



TERA SOFT

Redefining IT Solutions

TERA SOFTWARE LIMITED

8-2-293/82/A/1107,
Plot No. 1107, Road No. 55,
Jubilee Hills, Hyderabad-500 033,
Telangana, INDIA

Ref: TSL/ SE/PB 2019-4

Date: April 10, 2019

To,
The Secretary,
BSE Limited
P.J. Towers
Dalal Street, Mumbai – 400001
Scrip: 533982

The Manager,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla complex
Bandra(E), Mumbai – 400051
Symbol: TERASOFT

Dear Sir,

Re: Our letter dated March, 8, 2019 having Ref No.: TSL/ SE/PB 2019-2 for Notice of Postal Ballot

Sub: Declaration of results of the Postal Ballot and e-voting under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

This is in furtherance to our letter dated March, 8, 2019 as referred above. In this regard, we wish to inform you that all three resolutions have been passed by members of the company with the requisite Majority on 8th April, 2019, being the last date of voting.

In connection with the same, please find the following:

A. Voting results of the said Postal Ballot including remote e-voting in connection with the business set out in the notice/mail of Postal Ballot , as required under Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015 attached and marked as Annexure-1

B. The Scrutinizer's Report dated 10th April, 2019, pursuant to the Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management & Administration) Rules, 2014, attached and marked as Annexure-2.

The voting results along with the Scrutinizer's Report are also available on the website of the Company at www.terasoftware.com

Kindly take the above said information in your records.

Thanking You.

Yours truly,
For TERA SOFTWARE LIMITED



GOPICHAND TUMMALA
VICE CHAIRMAN & MANAGING DIRECTOR

Encl : a/a

CIN-L72200TG1994PLC018391

ANNEXURE- 1

**VOTING RESULT OF POSTAL BALLOT (INCLUDING E-VOTING) UNDER
REGULATION 44(3) OF SEBI (LODR) REGULATIONS, 2015**

Name of the company	TERA SOFTWARE LIMITED
BSE Scrip code	533982
NSE Symbol	TERASOFT
ISIN	INE482B01010
Type of meeting	Postal Ballot
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	10-04-2019
Record date	01-03-2019
Total number of shareholders on record date	8590
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	9
b) Public	30
No. of resolution passed in the meeting	3

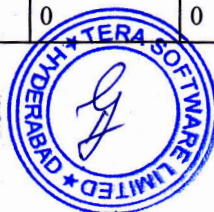
Resolution(1)								
Description of resolution considered				Approval for continuation of Dr. Hanuman Chowdary Tripuraneni (DIN: 00107006) as Independent Director				
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Result				Passed with requisite majority				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6001927	6001927	100	6001927	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6001927	6001927	100	6001927	0	100
Public-Institutions	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0



	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	100	0	0	0	0	0	0
Public- Non Institutions	E-Voting	6509848	72242	1.1097	71560	682	99.056	0.944
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		994	0.0153	994	0	100	0
	Total		6509848	73236	1.125	72554	682	99.0688
Total		12511875	6075163	48.5552	6074481	682	99.9888	0.0112

Resolution(2)

Description of resolution considered			Approval for continuation of Mr. Ramalingappa Shivabasappa Bakkannavar (DIN: 00108720) as Independent Director					
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Result			Passed with requisite majority					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6001927	6001927	100	6001927	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6001927	6001927	100	6001927	0	100
Public- Institutions	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		100	0	0	0	0	0
Public- Non Institutions	E-Voting	6509848	72242	1.1097	71560	682	99.056	0.944
	Poll		0	0	0	0	0	0



	Postal Ballot (if applicable)		994	0.0153	994	0	100	0
	Total	6509848	73236	1.125	72554	682	99.0688	0.9312
Total		12511875	6075163	48.5552	6074481	682	99.9888	0.0112

Resolution(3)

Description of resolution considered				Approval for continuation of Mr. Surapaneni Sree Rama Koteswara Rao (DIN: 00964290) as Independent Director				
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Result				Passed with requisite majority				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on out-standing shares	No. of votes – in favour	No. of votes– against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	6001927	6001927	100	6001927	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6001927	6001927	100	6001927	0	100
Public-Institutions	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		100	0	0	0	0	0
Public- Non Institutions	E-Voting	6509848	72242	1.1097	71560	682	99.056	0.944
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		994	0.0153	994	0	100	0
	Total		6509848	73236	1.125	72554	682	99.0688
Total		12511875	6075163	48.5552	6074481	682	99.9888	0.0112



K CH VENKAT REDDY
BBM, FCS.



