



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: 25.09.2017

To,
BSE Limited
P.J Towers
Dalal Street,
Mumbai – 400 001.

Scrip: 533982

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

Symbol: TERASOFT

Dear Sir / Madam,

Sub: 23rd Annual General Meeting (AGM) Voting Results

In connection with the 23rd Annual General Meeting of the Company held on 23rd September, 2017, Please find attached the following:

1. Voting Results as required under Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed vide annexure-1
2. Report of the Scrutinizer dated 24th September, 2017, pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 is annexed vide annexure-2.
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.

Please take note that the above referred documents are also being uploaded on the website of the Company. We request you to kindly take the same on records.

Thanking You,

Yours truly,

For **TERA SOFTWARE LIMITED**



T. Gopichand
Vice-Chairman & Managing Director
DIN: 00107886



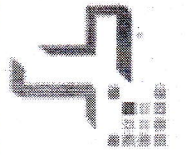
An ISO 9001 : 2008 Certified Company

CIN-L72200TG1994PLC018391

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www.terasoftware.com





TERA SOFT
SOLUTIONS PVT. LTD.

TERA SOFTWARE LIMITED

CIN: L72200TG1994PLC018391

Reg office: No. 8-2-293/82/A/1107, Plot No. 1107, Road No. 55, Jubilee Hills, Hyderabad - 500033

Name of the Company	TERA SOFTWARE LIMITED
Date of the AGM/EGM	23-09-2017
Total number of shareholders on record date	8330
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	604
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable



Resolution No.	1	ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017										
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)]*	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	5885028	5885028	100.0000	5885028	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			
Public- Institutions	Total		5885028	100	5885028	0	100	0			
	E-Voting		0	0.0000	00	0	0.0000	0.0000			
	Poll		0	0.0000	00	0	0.0000	0.0000			
Public- Non Institutions	Postal Ballot (if applicable)	13146									
	Total		0	0.0000	00	0	0.0000	0.0000			
	E-Voting		3022	0.0457	2770	252	91.6611	8.3388			
Public- Non Institutions	Poll	6613701	1454	0.0220	203	1251	13.9614	86.0385			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		4476	0.0677	2973	1503	66.4209	33.5791			
Total		12511875	5889504	47.0713	5888001	1503	99.9745	0.0255			

Result: on the basis of the above result, the chairman declared that the Ordinary Resolution as set out in Item No.1 passed by Members with the requisite majority



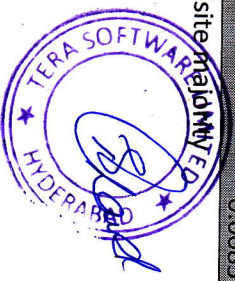
Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Smt. Tummala Pavana Devi, Director (DIN: 00107698) as Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	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	5885028	5885028	100.0000	5885028	0	100.0000	0.0000	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0.0000	
	Total		5885028	100	5885028	0	100	0.0000	0	
Public- Institutions	E-Voting	13146	0	0.0000	00	0	0.0000	0.0000	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	00	0	0.0000	0		
Public- Non Institutions	E-Voting	6613701	3022	0.0457	2520	502	83.3884	16.6115	16.8231	
	Poll		1454	0.0220	1203	251	82.7372	17.2627		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		4476	0.0677	3723	753	83.1769	16.8231		
Total	12511875	5889504	47.0713	5888751	753	99.9872	0.0128	0.0128		

Result: on the basis of the above result, the chairman declared that the Ordinary Resolution as set out in Item No.2 passed by Members with the requisite majority



Resolution No.	3									
Resolution required: (Ordinary/Special)	ORDINARY - Appointment of Statutory Auditors									
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)]*	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	Total	
									Total	Total
Promoter and Promoter Group	E-Voting	5885028	5885028	100.0000	5885028	0	100.0000	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0.0000	0
	Total		5885028	100	5885028	0	100	0.0000	0.0000	0
Public- Institutions	E-Voting	13146	0	0.0000	00	0	0.0000	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0.0000	0
	Total		0	0	00	0	0	0.0000	0.0000	0.0000
Public- Non Institutions	E-Voting	6613701	3022	0.0457	2770	252	91.6611	8.3388	17.2627	0.0000
	Poll		1454	0.0220	1203	251	82.7372	17.2627	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0.0000	0.0000
	Total		4476	0.0677	3973	503	88.7623	11.2377	0.0000	0.0085
Total	12511875	5889504	47.0713	5889001	503	99.9915	0.0085			

Result: on the basis of the above result, the chairman declared that the Ordinary Resolution as set out in Item No.3 passed by Members with the requisite majority.



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
23rd 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 23rd Annual General Meeting (AGM) of the members of M/s. Tera Software Limited held on Saturday the 23rd September, 2017 at 03.00 P.M., at 8-2-293/82/A/1107, Plot No. 1107, Road No. 55, Jubilee Hills, Hyderabad - 500033.

Dear Sir,

I, K Ch Venkat Redy 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 23rd Annual General Meeting of the members of the company, on Saturday, 23rd September, 2017 at 03.00 P.M., at 8-2-293/82/A/1107, Plot No. 1107, Road No. 55, Jubilee Hills, Hyderabad - 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 20th September, 2017 till 5.00 P.M. on 22nd September, 2017.
3. The Shareholders holding shares as on the "cut off" date i.e. 15th day of September, 2017 were entitled to vote on the proposed resolutions (Item No. 1 to 3 as set out in the Notice of 23rd 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 22nd day of September, 2017 around 5.45 P.M. and the sealed ballot boxes were opened on 23rd day of September, 2017 around 3.59 P.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, 2017.

(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
18	5887798	37	203	55	5888001	99.9745



(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
5	252	4	1251	9	1503	0.0255

(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-Re - Appointment of Smt. Tummala Pavana Devi, Director liable to retire by rotation

(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
17	5887548	38	1203	55	5888751	99.9872

(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
6	502	3	251	9	753	0.0128



(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 3 - Appointment of M/s. Mullapudi & Co., Chartered Accountants as Statutory Auditors of the Company and authorize the Board to fix their remuneration.

(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
18	5887798	38	1203	56	5889001	99.9915

(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
5	252	3	251	8	503	0.0085



(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



A handwritten signature in blue ink, appearing to read 'K Ch Venkat Reddy'.

K Ch Venkat Reddy
Proprietor
FCS:7976
CP NO:8998

Place: Hyderabad
Date: 24.09.2017