



SCRUTINIZERS REPORT

Date: 15.05.2015

The Vice Chairman & Managing Director
Tera Software Limited
#8-2-293/82/A/1107,
Plot No: 1107, Road No: 55,
Jubilee Hills, Hyderabad-500033

Sub: Scrutinizers Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated 6th April, 2015 through Postal Ballot.

Dear Sir,

I, K CH Venkat Reddy, Practicing Company Secretary have been appointed as a Scrutinizer by the Board of Directors of Tera Software Limited (the Company) for scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolutions contained in the Notice dated 6th April, 2015 through Postal Ballot.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Listing Agreements with the Stock Exchange, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated 6th April, 2015, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e., till 5 p.m. on 12th May, 2015.

I submit my report as under:

1. The Company has completed the dispatch of the Postal Ballot papers on 10th April, 2015 seeking consent of Members through Postal Ballot, including voting by electronic means (e-voting), to the Members whose names appear in the Register of Members/ Beneficial owners as on the cut-off date i.e., 6th April, 2015.
2. After the time fixed for closing of the e-voting, i.e., 5 p.m. on 12th May, 2015, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://evoting.karvy.com> of Karvy Computershare Private Limited, the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.



3. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e., 5 p.m. on 12th May, 2015, were diligently scrutinized and reconciled with the records maintained by the Company through Karvy Computershare Private Limited, the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
4. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated 6th April, 2015 through Postal Ballot, is as under:

Resolution	Mode	Ballots Received	Total votes received	Favour			Against			Invalid	
				Ballots	Votes	%of favour valid votes to Total votes Received	Ballots	Votes	%of against valid votes to Total votes Received	Ballots	Votes
1.Alteration of Objects Clause of the Memorandum of Association.	ELE	14	163493	14	163493	100	0	0	0	0	0
	PHY	69	5784723	68	5784713	99.9998	1	10	.0002	0	0
	TOTAL	83	5948216	82	5948206		1	10		0	0
2.Adoption of new Articles of Association of the Company.	ELE	14	163492	14	163492	100	0	0	0	0	0
	PHY	69	5784723	68	5784713	99.9998	1	10	.0002	0	0
	TOTAL	83	5948215	82	5948205		1	10		0	0
3.Alteration of Registered Office Clause of the Memorandum of Association.	ELE	14	163492	14	163492	100	0	0	0	0	0
	PHY	69	5784723	68	5784713	99.9998	1	10	.0002	0	0
	TOTAL	83	5948215	82	5948205		1	10		0	0
4.Amendment(s) to Memorandum of Association of the Company.	ELE	14	163493	14	163493	100	0	0	0	0	0
	PHY	69	5784723	68	5784713	99.9998	1	10	.0002	0	0
	TOTAL	83	5948216	82	5948206		1	10		0	0

5. I did not find any defaced or mutilated ballot paper.
6. No Envelopes containing the Postal Ballot Forms received after 5.00 p.m. on 12th May 2015 were considered.
7. Envelopes containing the Postal Ballot Forms returned undelivered were also not opened and they are kept separately.

After the aforesaid scrutiny of the Postal Ballot Forms and taking into account the e-Voting results. I report that the Special Resolutions as contained in the said Notice have been passed with requisite majority as required under the provisions of the Companies Act, 2013.

Thanking you
Yours faithfully,



FOR C V REDDY K & ASSOCIATES
COMPANY SECRETARIES

K CH VENKA TREDDY
COMPANY SECRETARY IN PRACTICE