TERA SOFT
Redefining IT Solutions

TERA SOFTWARE LIMITED
Regd. Office : # 8-2-293/82/A/1107,
Road Number 55, Jubilee Hills,
Hyderabad,Telangana 500033.
Tel : +91-40-2354 7447
E-mail : info@terasoftware.in
www.terasoftware.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the First Extra-Ordinary General Meeting (EGM) of the Members of Tera Software Limited for the Financial Year 2026-27 (EGM No. 1/2026-27) will be held on Friday, December 11, 2026 at 04:00 P.M. (IST) at the Registered Office of the Company situated at 8-2-293/82/A/1107, Plot No. 1107, Road No. 55, Jubilee Hills, Hyderabad – 500033, Telangana, India, to transact the following Special Business:

SPECIAL BUSINESS

ITEM NO. 1: ISSUE OF UP TO 5,14,491 (FIVE LAKH FOURTEEN THOUSAND FOUR HUNDRED AND NINETY ONE ONLY) CONVERTIBLE WARRANTS, EACH CONVERTIBLE INTO ONE EQUITY SHARE OF FACE VALUE OF RS. 10/-, TO PERSONS BELONGING TO THE PROMOTER GROUP CATEGORY ON A PREFERENTIAL BASIS.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI SAST Regulations"), the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, the listing agreements entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together, the "Stock Exchanges"), and any other rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India ("SEBI"), the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India, the Stock Exchanges or any other competent authority, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approval(s), consent(s), permission(s) and/or sanction(s), including the in-principle approvals of the Stock Exchanges, as may be required, and subject to such conditions and modifications as may be prescribed by any of them and agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include the Management Committee of the Board, constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, up to 5,14,491 (Five Lakh Fourteen Thousand Four Hundred and Ninety One Only) convertible warrants ("Warrants"), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten only) each ("Equity Share"), at a price of Rs. 291.55/- (Rupees Two Hundred Ninety One and Paise Fifty Five only) per Warrant, including a premium of Rs. 281.55/- (Rupees Two Hundred Eighty

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One and Paise Fifty Five only) ("Warrant Issue Price"), aggregating up to Rs. 14,99,99,851.05/- (Rupees Fourteen Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred Fifty One and Paise Five only), payable in cash, on a preferential basis, to the following persons belonging to the Promoter Group category ("Proposed Allottees" / "Warrant Holders"), on such terms and conditions as set out herein and in the explanatory statement annexed to this notice:

S. No.	Name of Proposed Allottee	PAN	Address	Category	Max. no. of Warrants
1	Mr. Tummala Madhu Mitra	AGNPT8640E	H.No.1-60/8/6/D8, Rolling Hills, Gachibowli, Hyderabad-500032, Telangana	Promoter Group (Individual)	2,57,246
2	Mrs. Tummala Pavana Devi	ABAPT0588P	H.No.1-60/8/6/D8, Rolling Hills, Gachibowli, Hyderabad-500032, Telangana	Promoter Group (Individual)	2,57,245
Total					**5,14,491**

RESOLVED FURTHER THAT in terms of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the minimum price of the Warrants shall be **Wednesday, November 11, 2026** being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the issue of Warrants and the Equity Shares to be allotted on exercise of the Warrants shall be subject to the following terms and conditions:

(i) An amount equivalent to 25% (twenty-five per cent) of the Warrant Issue Price, i.e. Rs. 72.89/- per Warrant, shall be paid on or before allotment of the Warrants, and the balance 75% (seventy-five per cent), i.e. Rs. 218.66/- per Warrant, shall be paid at the time of exercise of the right to convert the Warrants into Equity Shares, in terms of Regulation 169(2) of the SEBI ICDR Regulations;

(ii) The Warrant Holders shall be entitled to exercise the right attached to the Warrants, in one or more tranches, at any time within 18 (eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised and remitting the aggregate balance consideration, without any further approval of the members;

(iii) If the right attached to any Warrant is not exercised within 18 (eighteen) months from the date of allotment, such Warrant shall lapse and the consideration paid on it shall stand forfeited by the Company, in terms of Regulation 169(3) of the SEBI ICDR Regulations;

