



TERA SOFTWARE LIMITED

CIN: L72200TG1994PLC018391

Reg. Off: 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: companysecretary@terasoftware.in Website: www.terasoftware.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Dear Shareholder(s)

Sub: Passing of Resolution(s) by Postal Ballot

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”), read with rule 22 of the Companies (Management and Administration) Rules, 2014 for transacting the following special business by the members of Tera Software Limited (“the Company”) by passing resolutions through Postal Ballot/E-Voting:

1. Approval for continuation of Dr. Hanuman Chowdary Tripuraneni as Independent Director and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution.

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to Dr. Hanuman Chowdary Tripuraneni, (DIN: 00107006), Non-Executive and Independent Director of the Company, aged 87 years, to continue as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e upto the conclusion of the Annual General Meeting to be held in the year 2019.”

“RESOLVED FURTHER THAT Mr. Gopichand Tummala , Vice Chairman & Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

2. Approval for continuation of Mr. Ramalingappa Shivabasappa Bakkannavar as Independent Director and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution.

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to Mr. Ramalingappa Shivabasappa Bakkannavar, (DIN: 00108720), Non-Executive and Independent Director of the Company, aged 77 years, to continue as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e upto the conclusion of the Annual General Meeting to be held in the year 2019.”

“RESOLVED FURTHER THAT Mr. Gopichand Tummala , Vice Chairman & Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

3. Approval for continuation of Mr. Surapaneni Sree Rama Koteswara Rao as Independent Director and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution.

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to Mr. Surapaneni Sree Rama Koteswara Rao, (DIN: 00964290), Non-Executive and Independent Director of the Company, aged 75 years, to continue as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e upto the conclusion of the Annual General Meeting to be held in the year 2019.”

“RESOLVED FURTHER THAT Mr. Gopichand Tummala , Vice Chairman & Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

By Order of the Board of Directors

Date: 14.02.2019
Place: Hyderabad

Sd/-
(T. Gopichand)
Vice Chairman and Managing Director

Notes:

1. The Explanatory Statement for the proposed Special Resolutions under Item No. 1 to 3 pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 1st March, 2019.
3. Resolutions passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
4. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Clause 35B of the Listing Agreement, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of Karvy Fintech Private Limited (“Karvy”) as the Authorised Agency to provide e-voting facility.

A. The instructions for e-voting are as under:

- (i) Launch internet browser by typing the following URL: <https://evoting.karvy.com>.
- (ii) User ID and Password for e-voting is provided in the table given at the bottom of Postal Ballot Form.
- (iii) Click on Shareholder – Login.
- (iv) Enter user ID and password as initial password /PIN. Click login.
- (v) The Password Change Menu will appear on your screen. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select the “EVEN” (e-voting Event Number) of **Tera Software Limited**.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting an appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Corporate/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to: cvreddykassociates@gmail.com with a copy marked to evoting@karvy.com.
- (xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> alternatively you can also contact evoting@karvy.com or companysecretary@terasoftware.in for any queries or grievances connected with remote e-voting service.

YOU ARE REQUESTED TO UPDATE YOUR MOBILE NUMBER AND E-MAIL ID IN THE USER PROFILE DETAILS OR SEND A MAIL TO EINWARD.RIS@KARVY.COM OR COMPANYSECRETARY@TERASOFTWARE.IN WHICH MAY BE USED FOR SENDING FUTURE COMMUNICATION(S).

5. The e-voting starts on 9th March, 2019(9:00 AM) and ends on 8th April, 2019 (5:00 P.M).During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st March, 2019, may cast their vote electronically in the manner and process set out in the Postal Ballot Form. The e-voting module shall be disabled by 8th April, 2019 (5:00 PM) for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of postal ballot form.
6. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 1st March, 2019.
7. The Board of Directors has appointed Mr. K.Ch. Venkat Reddy, Practicing Company Secretary as a Scrutinizer to conduct the e-voting & postal ballot voting process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Vice Chairman & Managing Director after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer’s report on the Company’s website www.terasoftware.com and communicated to the Stock Exchanges.
9. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form by courier.
10. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If members are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
11. Shareholders exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on 8th April, 2019 (5.00 pm).

Please note that all postal ballot forms received after 8th April, 2019 (5.00 pm) will be strictly treated as if the reply from the member has not been received.

12. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download

Postal Ballot Form sent along with the email or download from the link <https://evoting.karvy.com> or from the website of the Company www.terasoftware.com or seek duplicate postal Ballot Form from Karvy Fintech Private Limited, fill in the details and send the same to the Scrutinizer.

13. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.
14. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
15. A tick (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
16. The vote in this Postal Ballot cannot be exercised through proxy.
17. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot / e-voting will be final.
18. Relevant documents referred to in the Notice and the Statement are available for inspection by the members at Company's registered office during business hours on all its working days from the date of dispatch of the Notice till 8th April, 2019.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1, 2 & 3:

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette on 9th May 2018. As per new Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Dr. Hanuman Chowdary Tripuraneni (DIN: 00107006 Age 87 years) was appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant to Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 to hold office from the conclusion of 20th Annual General Meeting held on 30th September, 2014 till the conclusion of the 25th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

Dr. Hanuman Chowdary Tripuraneni owns Padma Shri, the fourth highest civilian award in India, who had contributed the most to the telecom revolution and IT development in country. Founder of the Center for Telecommunications Management and Studies (CTMS), Dr. Chowdary, popularly known as T. H. Chowdhary, currently serves as non-executive independent director of the company.

