

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

Date: 18.09.2018

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

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

Dear Sir/Madam,


Sub: 24th Annual General Meeting Voting Results and Scrutinizer's Report:

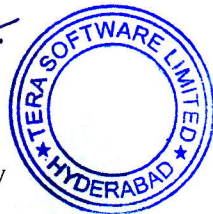
In continuation with the 24th Annual General Meeting of the Company held on 17th September, 2018. Please find attached the following:

1. Voting Results as required under Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed as Annexure-I.
2. Report of the Scrutinizer dated 17th September, 2018 pursuant to section 108 of the Companies Act, 2013 and Rule 20(a)(xii) of the Companies (Management and Administration) Rules, 2014 is enclosed as Annexure - II.
3. Annual Report for the Financial Year 2016-17 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the Member/Shareholders of the Company as per the provisions of the Companies Act, 2013 – Annexure-III.

Kindly take the same on records.

Yours faithfully,
For Tera Software Limited


(B. Sowmya)
Company Secretary



CIN: L72200TG1994PLC018391

Annexure - I

	TERA SOFTWARE LIMITED
Date of the AGM/EGM	17-09-2018
Total number of shareholders on record date	8749
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	553
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Statement of Profit & Loss and Cash Flow statement for the financial year ended on that date and the reports of the Board of Directors ("the Board") and the Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5937028	5937028	100.0000	5937028	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5937028	100	5937028	0	100.0000	0.0000
Public- Institutions	E-Voting	100	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6574747	30115	0.4580	29583	532	98.2334	1.7665
	Poll		229	0.0035	228	1	99.5633	0.4366
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		30344	0.4615	29811	533	98.2435	1.7565
Total		12511875	5967372	47.6937	5966839	533	99.9911	0.0089



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Sri Tummala Bapaiah Chowdary, (DIN: 00107795), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5937028	5937028	100.0000	5937028	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5937028	100	5937028	0	100.0000	0.0000
Public- Institutions	E-Voting	100	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6574747	30115	0.4580	29133	982	96.7391	3.2608
	Poll		229	0.0035	228	1	99.5633	0.4366
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		30344	0.4615	29361	983	96.7605	3.2395
Total		12511875	5967372	47.6937	5966389	983	99.9835	0.0165

For Tera Software Limited

Caumya

Company Secretary



K CH VENKAT REDDY
BBM, FCS.



C.V. REDDY K & ASSOCIATES
COMPANY SECRETARIES
#402, Kamala Towers,
St.No.14, Himayath Nagar, Hyderabad-029.
Cell: 98492 42304 / 98497 42304
email: csvenkatreddy@gmail.com
cvreddykassociates@gmail.com
www.cvreddyandassociates.com

COMBINED SCRUTINIZER'S REPORT ON EVOTING & POLL

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended to date]

To
The Chairman of the
24TH Annual General Meeting of
Tera Software Limited
8-2-293/82/A/1107, Plot No. 1107,
Road No: 55, Jubilee Hills, Hyderabad - 500033.

Ref: Report on resolutions passed through e-voting and poll conducted at the 24TH Annual General Meeting (AGM) of the members of M/s. Tera Software Limited held on Monday the 17th September, 2018 at 11.00 A.M., at Jubilee Hills International Centre, Road No. 14, Jubilee Hills, Hyderabad, Telangana - 500033.

Dear Sir,

I, K Ch Venkat Reddy Proprietor of C. V Reddy K & Associates, Company Secretaries, having its office at 402, Kamala Towers, Street No. 15, Himayathnagar, Hyderabad – 500029, Telangana, India, have been appointed as a Scrutinizer for M/s. Tera Software Limited ("the Company") for the purpose of scrutinizing the e-voting & poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 24th Annual General Meeting of the members of the company, on Monday, 17th September, 2018 at 11.00 A.M., at Jubilee Hills International Centre, Road No. 14, Jubilee Hills, Hyderabad, Telangana - 500033.

1. The company has availed e-voting facility from M/s. Karvy Computershare Private Limited ("e-voting facilitator") for enabling the shareholders to cast their votes electronically. E-Voting and the poll at the Annual General Meeting venue is conducted under my supervision. At the time of poll, adequate care is taken such that no member who has cast his vote by remote e-voting prior to the meeting is not allowed to cast his vote again at the Annual General Meeting venue.



2. The e-voting period remained open from 9.00 A.M. on 14th September, 2018 till 5.00 P.M. on 16th September, 2018.
3. The Shareholders holding shares as on the "cut off" date i.e.15th day of September, 2018 were entitled to vote on the proposed resolutions (Item No. 1 to 2 as set out in the Notice of 24th Annual General Meeting of the Company.
4. After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was sealed in my presence with due identification marks placed by me.
5. The remote votes were unblocked on 16th day of September, 2018 around 5.26 P.M and the sealed ballot boxes were opened on 17th day of September, 2018 around 11.54 A.M. in the presence of two witnesses, Ms. C Bhandhavi and Mr. Ramana Reddy, who are not in the employment of the Company. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the company and the authorizations/proxies lodged with the company.
6. Thereafter the details containing, inter-alia, the list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of Karvy Computershare Private Limited (KCPL) [<https://www.evoting.karvy.com>] and the same along with the information on polling of votes during the Annual General Meeting are handed over to the Company Secretary of the Company.
7. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
8. Based on the data downloaded from the official e-voting website of the e-Voting facilitator and the poll conducted at the Annual General Meeting venue, I now submit combined report (of e-voting & Poll) as under:

Resolution 1 - Adoption of Accounts for the Year ended 31st March, 2018.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
33	5966611	49	228	82	5966839	99.9911



(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
2	532	1	1	3	533	0.0089

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
0	0	0	0	0	0

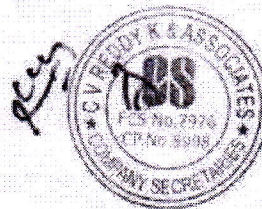
Resolution 2 - To appoint a Director in place of Mr. Tummala Bapaiah Chowdary, (DIN: 00107795) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
31	5966161	49	228	80	5966389	99.9835

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
4	982	1	1	5	983	0.0165



(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
0	0	0	0	0	0

The Register, Poll Papers, all other papers and relevant records relating to electronic voting and Poll were sealed and the same are handed over to the Company Secretary of the company immediately after approval and signing of the minutes for safe keeping.

For C V Reddy K & Associates
(Company Secretaries)



K Ch Venkat Reddy
Proprietor
FCS:7976;COP:8998

Place: Hyderabad
Date: 17.09.2018