



# TERA SOFTWARE LIMITED

Registered Office: 8-2-293/82/A/1107, Plot No: 1107, Road No: 55, Jubilee Hills, Hyderabad-500033

Tel.Nos.040- 23547447/8 Fax : 040 - 23547449

Email: info@terasoftware.in Website: www.terasoftware.com

CIN: L72200TG1994PLC018391

## POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the Sole/First named member

2. Name(s) of the Joint Holder(s), if any

3. Registered Folio No./DP ID No.\*/Client ID No.>(\*applicable to the shareholders holding shares in dematerialised form).

4. Number of Shares held

I/We hereby exercise my / our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated February 14, 2019 issued by the Company by sending my / our assent / dissent to the said Special Resolutions by placing the tick mark (✓) mark at the appropriate box below:

Sr No	Resolution	No of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval for continuation of Mr. Hanuman Chowdary Tripuraneni (DIN: 00107006) as Independent Director			
2.	Approval for continuation of Mr. Ramalingappa Shivabasappa Bakkannavar (DIN: 00108720) as Independent Director			
3.	Approval for continuation of Mr. Surapaneni Sree Rama Koteswara Rao (DIN: 00964290) as Independent Director			

Place :

Date :

Signature of the Member

## PARTICULARS FOR VOTING THROUGH ELECTRONIC MEANS

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link. <https://evoting.karvy.com>. Particulars for electronic voting are as under:

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

NOTE:

1. Kindly read the instructions overleaf before exercising your vote.
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is Monday, April, 08, 2019 UPTO 5:00 PM (IST).

## INSTRUCTIONS

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed envelope on which postage will be paid by the Company which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar / Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his / her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 pm on Monday, April 08, 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. To avoid fraudulent transactions, the identity/ signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agents of the Company (i.e. Karvy) Members are requested to keep the same updated.
9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during the normal business hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting i.e Monday, April 08, 2019.
10. Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website ([www.terasoftware.com](http://www.terasoftware.com)) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
11. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.