



TERA SOFT

Redefining IT Solutions

TERA SOFTWARE LIMITED

# 8-2-293/82/A/1107,  
Plot No. 1107, Road No. 55,  
Jubilee Hills, Hyderabad-500 003  
Telangana, INDIA

Date: 27.09.2019

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: Voting Results 25<sup>th</sup> Annual General Meeting (AGM)**

In connection with the 25<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2019, 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 27<sup>th</sup> September, 2019, 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~~

  
**Shabnam Siddiqui**  
Company Secretary



CIN : L72200TG1994PLC018391

**VOTING RESULT (INCLUDING E-VOTING) UNDER REGULATION 44(3) OF SEBI (LODR) REGULATIONS, 2015**

Name of the company	TERA SOFTWARE LIMITED
BSE Scrip code	533982
NSE Symbol	TERASOFT
ISIN	INE482B01010
Type of meeting	Annual General Meeting
Date of the meeting	26-09-2019
Total number of shareholders on record date	8933
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	4
b) Public	561
No. of resolution passed in the meeting	6

Resolution (1)								
Description of resolution considered				Approval of the Audited Standalone Balance Sheet as at March 31, 2019, Statement of Profit and Loss for the Financial Year ended on March 31, 2019, Cash Flow Statement for the financial year ended March 31, 2019 and reports of Directors and Auditors thereon.				
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
<b>Result</b>				<b>Passed with requisite majority</b>				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	6001927	6001927	100%	6001927	0	100%	0
	Poll		0	0	00	0	0	0
	Postal Ballot (if applicable)		0			00	0	0



	Total		6001927	100%	6001927	0	100%	0
Public- Institutions	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	6509848	51072	0.78%	49840	1232	97.58%	2.42%
	Poll		1245	0.01%	1245	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		52317	0.80%	51085	1232	97.65%	2.35%
<b>Total</b>		<b>12511875</b>	<b>6054233</b>	<b>48.38%</b>	<b>6053012</b>	<b>1232</b>	<b>99.98%</b>	<b>0.02%</b>

Resolution (2)								
Description of resolution considered			Appointment of Mrs. Tummala Pavana Devi, Director (DIN: 00107698), who retires by rotation and being eligible, offers herself for re-appointment					
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
<b>Result</b>			<b>Passed with requisite majority</b>					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6001927	6001927	100%	6001927	0	100%	0
	Poll		0	0	00	0	0	0
	Postal Ballot (if applicable)		0	0	00	0	0	0
	Total		6001927	100%	6001927	0	100%	0
Public- Institutions	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0



	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	6509848	51072	0.78%	49390	1682	96.71%	3.29%
	Poll		1245	0.01%	1245	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		52317	0.80%	50635	1682	96.79%	3.21%
<b>Total</b>		<b>12511875</b>	<b>6054244</b>	<b>48.38%</b>	<b>6052562</b>	<b>1682</b>	<b>99.97%</b>	<b>0.03%</b>

Resolution (3)								
Description of resolution considered				Re-appointment of Dr. Hanuman Chowdary Tripuraneni (DIN: 00107006 AGE: 87) as an Independent Director				
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
<b>Result</b>				<b>Passed with 3/4 majority</b>				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6001927	6001927	100%	6001927	0	100%	0
	Poll		0	0	00	0	0	0
	Postal Ballot (if applicable)		0	0	00	0	0	0
	Total		6001927	100%	6001927	0	100%	0
Public-Institutions	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	6509848	51072	0.78%	49390	1682	96.71%	3.29%
	Poll		1245	0.01%	1245	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		52317	0.80%	50635	1682	96.79%	3.21%



