



TERA SOFT
Redefining IT Solutions

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

Date: 18th August, 2023

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 29th Annual General Meeting (AGM)

In connection with the 29th Annual General Meeting of the Company held on 17th August, 2023, 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 18th August, 2023, 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	17-08-2023
Total number of shareholders on record date	16432
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	73
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 Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023, the report of the Auditors' thereon and the report of the Board of Directors.									
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	0.0000	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	0.0000	0
Public- Non Institutions	E-Voting	6,564,448	5,645	0.0860	4,670	975	82.7280	17.2719	0	157
	Poll		1,638	0.0250	1,638	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,283	0.111	6,308	975	86.6127	13.3873	0	157
Total	12,511,875	5,939,610	47.4718	5,938,635	975	99.9836	0.0164	0	157	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To resolve not to fill the casual vacancy caused by retirement of Mrs. Tummala Pavana Devi (DIN: 00107698) who retires by rotation at the conclusion of this Annual General Meeting.									
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	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	0.0000	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	0.0000	0
Public- Non Institutions	E-Voting	6,564,448	5,645	0.0860	4,669	976	82.7103	17.2896	0	157
	Poll		1,638	0.0250	1,638	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,283	0.111	6,307	976	86.5989	13.4011	0	157
Total	12,511,875	5,939,610	47.4718	5,938,634	976	99.9836	0.0164	0	157	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Mr. Tummala Madhu Mitra (DIN: 07124242), as a Director (Marketing) of the Company and fix his remuneration.									
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	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	5,802	0.0884	4,718	1,084	81.3167	18.6832	0	0
	Poll		1,638	0.0250	1,638	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,440	0.1134	6,356	1,084	85.4301	14.5699	0	0
Total		12,511,875	5,939,767	47.4730	5,938,683	1,084	99.9818	0.0182	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - To increase the remuneration of Mr. Tummala Gopichand (DIN: 00107886), Chairman and Managing 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)]*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	5,802	0.0884	4,560	1,242	78.5935	21.4064	0	0
	Poll		1,638	0.0250	1,638	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,440	0.1134	6,198	1,242	83.3065	16.6935	0	0
Total		12,511,875	5,939,767	47.4730	5,938,525	1,242	99.9791	0.0209	0	0



UDIN: F007976E000820700

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 voting by Remote E-voting and voting facility provided through ballot to the shareholders during the 29th Annual General Meeting (AGM) of Tera Software Limited ("the Company") held on Thursday, 17th day of August, 2023 at 11:00 A.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 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 29th Annual General Meeting of the members of the company on Thursday, the 17th day of August, 2023 at 11.00 A.M.



The notice dated 27th May, 2023 was sent to the shareholders, in respect of the resolutions passed at the Annual General Meeting 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 Annual General Meeting on the resolutions contained in the notice of the Annual General Meeting. My responsibility as Scrutinizer for the remote e-voting and voting through ballot is restricted for making a Scrutinizer's Report of the votes casted 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 Annual General Meeting. 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 voting facility to the shareholders present at the Annual General Meeting through ballot who has not casted their votes earlier;
2. The e-voting period remained open from 9.00 A.M. on 14th August, 2023 till 5.00 P.M. on 16th August, 2023;
3. The Shareholders holding shares as on the "cut off" date i.e. 10th August, 2023 were entitled to vote on the proposed resolutions (Item Nos. 1 to 4) as set out in the Notice of 29th Annual General Meeting of the Company;
4. At the end of the voting period on 16th August, 2023 at 5:00 P.M., the voting portal of the Service Provider was unblocked forthwith;
5. After the conclusion of Annual General Meeting, the remote voting facility provided for Annual General Meeting 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, 2023, the report of the Auditors' thereon and the report of the Board of Directors:

(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	76	5938129	5936997	99.9836	975	0.0164
Venue Voting	40	1638	1638	100	0	0
TOTAL	116	5939767	5938635	99.9836	975	0.0164

(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	157	0	0	1	157
Venue Voting	0	0	0	0	0	0
TOTAL	1	157	0	0	1	157



B. **Resolution No. 2:** To resolve not to fill the casual vacancy caused by retirement of Mrs. Tummala Pavana Devi (DIN: 00107698) who retires by rotation at the conclusion of this Annual General Meeting:

(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	76	5938129	5936996	99.9836	976	0.0164
Venue Voting	40	1638	1638	100	0	0
TOTAL	116	5939767	5938634	99.9836	976	0.0164

(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	1	157	0	0	1	157
Venue Voting	0	0	0	0	0	0
TOTAL	1	157	0	0	1	157



C. **Resolution No. 3:** To appoint Mr. Tummala Madhu Mitra (DIN: 07124242), as a Director (Marketing) of the Company and fix his 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	76	5938129	5937045	99.9817	1084	0.0183
Venue Voting	40	1638	1638	100	0	0
TOTAL	116	5939767	5938683	99.9818	1084	0.0182

(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	0	0	0	0	0	0
Venue Voting	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0



D. **Resolution No. 4:** To increase the remuneration of Mr. Tummala Gopichand (DIN: 00107886), Chairman and Managing Director of the Company:

(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	76	5938129	5936887	99.9791	1242	0.0209
Venue Voting	40	1638	1638	100	0	0
TOTAL	116	5939767	5938525	99.9791	1242	0.0209

(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	0	0	0	0	0	0
Venue Voting	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0

FOR C V REDDY K AND ASSOCIATES
COMPANY SECRETARIES



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

Date: 18.08.2023
Place: Hyderabad