C.V. REDDY K & ASSOCIATES
COMPANY SECRETARIES

#402, Kamala Towers, Street No. 14,
Himayath Nagar, Hyderabad - 500 029.
Cell : 98492 42304, 98497 42304, 040-27662304
E-mail : csvenkatreddy@gmail.com
cvreddykassociates@gmail.com
www.cvreddyandassociates.com

SCRUTINIZERS REPORT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 as amended to date)

To,
The Vice Chairman & Managing Director
Tera Software Limited
#8-2-293/82/A/1107,
Plot No: 1107, Road No: 55,
Jubilee Hills, Hyderabad-500033

Sub: Scrutinizers Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated 14th February, 2019 through Postal Ballot (including E-voting).

Dear Sir,P

I, K CH Venkat Reddy, Practicing Company Secretary have been appointed as a Scrutinizer by the Board of Directors of Tera Software Limited (the Company) for scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolutions contained in the Notice dated 14th February, 2019 through Postal Ballot and E-voting, in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 as amended to date .

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of : (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Listing Agreements with the Stock Exchange, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated 14th February, 2019, based on the reports generated from the e-voting system provided by Karvy Fintech Private Limited (Karvy), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e., till 5 p.m. on 8th April, 2019.



I submit my report as under:

1. The company has availed e-voting facility from M/s. Karvy Fintech Private Limited ("e-voting facilitator") for enabling the shareholders to cast their votes electronically. E-Voting and the Postal Ballot were conducted under my supervision. At the time of Postal Ballot, adequate care is taken such that no member who has casted his vote by remote e-voting was allowed to cast his vote again through Postal Ballot.
2. The Company has completed the dispatch of the Postal Ballot forms on 8th March, 2019 seeking consent of Members through Postal Ballot, including voting by electronic means (e-voting), to the Members whose names appear in the Register of Members/ Beneficial owners as on the cut-off date i.e., 1st March, 2019.
3. The particulars of all the Postal Ballot forms as well as E-voting communications received from the members have been entered in the registers, separately maintained for the purpose.
4. The Votes (both through E-voting and Postal Ballots) were unblocked at 11:00 A.M. on 9th April, 2019 in my presence and I have signed the Postal Ballot forms and E-voting statement in confirmation of being unblocked in my presence.
5. After the time fixed for closing of the e-voting, i.e., 5 p.m. on 8th April, 2019, a final electronic report of the e-voting was generated by me by accessing the data available from the website <https://evoting.karvy.com> of Karvy Fintech Private Limited, the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
6. The Postal Ballot forms received till the time fixed for closing of the Postal Ballot i.e., 5 p.m. on 8th April, 2019, were diligently scrutinized and reconciled with the records maintained by the Company through Karvy Fintech Private Limited, the Registrar and Transfer Agents of the Company.
7. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing the resolutions contained in the Notice dated 14th February, 2019, is as under:

Resolution	Mode	Ballots Received	Total votes received	Favour			Against			Invalid	
				Ballots	Votes	% of favour valid votes to Total votes Received	Ballots	Votes	% of against valid votes to Total votes Received	Ballots	Votes
1. Approval for continuation of Dr. Hanuman Chowdary Tripuraneni (DIN: 00107006) as Independent Director	ELE	20	6074169	17	6073487	99.99%	3	682	0.01%	0	0
	PHY	19	994	19	994	100%	0	0	0	0	0
	TOTAL	39	6075163	36	6074481		3	682		0	0

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2. Approval for continuation of Mr. Ramalingappa Shivabasappa Bakkannavar (DIN: 00108720) as Independent Director.	ELE	20	6074169	17	6073487	99.99%	3	682	0.01%	0	0
	PHY	19	994	19	994	100%	0	0	0	0	0
	TOTAL	39	6075163	36	6074481		3	682		0	0
3. Approval for continuation of Mr. Surapaneni Sree Rama Koteswara Rao (DIN: 00964290) as Independent Director.	ELE	20	6074169	17	6073487	99.99%	3	682	0.01%	0	0
	PHY	19	994	19	994	100%	0	0	0	0	0
	TOTAL	39	6075163	36	6074481		3	682		0	0

8. I did not find any defaced or mutilated Postal Ballot form.

9. No Envelopes containing the Postal Ballot Forms received after 5.00 p.m. on 8th April, 2019 were considered.

10. Envelopes containing the Postal Ballot Forms returned undelivered were also not opened and they are kept separately.

After the aforesaid scrutiny of the Postal Ballot Forms and taking into account the e-Voting results. I report that the Special Resolutions as contained in the said Notice have been passed with requisite majority as required under the provisions of the Companies Act, 2013.

Thanking you

Yours faithfully,




K.CH.VENKAT REDDY
Company Secretary in Practice
CP No.: 8998
Membership No.:7976

Place: Hyderabad
Date: 10.04.2019