<b>Total</b>	<b>12511875</b>	<b>6054244</b>	<b>48.38%</b>	<b>6052562</b>	<b>1682</b>	<b>99.97%</b>	<b>0.03%</b>
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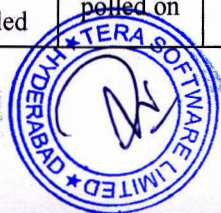
<b>Resolution (4)</b>								
Description of resolution considered				Re-appointment of Mr. Ramalingappa Shivabasappa Bakkannavar (DIN: 00108720 AGE:78 years) as an Independent Director				
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
<b>Result</b>				<b>Passed with 3/4 majority</b>				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6001927	6001927	100%	6001927	0	100%	0
	Poll		0	0	00	0	0	0
	Postal Ballot (if applicable)		0	0	00	0	0	0
	Total		6001927	100%	6001927	0	100%	0
Public-Institutions	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	6509848	51072	0.78%	49360	1712	96.65%	3.35%
	Poll		1245	0.01%	1245	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		52317	0.80%	50605	1712	96.73%	3.27%
<b>Total</b>	<b>12511875</b>	<b>6054244</b>	<b>48.38%</b>	<b>6052532</b>	<b>1712</b>	<b>99.97%</b>	<b>0.03%</b>	

<b>Resolution (5)</b>	
Description of resolution considered	Re-appointment of Mr. Surapaneni Sree Rama Koteswara Rao (DIN: 00964290 AGE: 76) as an Independent Director



Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
<b>Result</b>				<b>Passed with 3/4 majority</b>				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6001927	6001927	100%	6001927	0	100%	0
	Poll		0	0	00	0	0	0
	Postal Ballot (if applicable)		0	0	00	0	0	0
	Total		6001927	100%	6001927	0	100%	0
Public-Institutions	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	6509848	51072	0.78%	49390	1682	96.71%	3.29%
	Poll		1245	0.01%	1245	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		52317	0.80%	50635	1682	96.79%	3.21%
<b>Total</b>		<b>12511875</b>	<b>6054244</b>	<b>48.38%</b>	<b>6052562</b>	<b>1682</b>	<b>99.97%</b>	<b>0.03%</b>

<b>Resolution (6)</b>								
Description of resolution considered				Re-appointment of Mrs. Thozuvanoor Vellat Lakshmi (DIN: 00003020 AGE: 60) as an Independent Director				
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
<b>Result</b>				<b>Passed with 3/4 majority</b>				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on	No. of votes – in favour	No. of votes – against	% of votes in favour	% of Votes against on



				outstanding shares			on votes polled	votes polled
		(1)	(2)	(3)=[(2)/(1)] ]*100	(4)	(5)	(6)=[(4)/(2)] ]*100	(7)=[(5)/(2)] ]*100
Promoter and Promoter Group	E-Voting	6001927	6001927	100%	6001927	0	100%	0
	Poll		0	0	00	0	0	0
	Postal Ballot (if applicable)		0	0	00	0	0	0
	Total		6001927	100%	6001927	0	100%	0
Public- Institutions	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	6509848	51072	0.78%	49390	1682	96.71%	3.29%
	Poll		1245	0.01%	1245	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		52317	0.80%	50635	1682	96.79%	3.21%
<b>Total</b>		<b>12511875</b>	<b>6054244</b>	<b>48.38%</b>	<b>6052562</b>	<b>1682</b>	<b>99.97%</b>	<b>0.03%</b>



**K CH VENKAT REDDY**

**BBM, FCS.**



**C.V. REDDY K & ASSOCIATES**  
**COMPANY SECRETARIES**

#402, Kamala Towers, Street No. 14,

Himayath Nagar, Hyderabad - 500 029.

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E-mail : csvenkatreddy@gmail.com

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**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  
25<sup>TH</sup> 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 25<sup>TH</sup> Annual General Meeting (AGM) of the members of M/s. Tera Software Limited held on Thursday, the 26<sup>th</sup> day of September, 2019 at 11.00 A.M., at Jubilee Hills International Centre, Road No. 14, Jubilee Hills, Hyderabad 500033 Telangana.

Dear Sir,

I, K Ch Venkat Reddy Proprietor of C V Reddy K & Associates, Company Secretaries, having office at 402, Kamala Towers, Street No. 15, Himayath Nagar, 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 25<sup>th</sup> Annual General Meeting of the members of the company on Thursday, the 26<sup>th</sup> day of September, 2019 at 11.00 A.M., at Jubilee Hills International Centre, Road No. 14, Jubilee Hills, Hyderabad- 500033, Telangana.

