



**REPORT BY THE SCRUTINIZER ON THE REMOTE E-VOTING (POSTAL BALLOT) BY THE
MEMBERS OF TERA SOFTWARE LIMITED**

*[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014, as amended]*

To,
The Chairperson
TERA SOFTWARE LIMITED
(CIN: L72200TG1994PLC018391)
8-2-293/82/A/1107, Plot No. 1107, Road No. 55,
Jubilee Hills, Hyderabad, Telangana, 500033

Dear Madam,

Subject: Submission of voting results of Postal Ballot through e-voting of Tera Software Limited in respect of the Resolution(s) contained in the Postal Ballot Notice dated February 10, 2026.

I, Y. Ravi Prasada Reddy, (Membership No. FCS 5783), Proprietor, RPR & Associates, Company Secretaries (CP No. 5360) Practicing Company Secretary, Hyderabad was appointed as Scrutinizer by the Board of Directors of M/s. Tera Software Limited (the “**Company**”) for the purpose of conducting the Postal Ballot/remote e-voting in respect of the resolution(s) as circulated in the Notice of Postal Ballot dated February 10, 2026, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘**Act**’), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting (‘SS-2’) and the relaxations and clarifications issued by Ministry of Corporate Affairs (‘MCA’) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively ‘MCA Circulars’).

I submit my report as under:

1. As per applicable MCA Circulars and Regulation 44 of the Listing Regulations, the Company has sent the Postal Ballot Notice on February 23, 2026, only through e-mail to the Members whose e-mail addresses were available in the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited (‘Depositories’); and the

record of KFin Technologies Limited ('KFintech'), Registrar and Share Transfer Agent of the Company.

2. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelops were not dispatched to Members for this Postal Ballot. Accordingly, the communication of assent or dissent of the Members had taken place through the remote e-voting process.
3. The Members of the Company holding Equity Shares, as at the close of business hours on the cut-off date i.e. February 20, 2026, were entitled to vote on the Resolution(s) as set out in Postal Ballot Notice dated February 10, 2026, through remote e-voting.
4. In compliance with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the Company has published an advertisement on February 23, 2026, in Financial Express, an English Newspaper and in Nava Telangana, a Vernacular i.e., Telugu Newspaper regarding completion of dispatch of Postal Ballot Notice dated February 10, 2026, and also specified therein the matters prescribed in the Rules in connection with remote e-voting.
5. The Company had appointed KFintech, as the Service Provider, for providing the facility of remote e-voting to the Members of the Company from 10.00 a.m. (IST) on Tuesday, February 24, 2026, to 5.00 p.m. (IST) on Wednesday, March 25, 2026.
6. The votes cast by the Members electronically were unblocked after 5.12 p.m. (IST) on Wednesday, March 25, 2026, in the presence of two witnesses not in the employment of the Company. Thereafter, the details of votes were downloaded from the website of KFintech.
7. On scrutiny, I report that 92 (Ninety-Two) Members had exercised their votes through remote e-voting. The voting was reckoned in proportion to the paid-up value of the shares mentioned against the name of the Member in the Register of the Members as at the close of business hours on February 20, 2026.

The detailed e-voting results are as follows:

YEDDULA RAVI PRASADA REDDY
Digitally signed
by YEDDULA
RAVI PRASADA
REDDY
Date: 2026.03.26
14:46:48 +05'30'

Resolution No.1: Special Resolution

Appointment of Mr. Veera Brahma Rao Arekapudi (DIN: 07540040) as an Independent Director:

Type of Poll	Total Number of votes polled	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes*	
		Nos.	%	Nos.	%	Nos.	%
Remote e-Voting	59,58,501	59,54,467	99.932	4,034	0.067	-	-

Number of votes abstained (not considered) – 261.

RESULT OF THE REMOTE E-VOTING:

The resolution(s) as set out in the Postal Ballot Notice dated February 10, 2026, have been passed by the Members with requisite majority.

The Register of Postal Ballot and all other relevant records of e-voting process given / provided / maintained in electronic mode will remain in my custody until the signing of the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairperson of the Company or to any other person as authorized by the Chairperson, for safe keeping.

You may, accordingly, declare the results of the postal ballot held through remote e-voting.

Thanking you,
Yours faithfully,

For RPR & Associates

Practising Company Secretaries

YEDDULA
RAVI PRASADA REDDY
REDDY
Digitally signed by
YEDDULA RAVI
PRASADA REDDY
Date: 2026.03.26
14:47:01 +05'30'

Y. Ravi Prasada Reddy

Proprietor, FCS No. 5783, CP No. 5360

Place: Hyderabad
Date: March 26, 2026

UDIN: F005783G004119145