

**K CH VENKAT REDDY**

BBM, FCS.



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

**COMPANY SECRETARIES**

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**SCRUTINIZERS REPORT**

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 as amended to date)**

To,  
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 14<sup>th</sup> February, 2019 through Postal Ballot (including E-voting).**

Dear Sir,P

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 14<sup>th</sup> February, 2019 through Postal Ballot and E-voting, in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 as amended to date .

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 14<sup>th</sup> February, 2019, based on the reports generated from the e-voting system provided by Karvy Fintech 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 8<sup>th</sup> April, 2019.



I submit my report as under:

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 Postal Ballot were conducted under my supervision. At the time of Postal Ballot, adequate care is taken such that no member who has casted his vote by remote e-voting was allowed to cast his vote again through Postal Ballot.
2. The Company has completed the dispatch of the Postal Ballot forms on 8<sup>th</sup> March, 2019 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., 1<sup>st</sup> March, 2019.
3. The particulars of all the Postal Ballot forms as well as E-voting communications received from the members have been entered in the registers, separately maintained for the purpose.
4. The Votes (both through E-voting and Postal Ballots) were unblocked at 11:00 A.M. on 9<sup>th</sup> April, 2019 in my presence and I have signed the Postal Ballot forms and E-voting statement in confirmation of being unblocked in my presence.
5. After the time fixed for closing of the e-voting, i.e., 5 p.m. on 8<sup>th</sup> April, 2019, a final electronic report of the e-voting was generated by me by accessing the data available from the website <https://evoting.karvy.com> of Karvy Fintech Private Limited, the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
6. The Postal Ballot forms received till the time fixed for closing of the Postal Ballot i.e., 5 p.m. on 8<sup>th</sup> April, 2019, were diligently scrutinized and reconciled with the records maintained by the Company through Karvy Fintech Private Limited, the Registrar and Transfer Agents of the Company.
7. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing the resolutions contained in the Notice dated 14<sup>th</sup> February, 2019, 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. Approval for continuation of Dr. Hanuman Chowdary Tripuraneni (DIN: 00107006) as Independent Director	ELE	20	6074169	17	6073487	99.99%	3	682	0.01%	0	0
	PHY	19	994	19	994	100%	0	0	0	0	0
	<b>TOTAL</b>	<b>39</b>	<b>6075163</b>	<b>36</b>	<b>6074481</b>		<b>3</b>	<b>682</b>		<b>0</b>	<b>0</b>

*Handwritten signature*



2. Approval for continuation of Mr. Ramalingappa Shivabasappa Bakkannavar (DIN: 00108720) as Independent Director.	ELE	20	6074169	17	6073487	99.99%	3	682	0.01%	0	0
	PHY	19	994	19	994	100%	0	0	0	0	0
	<b>TOTAL</b>	<b>39</b>	<b>6075163</b>	<b>36</b>	<b>6074481</b>		<b>3</b>	<b>682</b>		<b>0</b>	<b>0</b>
3. Approval for continuation of Mr. Surapaneni Sree Rama Koteswara Rao (DIN: 00964290) as Independent Director.	ELE	20	6074169	17	6073487	99.99%	3	682	0.01%	0	0
	PHY	19	994	19	994	100%	0	0	0	0	0
	<b>TOTAL</b>	<b>39</b>	<b>6075163</b>	<b>36</b>	<b>6074481</b>		<b>3</b>	<b>682</b>		<b>0</b>	<b>0</b>

8. I did not find any defaced or mutilated Postal Ballot form.

9. No Envelopes containing the Postal Ballot Forms received after 5.00 p.m. on 8<sup>th</sup> April, 2019 were considered.

10. 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,




**K.CH.VENKAT REDDY**  
**Company Secretary in Practice**  
**CP No.: 8998**  
**Membership No.:7976**

**Place: Hyderabad**  
**Date: 10.04.2019**