



TERA SOFTWARE LIMITED

Regd. Office : # 8-2-293/82/A/1107,
Road Number 55, Jubilee Hills,
Hyderabad, Telangana 500033.
Tel : +91-40-2354 7447
E-mail : info@terasoftware.in
www.terasoftware.com

TERA SOFT

Redefining IT Solutions

Date: 26th September, 2022

To

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400001	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Banda Kurla Complex, Bandra (F) Mumbai-400051
Scrip Code: 533982	Symbol: TERASOFT

Dear Sir / Madam,

Sub: Voting Results of 28th Annual General Meeting (AGM)

In connection with the 28th Annual General Meeting of the Company held on 24th September, 2022, 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, 2022, 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.

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 record.

Thanking You,

Yours truly,

For TERA SOFTWARE LIMITED


T. GOPICHAND
Chairman & Managing Director
DIN: 00107886



Annexure-1

	TERA SOFTWARE LIMITED
Date of the AGM/EGM	24-09-2022
Total number of shareholders on record date	18621
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not applicable
Public:	Not applicable
No. of Shareholders attended the meeting at venue	
Promoters and Promoter Group:	4
Public:	128

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Reports of the Board of Directors 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,947,327	5,932,327	99.7478	5,932,327	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,932,327	99.7478	5,932,327	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	100	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	6,564,448	6,994	0.1065	4,727	2,267	67.5865	32.4134	0	104
	Poll		1,020	0.0155	820	200	80.3921	19.6078	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		8,014	0.122	5,547	2,467	69.2164	30.7836	0	104
Total		12,511,875	5,940,341	47.4776	5,937,874	2,467	99.9585	0.0415	0	104



Grand

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Tummala Bapaiah Chowdary, Director (DIN 00107795), who retires by rotation and being eligible, offers himself for re-appointment.									
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)]*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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,947,327	0	0.0000	0	0	0.0000	0.0000	0	5,932,327
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	5932327
Public- Institutions	E-Voting	100	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	6,564,448	6,994	0.1065	4,463	2,531	63.8118	36.1881	0	104
	Poll		1,020	0.0155	820	200	80.3921	19.6078	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		8,014	0.122	5,283	2,731	65.9221	34.0779	0	104
Total		12,511,875	8,014	0.0641	5,283	2,731	65.9221	34.0779	0	5932431



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Resolution No.	3										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint M/s Narven Associates, as Statutory Auditors of the Company from the conclusion of this 28th Annual General Meeting until the conclusion of the 33rd consecutive Annual General Meeting and to fix their remuneration										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	5,947,327	5,932,327	99.7478	5,932,327	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		5,932,327	99.7478	5,932,327	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	100	0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		0	0	0	0	0.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	6,564,448	6,998	0.1066	4,726	2,272	67.5335	32.4664	0	100	
	Poll		1,020	0.0155	820	200	80.3921	19.6078	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		8,018	0.1221	5,546	2,472	69.1694	30.8306	0	100	
Total		12,511,875	5,940,345	47.4777	5,937,873	2,472	99.9584	0.0416	0	100	



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Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Dr. Braja Bandhu Nayak (DIN 09702361) as an Independent Director									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,947,327	5,932,327	99.7478	5,932,327	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,932,327	99.7478	5,932,327	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	100	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	6,564,448	6,994	0.1065	4,478	2,516	64.0263	35.9736	0	104
	Poll		1,020	0.0155	820	200	80.3921	19.6078	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		8,014	0.122	5,298	2,716	66.1093	33.8907	0	104
Total		12,511,875	5,940,341	47.4776	5,937,625	2,716	99.9543	0.0457	0	104

For TERA SOFTWARE LIMITED

T. GOPICHAND
Chairman & Managing Director
DIN: 00107886



Bhand



C.V. REDDY K
BBM, LLB, FCS.

Annexure-B
C.V. REDDY K & ASSOCIATES
COMPANY SECRETARIES

UDIN: F007976D001039270

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time]

To
The Chairman,
Tera Software Limited ("the Company"),
L72200TG1994PLC018391
MCH No-8-2-293/82/A/1107, Road No-55,
Plot No-1107, Jubilee Hills,
Hyderabad-500033, Telangana

Dear Sir/Madam,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting during the AGM conducted to transact the items as set out in the Notice of 28th Annual General Meeting of Tera Software Limited ("the Company") held on Saturday, 24th day of September, 2022 at 12:30 P.M.