1. The Company has availed e-voting facility from M/s. Karvy Fintech 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 casted his/her vote by remote e-voting prior to the meeting is not allowed to cast his/her vote again at the Annual General Meeting venue.
2. The e-voting period remained open from 9.00 A.M. on 23<sup>rd</sup> September, 2019 till 5.00 P.M. on 25<sup>th</sup> September, 2019.
3. The Shareholders holding shares as on the “cut off” date i.e. 20<sup>th</sup> day of September, 2019 were entitled to vote on the proposed resolutions (Item No. 1 to 6) as set out in the Notice of 25<sup>th</sup> 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 25<sup>th</sup> day of September, 2019 around 6.19 P.M and the sealed ballot box was opened on 26<sup>th</sup> day of September, 2019 around 11.48 A.M. in the presence of two witnesses, Ms. M. Manisha and Ms. Huma Syed, 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 Fintech Private Limited [<https://www.evoting.karvy.com>] and the same along with the information on polling of votes during the Annual General Meeting were 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 hereby submit combined report (of e-voting & Poll) as under:
  - A. Resolution No. 1: Approval of the Audited Standalone Balance Sheet as at March 31, 2019, Statement of Profit and Loss for the Financial Year ended on March 31, 2019, Cash Flow Statement for the financial year ended March 31, 2019 and reports of Directors and Auditors thereon.

(i) Voted in favour and against of the resolution:

Mode of voting	No. of members present and voted	No. of votes cast by them	Favour			Against		
			No. of members	No. of votes	%of favour valid votes to Total votes Received	No. of members	No. of votes	%of against valid votes to Total votes Received
ELE	34	6053011	30	6051767	99.98%	3	1232	0.02%
PHY	39	1246	38	1245	100%	0	0	0
<b>TOTAL</b>	<b>73</b>	<b>6054257</b>	<b>68</b>	<b>6053012</b>	<b>99.98%</b>	<b>3</b>	<b>1232</b>	<b>0.02%</b>

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes cast by them	Invalid		Abstain	
			No. of members	No. of votes	No. of members	No. of votes
ELE	1	12	0	0	1	12



PHY	1	1	1	1	0	0
<b>TOTAL</b>	<b>2</b>	<b>13</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>12</b>

B. Resolution No. 2: Appointment of a Director in place of Mrs. Tummala Pavana Devi, Director (DIN: 00107698), who retires by rotation and being eligible, offers herself for re-appointment

(i) Voted in favour and against of the resolution:

Mode of voting	No. of members present and voted	No. of votes cast by them	Favour			Against		
			No. of members	No. of votes	%of favour valid votes to Total votes Received	No. of members	No. of votes	%of against valid votes to Total votes Received
ELE	34	6053011	28	6051317	99.97%	5	1682	0.03%
PHY	39	1246	38	1245	100%	0	0	0
<b>TOTAL</b>	<b>73</b>	<b>6054257</b>	<b>66</b>	<b>6052562</b>	<b>99.97%</b>	<b>5</b>	<b>1682</b>	<b>0.03%</b>

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes cast by them	Invalid		Abstain	
			No. of members	No. of votes	No. of members	No. of votes
ELE	1	12	0	0	1	12
PHY	1	1	1	1	0	0
<b>TOTAL</b>	<b>2</b>	<b>13</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>12</b>

C. Resolution No. 3: Re-appointment of Dr. Hanuman Chowdary Tripuraneni (DIN: 00107006 AGE: 87) as an Independent Director

(i) Voted in favour and against of the resolution:

Mode of voting	No. of members present and voted	No. of votes cast by them	Favour			Against		
			No. of members	No. of votes	%of favour valid votes to Total	No. of members	No. of votes	%of against valid votes to Total