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(iv) The consideration for the Warrants and for the Equity Shares on exercise shall be paid from the bank account of the respective Proposed Allottee and, in the case of joint holders, from the bank account of the first holder, in terms of Regulation 169(4) of the SEBI ICDR Regulations;

(v) The Warrants shall be allotted within 15 (fifteen) days from the date of passing of this resolution, provided that where the allotment is pending on account of any approval from a regulatory authority, the allotment shall be completed within 15 (fifteen) days from the date of such approval, in terms of Regulation 170(1) of the SEBI ICDR Regulations;

(vi) The Equity Shares on exercise of the Warrants shall be allotted within 15 (fifteen) days from the date of exercise;

(vii) The Warrants shall not, until exercised, confer on the Warrant Holders any rights of a shareholder of the Company, including voting rights or entitlement to dividend;

(viii) The Equity Shares allotted on exercise of the Warrants shall be fully paid-up and shall rank pari passu in all respects, including as to dividend and voting rights, with the then existing Equity Shares of the Company;

(ix) The Warrants, the Equity Shares allotted on exercise of the Warrants and the pre-preferential shareholding of the Proposed Allottees shall be locked-in as prescribed under Regulation 167 of the SEBI ICDR Regulations;

(x) The Warrants and the Equity Shares on exercise of the Warrants shall be issued only in dematerialised form; and

(xi) The number of Warrants and the Warrant Issue Price shall be subject to appropriate adjustment for any corporate action, such as bonus issue, rights issue, split or consolidation of shares, merger or demerger, in accordance with Regulation 166 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the monies received from the Proposed Allottees, on allotment of the Warrants and on exercise thereof, shall be kept in a separate bank account and shall be utilised only for the following objects, within the amounts and timelines set out in the explanatory statement annexed to this notice, and for no other purpose: (i) funding the working capital requirements of the existing business of the Company, up to Rs. 11,24,99,889/- (75.00% of the gross proceeds); and (ii) general corporate purposes, up to Rs. 3,74,99,962.05/- (25.00% of the gross proceeds), which shall in no event exceed 25% of the gross proceeds.

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the Warrants shall be listed on BSE Limited and National Stock Exchange of India Limited, and the Board (including the Management Committee of the Board) or the Company Secretary of the Company be and are hereby severally authorised to make the necessary applications for in-principle approval and listing and trading approval, and for admission of the Warrants and the Equity Shares with National Securities Depository Limited and Central Depository Services (India) Limited.

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RESOLVED FURTHER THAT the Board (including the Management Committee of the Board) be and is hereby authorised to accept any modification(s) to the terms of the issue as may be required by SEBI, the Stock Exchanges or any other authority, subject to the SEBI ICDR Regulations, without being required to seek any further consent of the members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including the Management Committee of the Board) or the Company Secretary of the Company be and are hereby severally authorised to prepare, sign, execute and file the offer letter in Form PAS-4, the record of private placement in Form PAS-5, the return of allotment in Form PAS-3 and all other applications, e-forms, returns, documents and writings with the Registrar of Companies, the Stock Exchanges, the Depositories and any other authority, to resolve any question or difficulty that may arise in the issue and allotment of the Warrants and of the Equity Shares on exercise of the Warrants, and generally to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution, provided that the allotment of the Warrants and of the Equity Shares on exercise of the Warrants shall be made only by the Board or the Management Committee of the Board, and all actions taken by the Board, the Management Committee or the Company Secretary in this connection are hereby approved, ratified and confirmed."

ITEM NO. 2: ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a ***Special Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to registration of the alteration by the Registrar of Companies and such other approval(s) of regulatory or statutory authorities as may be required, the consent of the members of the Company be and is hereby accorded for the alteration of the Memorandum of Association ("MOA") of the Company by inserting the following new sub-clauses 6 to 11 under Clause III (A) [Main Objects] immediately after the existing sub-clause 5:

6. To carry on the business of planning, designing, developing, manufacturing, assembling, supplying, constructing, installing, erecting, upgrading, operating, hosting, maintaining, and managing telecom towers, satellite terminals, optic fibre networks, high-speed broadband frameworks, telecommunications infrastructure, digital connectivity pathways, and middle-mile network systems, including the execution of public, private, or joint-venture digital connectivity programmes across local, regional, and national domains.
7. To design, construct, establish, set up, own, operate, lease, scale, maintain, and manage advanced data centers, hyper-scale cloud server facilities, data warehousing grids, information hosting environments, and digital repositories, and to develop, deploy, license, consult, and implement frameworks, workflows, algorithms, and computational architectures utilizing Artificial Intelligence (AI), Machine Learning (ML), automation, and predictive data analytics.