I, C V Reddy K, Proprietor of C V Reddy K & Associates, Practicing Company Secretaries, having office situated at Flat No B1502, 15th Floor, 8-4-300/1/A, Sy No 78, Fathenagar Village, Sanathnagar, Hyderabad - 500045, Telangana, have been appointed as the Scrutinizer of Tera Software Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings as issued by the Institute of the Company Secretaries of India, on the Resolutions contained in the Notice of the 28th Annual General Meeting of the members of the company on Saturday, the 24th day of September, 2022 at 12.30 P.M.




Office Address : # Flat No.B1502, 15th Floor, 8-4-300/1/A,, Kalpataru Residency Near Erragadda Metro, Sanathnagar, Hyderabad-500018.
Residence Address : # 402, Kamala Towers, Street No.15, Himayat Nagar, Hyderabad - 500029, Telangana
Website: cvreddyandassociates.com **E-mail :** venkatreddy@cvreddyandassociates.com

The notice dated 12th August, 2022 was sent to the shareholders, in respect of the resolutions passed at the AGM of the Company to all members at their E Mail addresses as registered with the Company/Depositories, in compliance with the MCA circulars and Securities and Exchange Board of India. The Company had availed the e-voting facility offered by KFin Technologies Limited for conducting remote e-voting by the Shareholders of the Company.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and voting during the AGM on the resolutions contained in the notice of the AGM. My responsibility as Scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions. Based on the reports generated from the remote e-voting system provided by KFin Technologies Limited (Service Provider), the authorized agency to provide e-voting facility and voting at the AGM. I hereby submit my report as under:

1. The Company has availed e-voting facility from KFin Technologies Limited ("e-voting facilitator") for enabling the shareholders to cast their votes electronically. The Company has also provided e-voting facility to the shareholders present at the AGM through postal ballot who has not casted their votes earlier;
2. The e-voting period remained open from 9.00 A.M. on 21st September, 2022 till 5.00 P.M. on 23rd September, 2022;
3. The Shareholders holding shares as on the "cut off" date i.e. 16th September, 2022 were entitled to vote on the proposed resolutions (Item Nos. 1 to 4) as set out in the Notice of 28th Annual General Meeting of the Company;
4. At the end of the voting period on 23rd September, 2022 at 5:00 P.M., the voting portal of the Service Provider was unblocked forthwith;
5. After the conclusion of AGM, the remote voting facility provided for AGM was unblocked and the combined report has been generated based on the data downloaded from the KFin Technologies Limited e-voting system.
6. Based on the data downloaded from the official e-voting website of the e-Voting facilitator, I hereby submit combined report as under:



A. **Resolution No. 1:** To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Reports of the Board of Directors and the Auditors' thereon.

(i) Voted in favour and against the resolution:

Mode of voting	No. of members voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
Remote Voting	114	5939425	5937054	99.96	2267	0.038
Venue Voting	38	1020	820	80.39	200	19.607
TOTAL	152	5940445	5937874	99.95	2467	0.041

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
Remote Voting	2	104	0	0	2	104
Venue Voting	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0



B. **Resolution No. 2:** To appoint a Director in place of Mr. Tummala Bapaiah Chowdary, Director (DIN: 00107795), who retires by rotation and being eligible, offers himself for re-appointment:

(i) Voted in favour and against the resolution:

Mode of voting	No. of members voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
Remote Voting	114	5939425	4463	63.81	2531	36.188
Venue Voting	38	1020	820	80.39	200	19.607
TOTAL	152	5940445	5283	65.92	2731	34.077

(i) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
Remote Voting	10	5932431	0	0	10	5932431
Venue Voting	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0



C. **Resolution No. 3:** To appoint M/s Narven Associates, as Statutory Auditors of the Company from the conclusion of this 28th Annual General Meeting until the conclusion of the 33rd Annual General Meeting and to fix their remuneration:

(ii) Voted in favour and against the resolution:

Mode of voting	No. of members voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
Remote Voting	114	5939425	5937053	99.96	2272	0.038
Venue Voting	38	1020	820	80.39	200	19.607
TOTAL	152	5940445	5937873	99.95	2472	0.041

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
Remote Voting	1	100	0	0	1	100
Venue Voting	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0

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D. **Resolution No. 4:** To appoint Dr. Braja Bandhu Nayak (DIN: 09702361) as an Independent Director:

(iii) Voted in favour and against the resolution:

Mode of voting	No. of members voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
Remote Voting	114	5939425	5936805	99.95	2516	0.042
Venue Voting	38	1020	820	80.39	200	19.607
TOTAL	152	5940445	5937625	99.95	2716	0.045

(iii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
Remote Voting	2	104	0	0	2	104
Venue Voting	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0

FOR C V REDDY K AND ASSOCIATES



[Signature]
C V REDDY K
 COMPANY SECRETARY IN PRACTICE
 M NO: 7976
 CP NO: 8998