



TERA SOFT

Redefining IT Solutions

TERA SOFTWARE LIMITED

8-2-293/82/A/1107,
Plot No. 1107, Road No. 55,
Jubilee Hills, Hyderabad-500 033,
Telangana, INDIA

Ref: TSL/ SE/PB 2019-5

Date: May 4, 2019

To,
The Secretary,
BSE Limited
P.J. Towers
Dalal Street, Mumbai – 400001
Scrip: 533982

The Manager,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla complex
Bandra(E), Mumbai – 400051
Symbol: TERASOFT

Dear Sir,

Re: Our letter dated April 10, 2019 having Ref No.: TSL/ SE/PB 2019-4 for declaration of result of Postal Ballot & E-voting.

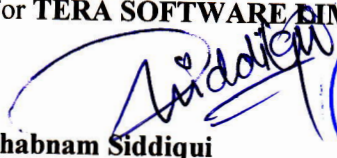
Sub: Minutes of Postal Ballot

In furtherance to the result of Postal Ballot declared and sent to your office as referred in the captioned subject. We, hereby submit the Minutes of announcements of results of the Postal Ballot and E-voting conducted by the company.

We request you to take the same on records.

Thanking You.

Yours truly,
For TERA SOFTWARE LIMITED


Shabnam Siddiqui
Company Secretary
Encl : a/a



CIN-L72200TG1994PLC018391

MINUTES OF THE PROCEEDINGS OF RESOLUTIONS PASSED BY THE MEMBERS OF TERA SOFTWARE LIMITED VIDE POSTAL BALLOT NOTICE (INCLUDING E-VOTING), RESULT OF WHICH WAS DECLARED ON WEDNESDAY, 10TH APRIL, 2019 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT MCH NO-8-2-293/82/A/1107, ROAD NO-55 PLOT NO-1107, JUBILEE HILLS, HYDERABAD-500033

BACKGROUND:

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette on 9th May 2018. As per new Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

The Board of Directors of the Company, in the meeting held on 14th February, 2019 accorded in-principal approval for continuation of Independent Directors who have attained age of 75 years subject to the approval of members. Hence, resolutions are to be passed by general body as special resolutions. Further, such resolutions are to be passed through postal ballot. It was decided to conduct postal ballot as well as provide E-voting for passing the special resolution for the following matters:

1. Approval for continuation of Dr. Hanuman Chowdary Tripuraneni (DIN: 00107006) as Independent Director



2. Approval for continuation of Mr. Ramalingappa Shivabasappa Bakkannavar (DIN: 00108720) as Independent Director.
3. Approval for continuation of Mr. Surapaneni Sree Rama Koteswara Rao (DIN: 00964290) as Independent Director.

As required under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company made arrangements for voting through electronic means and had availed the services of M/s. Karvy Fintech Private Limited, Registrar and Transfer Agents, to provide the facility to the members for voting by electronic means.

Thereafter pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company on 8th March, 2019:

- Completed the dispatch of Postal Ballot Notice dated 14th February, 2019 along with Postal Ballot Form and self-addressed postage prepaid business reply envelope to the Members whose e-mail IDs were not registered with the Company; and
- Sent E-mails of Postal Ballot with the details of Login ID and Password to the Members who have registered their e-mail addresses with their respective Depository Participants or with the Company.

The voting period commenced on 9th March, 2019 (9:00 AM) and ended on 8th April, 2019 (5:00 P.M). The Members were requested to return the physical Postal Ballot forms duly completed indicating their assent (for) or dissent (against) for each resolution, so as to reach the Scrutinizer on or before the close of working hours on 8th April, 2019 (5:00 P.M). In case of electronic voting, Members were requested to cast their votes



electronically on or before the close of working hours on 8th April, 2019 (5:00 P.M). The Postal Ballot Notices were also sent to other concerned including Stock Exchanges, Auditors through mail and were also placed on the website of the Company.

On 9th March, 2019 the Company published advertisement in newspapers - Financial Express (English-All editions) and Nava Telangana (Telugu-Hyderabad edition) newspaper about completion of dispatch / sending of e-mails in relation to the Notice of Postal Ballot.

The Board of Directors in the meeting held on 14th February, 2019 appointed Mr. K.CH. Venkat Reddy, Practicing Company Secretary, as Scrutinizer, to conduct the postal ballot (physical & e-voting) process in accordance with the law in a fair and transparent manner.

The Scrutinizer carried out the scrutiny of the Postal Ballot forms received physically and the votes polled electronically up to 8th April, 2019 (5:00 PM) and the Scrutinizer submitted his Report dated 10th April, 2019 to the Vice Chairman & Managing Director of the Company. The summarized details of the Scrutinizer's Report are 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	ELE	20	6074169	17	6073487	99.99%	3	682	0.01%	0	0
	PHY	19	994	19	994	100%	0	0	0	0	0



continuation of Dr. Hanuman Chowdary Tripuraneni (DIN: 00107006) as Independent Director	TOTAL	39	6075163	36	6074481		3	682		0	0
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
	TOTAL	39	6075163	36	6074481		3	682		0	0
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
	TOTAL	39	6075163	36	6074481		3	682		0	0

On the basis of the Report of the Scrutinizer, Mr. Gopichand Tummala, Vice Chairman & Managing Director of the Company, declared the result of Postal Ballot and E-voting on Wednesday, 10th April, 2019. The resolutions were approved by the requisite majority and deemed to have been passed on 8th April, 2019, being the last date of receipt of duly completed Postal Ballot forms/E-voting. The results of the Postal



Ballot/E-voting have been intimated to the stock exchanges and have also been placed on the website of the company.

Mr. Gopichand Tummala, Vice Chairman & Managing Director of the Company announced that the following Resolutions were passed by the Members of the Company as Special Resolutions with requisite majority:

Item No. 1. Approval for continuation of Dr. Hanuman Chowdary Tripuraneni (DIN: 00107006) as Independent Director.

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and is hereby accorded to Dr. Hanuman Chowdary Tripuraneni, (DIN: 00107006), Non-Executive and Independent Director of the Company, aged 87 years, to continue as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e upto the conclusion of the Annual General Meeting to be held in the year 2019.”

“RESOLVED FURTHER THAT Mr. Gopichand Tummala , Vice Chairman & Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

Item No. 2. Approval for continuation of Mr. Ramalingappa Shivabasappa Bakkannavar (DIN: 00108720) as Independent Director.



"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and is hereby accorded to Mr. Ramalingappa Shivabasappa Bakkannavar, (DIN: 00108720), Non-Executive and Independent Director of the Company, aged 77 years, to continue as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e upto the conclusion of the Annual General Meeting to be held in the year 2019."

"RESOLVED FURTHER THAT Mr. Gopichand Tummala , Vice Chairman & Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

Item No. 3 Approval for continuation of Mr. Surapaneni Sree Rama Koteswara Rao (DIN: 00964290) as Independent Director.

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and is hereby accorded to Mr. Surapaneni Sree Rama Koteswara Rao, (DIN: 00964290), Non-Executive and Independent Director of the Company, aged 75 years, to continue as an Independent



Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e upto the conclusion of the Annual General Meeting to be held in the year 2019."

"RESOLVED FURTHER THAT Mr. Gopichand Tummala , Vice Chairman & Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

Date: 04.05.2019
Place: Hyderabad

Sd/-
(Koteswara Rao SSR)
Chairman
DIN: 00964290

