,00,00,000/- (Indian Rupees One Hundred Crores only), in dematerialized form. There were no other instances of transfer, transmission, buy-back of securities, redemption of preference shares or debentures, alteration or reduction of share capital, conversion of securities, or issue of security certificates during the period under review.

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with provisions of the Act.

As per the explanations and information given to me, during the period under review, there were no transaction necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with provisions



of the Act.

10. declaration, payment of dividend, transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

As per the explanations and information given to me, during the period under review, the Company has not distributed any dividend during the year. no unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

Since this is the first financial year of the Company, the requirement is not applicable.

12. constitution/ appointment/~~re-appointments/~~cessations/~~retirement/~~~~filling up casual vacancies/~~ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

The Board of Directors of the Company was duly constituted during the period under review. During the reporting period, only the first directors of the Company were appointed and there was no appointment, re-appointment, retirement, cessation, or filling up of any casual vacancy thereafter. The provisions relating to Key Managerial Personnel are not applicable to the Company for the period under review, and there was no change in the disclosures relating to the Directors or the remuneration paid to them, if any, as disclosed in the annual return of the Company.

13. appointment, re- appointment, filing of casual vacancy of Auditors as per the provisions of section 139 of the Act;

During the year under review, the Company appointed its first statutory auditor in accordance with the provisions of Section 139 of the Companies Act, 2013.



14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

As per the explanation and information given to me, during the period under review, the Company was not required to obtain any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or any other authority under the provisions of the Act.

15. acceptance, renewal, repayment of any deposit;

As per the explanations and information given to me, during the period under review, the Company has not accepted any deposit during the financial year.

16. borrowings made from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

As per the explanations and information provided to me, during the period under review, the Company has borrowed from its members, public financial institutions, banks, and others, as applicable. Charges have been created, modified, or satisfied wherever necessary.

17. loans and Investments, guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;

As per the explanations and information provided to me, during the period under review, the Company has not given any loan or made investment or given guarantee pursuant to the provisions of Section 186 of the Companies Act, 2013 except for a financial commitment made through an initial investment in its wholly owned subsidiary, Terra91 International SG PTE Limited, incorporated in Singapore.

18. alteration of provisions of the Memorandum and/ or Articles of Association of the Company;

As per the explanations and information provided to me, during the financial year under review, the Company has not made any alteration to its Memorandum of Association and/or Articles of Association.



For Sahil Mahajan & Associates

(Sahil Mahajan)

Prop

C.P No. 15970

Membership No. 33653

UDIN NO. A033653G003913716

Date: 11.02.2026

Place: Pathankot

Annexure-A

Details of related party transactions

S. No	Name of the related party	Nature of Relationship	Nature of Contracts/arrangements/ transactions	Salient terms of the contracts or arrangements or transaction including the value (in Lakhs) if any
1	Zetwerk Manufacturing Businesses Private Limited	Holding Company	Loan and Corporate Guarantee taken, Loan repaid, Interest on loan, Sale and Purchases of Goods, Management fee, Guarantee Commission expenses, issuance of equity shares and Compulsory Convertible Debentures, employee benefit liability, etc	99,638

To,  
Registrar of Companies

**Sub - Clarification on furnishing the details of the designated person in Annual return**

With reference to the subject, following provisions have been inserted after Rule 9 (3) of the Companies (Management and Administration) Rules, 2014 by the Companies (Management and Administration) Second Amendment Rules, 2023 -

**Rule 9 (4) -** Every company shall designate a person who shall be responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the company.

**Rule 9 (5) -** For the purpose of sub-rule (4), the company may designate-

- (i) a company secretary, if there is a requirement of appointment of such company secretary under the Act and the rules made thereunder; or
- (ii) a key managerial personnel, other than the company secretary; or
- (iii) every director, if there is no company secretary or key managerial personnel.

**Rule 9 (6) -** Until a person is designated as referred under sub-rule (4), the following persons shall be deemed to have been designated person;

- (i) company secretary, if there is a requirement of appointment of such company secretary under the Act and the rules made thereunder; or
- (ii) every Managing Director or Manager, in case a company secretary has not been appointed; or
- (iii) every director, if there is no company secretary or a Managing Director or Manager.

**Rule 9 (7) -** Every company shall inform the details of the designated person in Annual return.

As per Rule 9 (7) of the Companies (Management and Administration) Rules, 2014 every company shall inform the details of the designated person in Annual return, we are furnishing the details of the designated persons for our company through this letter.

**Details of Designated Person under Rule 9 (4):**

Sr. No.	Particulars	Details	
1.	Full Name	Srinath Ramakkrushnan (DIN:07596310)	Ankit Fatehpuria (DIN: 09460111)
2.	Designation	Director	Director
3.	Address	Villa 19, Adarsh Palm Retreat Villas, Devarbisanahalli, Bellandur, Bengaluru – 560103	Flat F-1401, Fern Block, Salarpuria Greenage,7 Hosur Road, Bangalore- 560068, Karnataka, India
4.	Email ID	rsrinath@zetwerk.com	ankit.f@zetwerk.com

We trust this disclosure satisfies the requirements under the Companies Act, 2013, and the rules made thereunder.

**For & on behalf of  
Terra91 International Private Limited**

**Ankit Fatehpuria  
Director**

**DIN: 09460111**

**Address: Flat F-1401, Fern Block, Salarpuria Greenage,7 Hosur Road,  
Bangalore- 560068, Karnataka, India**

# ZETWERK

MAXIMIZE MANUFACTURING



**TERRA91 INTERNATIONAL  
PRIVATE LIMITED**

CIN: U25920KA2024PTC190923

Registered office

#84/1, Vaishnavi Sovereign, Green Glen Layout, Bellandur,  
Bangalore, Bangalore South-, 560103, Karnataka, India.  
Email ID: [compliance@terra91.com](mailto:compliance@terra91.com) Phone Number: +91 76249 74890

**ಟೆರ್ರಾ 91 ಇಂಟರ್‌ನ್ಯಾಷನಲ್ ಪ್ರೈವೇಟ್ ಲಿಮಿಟೆಡ್**

CIN: U25920KA2024PTC190923

ಶಾಖೆ ಅಫೀಸ್

#84/1, ವೈಷ್ಣವಿ ಸಾವರಿನ್, ಗ್ರೀನ್ ಗ್ಲೆನ್ ಲೇಔಟ್, ಬೆಳ್ಳಂದೂರ್, ಬೆಂಗಳೂರು ಸೌತ್,  
ಕರ್ನಾಟಕ, ಇಂಡಿಯಾ 560103

Email ID: [compliance@terra91.com](mailto:compliance@terra91.com) Phone Number: +91 76249 74890

