Ref: **TSL/ SE/PB 2019-4**   Date: April 10, 2019

To,
The Secretary,   The Manager,
BSE Limited   National Stock Exchange of India Limited
P.J. Towers   Exchange Plaza, Bandra Kurla complex
Dalal Street, Mumbai – 400001   Bandra(E), Mumbai – 400051
Scrip: 533982   **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 market 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

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

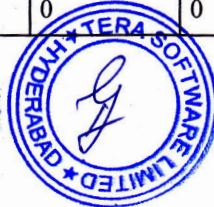|	
Name of the company	TERA SOFTWARE LIMITED
BSE Scrip code	533982
NSE Symbol	TERASOFT
ISIN	INE482B01010
Type of meeting	Postal Ballot
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	10-04-2019
Record date	01-03-2019
Total number of shareholders on record date	8590
No. 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	0
Public-Institutions	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0

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
	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	0.9312
	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	0
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

			994	0.0153	994	0	100	0
	Postal Ballot (if applicable)							
	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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		6001927	100	6001927	0	100	0
Promoter and Promoter Group	Poll	6001927	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6001927	6001927	100	6001927	0	100	0
	E-Voting		0	0	0	0	0	0
Public-Institutions	Poll	100	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	100	0	0	0	0	0	0
	E-Voting		72242	1.1097	71560	682	99.056	0.944
Public- Non Institutions	Poll	6509848	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**