					<b>votes Received</b>			<b>votes Received</b>
ELE	34	6053011	28	6051317	99.97%	5	1682	0.03%
PHY	39	1246	38	1245	100%	0	0	0
<b>TOTAL</b>	<b>73</b>	<b>6054257</b>	<b>66</b>	<b>6052562</b>	<b>99.97%</b>	<b>5</b>	<b>1682</b>	<b>0.03%</b>

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes cast by them	Invalid		Abstain	
			No. of members	No. of votes	No. of members	No. of votes
ELE	1	12	0	0	1	12
PHY	1	1	1	1	0	0
<b>TOTAL</b>	<b>2</b>	<b>13</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>12</b>

D. Resolution No. 4: Re-appointment of Mr. Ramalingappa Shivabasappa Bakkannavar (DIN: 00108720 AGE:78 years) as an Independent Director Voted in favour and against of the resolution:

(i) Voted in favour and against of the resolution:

Mode of voting	No. of members present and voted	No. of votes cast by them	Favour			Against		
			No. of members	No. of votes	%of favour valid votes to Total votes Received	No. of members	No. of votes	%of against valid votes to Total votes Received
ELE	34	6053011	27	6051287	99.97%	6	1712	0.03%
PHY	39	1246	38	1245	100%	0	0	0
<b>TOTAL</b>	<b>73</b>	<b>6054257</b>	<b>65</b>	<b>6052562</b>	<b>99.97%</b>	<b>6</b>	<b>1712</b>	<b>0.03%</b>

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes cast by them	Invalid		Abstain	
			No. of members	No. of votes	No. of members	No. of votes
ELE	1	12	0	0		12



PHY	1	1	1	1	0	0
<b>TOTAL</b>	<b>2</b>	<b>13</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>12</b>

E. Resolution No. 5: Re-appointment of Mr. Surapaneni Sree Rama Koteswara Rao (DIN: 00964290 AGE: 76) as an Independent Director Voted in favour and against of the resolution:

(i) Voted in favour and against of the resolution:

Mode of voting	No. of members present and voted	No. of votes cast by them	Favour			Against		
			No. of members	No. of votes	%of favour valid votes to Total votes Received	No. of members	No. of votes	%of against valid votes to Total votes Received
ELE	34	6053011	28	6051317	99.97%	5	1682	0.03%
PHY	39	1246	38	1245	100%	0	0	0
<b>TOTAL</b>	<b>73</b>	<b>6054257</b>	<b>66</b>	<b>6052562</b>	<b>99.97%</b>	<b>5</b>	<b>1682</b>	<b>0.03%</b>

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes cast by them	Invalid		Abstain	
			No. of members	No. of votes	No. of members	No. of votes
ELE	1	12	0	0	1	12
PHY	1	1	1	1	0	0
<b>TOTAL</b>	<b>2</b>	<b>13</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>12</b>

F. Resolution No. 6: Re-appointment of Mrs. Thozuvanoor Vellat Lakshmi (DIN: 00003020 AGE: 60) as an Independent Director

(i) Voted in favour and against of the resolution:

Mode of voting	No. of members present and voted	No. of votes cast by them	Favour			Against		
			No. of members	No. of votes	%of favour valid votes to Total	No. of members	No. of votes	%of against valid votes to Total



					<b>votes Received</b>			<b>votes Received</b>
ELE	34	6053011	28	6051317	99.97%	5	1682	0.03%
PHY	39	1246	38	1245	100%	0	0	0
<b>TOTAL</b>	<b>73</b>	<b>6054257</b>	<b>66</b>	<b>6052562</b>	<b>99.97%</b>	<b>5</b>	<b>1682</b>	<b>0.03%</b>

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes cast by them	Invalid		Abstain	
			No. of members	No. of votes	No. of members	No. of votes
ELE	1	12	0	0	1	12
PHY	1	1	1	1	0	0
<b>TOTAL</b>	<b>2</b>	<b>13</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>12</b>

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

Place: Hyderabad  
Date: 27.09.2019

For C V Reddy K & Associates  
Company Secretaries



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