



## TERA SOFTWARE LIMITED

CIN: L72200TG1994PLC018391

Registered Office: 8-2-293/82/A/1107, Plot No: 1107, Road No: 55, Jubilee Hills, Hyderabad-500033

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### POSTAL BALLOT FORM (To be returned to Scrutinizer appointed by the Company)

SrNo.:

1.Name and Registered Address of :  
the sole / first named Member

2.Name(s) of the Joint –Holder(s), if any :

3.i) Registered Folio No :  
ii) DP ID No. & Client ID No.  
[Applicable to Members holding shares  
In dematerialised form]

4.Number of Share(s) held :

5.I/ We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot / E-voting, for the business stated in the Postal Ballot Notice dated 06.04.2015 by conveying my / our assent or dissent to the resolution(s) by placing tick (✓) mark in the appropriate box below:

Sr. No.	Brief description of Resolution	No. Shares held as on cut off date	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Alteration of Objects Clause of the Memorandum of Association.			
2.	Adoption of new Articles of Association of the Company.			
3.	Alteration of Registered Office Clause of the Memorandum of Association.			
4.	Amendment(s) to Memorandum of Association of the Company.			

Place:  
Date:

Signature of the Member

#### Particulars for Voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link. <https://evoting.karvy.com>. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 10.00 a.m. (IST) on 13<sup>th</sup> April, 2015

End of voting : Up to 5.00 p.m. (IST) on 12<sup>th</sup> May, 2015

The facility for voting through electronic means will be disabled for voting by Karvy upon expiry of the aforesaid voting period.

## INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the enclosed self-addressed and pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as per "Instructions for process to be followed by members opting to vote through electronic means" in the Postal Ballot Notice sent herewith.
3. This Form should be completed and signed by the Members (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
4. In respect of shares held by corporate and institutional members (companies, trusts societies, etc.,) the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.00 pm. on 12<sup>th</sup> May, 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on 6<sup>th</sup> April, 2015 (cut-off date).
9. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.7 above.
10. Members are requested not to send any other paper along with the Postal ballot Form. They are also requested not to write anything in the Postal Ballot form excepting giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of a Postal Ballot / E-voting will be final and binding.
12. Incomplete, unsigned or incorrectly ticked Postal Ballots will be rejected.
13. The Company is pleased to offer e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of casting votes through Postal Ballot Form. E-Voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.