He was the founding CMD of Videsh Sanchar Nigam Limited (VSNL), Advisor to TCS and IT advisor to the Government of Andhra Pradesh. He is Chairman of Pragna Bharthi of Andhra Pradesh. Dr. Chowdary founded the Centre for Telecommunications Management and Studies in 1989, as a not-for-profit-society to wage the intellectual campaign for demonopolisation of and competition in Indian telecoms. He wrote the draft National Telecom Policy, in 1989, which has become the basis for the final TRAI Act. He is also considered as the spiritual father of all the private sector telecom companies in India and a Member of the Prime Minister's National Task Force on Information Technology.

Mr. Ramalingappa Shivabasappa Bakkannavar (DIN: 00108720 Age 77 years) was appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant to Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 to hold office from the conclusion of 20th Annual General Meeting held on 30th September, 2014 till the conclusion of the 25th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

Mr. R. S. Bakkannavar has over three decades of rich experience in banking sector providing guidance on project financing. He has been Regional Director of Reserve Bank of India. He has versatile expertise in financial matters, HRD, Administration and Banks Supervision. He has also served as a member of many Banking Groups.

He is the chairman of Audit committee and member of management committee of the company.

Mr. Surapaneni Sree Rama Koteswara Rao (DIN: 00964290 Age 75 years) was appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant to Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 to hold office from the conclusion of 20th Annual General Meeting held on 30th September, 2014 till the conclusion of the 25th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

Mr. Koteswara Rao SSR is a renowned Chartered Accountant and the Senior Partner of Brahmayya & Co., Chartered Accountants. He was Regional Council Member of SIRC of ICAI during 1985-1992 and was its Chairman during 1990-1992. He was the President of Federation of Andhra Pradesh Chamber of Commerce & Industry, member of Andhra Pradesh State Financial Corporation and Tirumala Tirupati Devasthanams Trust Board. He is presently serving as a Director of a number of leading companies including Sanzyme Private Ltd, Sanzyme Biologics Private Limited., Jeevan Scientific Technology Limited, Deccan Auto Ltd., and Corona Bus Manufacturers (P) Ltd., and Treasurer in Vignana Jyothi – a non-profitable organization working in field of education.

The Board of Directors is of the opinion that Dr. Hanuman Chowdary Tripuraneni, Mr. Ramalingappa Shivabasappa Bakkannavar and Mr. Koteswara Rao SSR are persons of integrity; possess relevant expertise and vast experience. Their association as non-executive Independent

directors will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your directors recommend their continued association beyond April 1, 2019 and until expiry of their respective terms.

The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item no. 1, 2, & 3 of this Notice for approval of the Members of the Company.

None of the other Directors and key managerial personnel except directors whose appointment are continued, are deemed to be concerned or interested, financially or otherwise in the proposed special resolution, except to the extent of their shareholding in the company, if any.

ANNEXURE - A

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT IN PURSUANCE OF REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Particulars	Item No. 1	Item No. 2	Item No. 3
Name of the Director	Dr. Hanuman Chowdary Tripuraneni	Mr. Ramalingappa Shivabasappa Bakkannavar	Mr. Koteswara Rao SSR
Date of Birth	18-10-1931	17-06-1941	25-03-1943
Nationality	Indian	Indian	Indian
Date of Re-appointment on the Board as Independent Director	30.09.2014	30.09.2014	30.09.2014
Qualification	B. Tech.	Post Graduate	Chartered Accountant
Nature of Expertise in specific Functional Areas	Padma Shree Award winner in the year 2017. Founder Chairman of VSNL, former IT advisor to Government of Andhra Pradesh and renowned name in the IT Filed. Providing expert guidance in IT and Projects of TERA.	Former Regional director of RBI. Over three decades of rich experience in banking sector. Providing expert guidance on project financing.	Senior partner of Bhahmayya & Co, Chartered Accountants. Former Regional Council member & Chairman of SIRC, ICAI. Providing expert guidance in accounting, finance, corporate laws etc.
List of Directorship in other companies	1. Softsol India Limited 2. Sify Technologies Limited 3. Sify Data and Managed Services Limited	1. Heritage Finlease Limited	1. Jeevan Scientific Technology Ltd. 2. Sanzyme Biologics Private Ltd. 3. Sanzyme Private Limited 4. Corona Bus Manufacturers Private Limited 5. Deccan Auto Limited
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	3	1	2
Shareholding of TERA	Nil	Nil	Nil

By Order of the Board of Directors

Sd/-
(T. Gopichand)
Vice Chairman and Managing Director

Date: 14.02.2019
Place: Hyderabad