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8. To act as contractors, engineers, builders, consultants, and project managers for undertaking, executing, and implementing multi-disciplinary, turnkey infrastructure projects, engineering procurement construction (EPC) contracts, and civil engineering developments, encompassing large-scale civil works, electrical grids, mechanical setups, power generation, distribution, and transmission segments, environmental management installations, structural engineering layouts, and electronic automated systems across various heavy enterprise and utility sectors.
9. To carry on the business of planning, designing, developing, generating, transmitting, distributing, trading, supplying, storing, and managing all forms of conventional and non-conventional energy, including solar, wind, hydro, thermal, biomass, biogas, green hydrogen, and renewable power projects, and to establish, construct, install, operate, and maintain power plants, sub-stations, smart grids, energy storage systems, electric vehicle (EV) charging infrastructure, and clean energy networks across domestic and international markets.
10. To carry on the business of designing, developing, researching, manufacturing, assembling, integrating, testing, repairing, upgrading, supplying, importing, and exporting defence electronics, aerospace systems, homeland security technologies, and strategic IT infrastructure, including unmanned aerial vehicles (UAVs), drones, anti-drone systems, radar and electro-optical surveillance equipment, tactical communication networks, avionics, electronic warfare suites, command-and-control software, cybersecurity frameworks, and mission-critical hardware and software solutions (excluding arms, weapons, and ammunition) for defence forces, paramilitary organizations, government agencies, and authorized allied sectors.
11. To undertake, execute, manage, and act as consultants, developers, system integrators, and turnkey contractors for allied industrial, engineering, smart city, transportation, space technology, and heavy infrastructure projects, and to research, manufacture, trade, license, and deploy advanced electronics, semiconductors, Internet of Things (IoT) ecosystems, and specialized industrial machinery across energy, defence electronics, telecommunications, and related emerging sectors.

RESOLVED FURTHER THAT the commencement of any new business under the objects inserted in Clause III(A) of the Memorandum of Association by this resolution shall be subject to the Company obtaining all necessary licences, registrations, approvals, permissions and clearances under applicable laws.

RESOLVED FURTHER THAT the Board of Directors (including the Management Committee of the Board) or the Company Secretary of the Company be and are hereby severally authorised to prepare, sign, execute, and file the necessary electronic forms and any other returns or statutory documentation with the Registrar of Companies, Ministry of Corporate Affairs, and to handle any queries, alterations, or modifications that may be directed by the regulatory authorities, and generally to do all such acts, deeds, matters, and things as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution."

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ITEM NO. 3: APPROVAL FOR CHANGE OF NAME OF THE COMPANY FROM "TERA SOFTWARE LIMITED" TO "TERA CORP LIMITED"

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a ***Special Resolution:***

"RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and all other acts, rules, regulations, circulars as may be applicable and subject to the approval of the Central Government, the Stock Exchanges and such other regulatory and statutory authorities as may be required, the consent of the members of the Company be and is hereby accorded to change the name of the Company from "**Tera Software Limited**" to "**Tera Corp Limited**" with effect from the date of issuance of a fresh Certificate of Incorporation consequent upon change of name in favour of the Company by the Registrar of Companies and consequently the name of the Company be changed wherever it appears in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT upon the change of name becoming effective, the name "**Tera Software Limited**" be substituted with "**Tera Corp Limited**" wherever it appears in the Memorandum of Association and Articles of Association of the Company and Clause I of the Memorandum of Association of the Company be altered to read as under:

I. The name of the Company is **Tera Corp Limited**.

RESOLVED FURTHER THAT the name "**Tera Software Limited**" wherever appearing in any of the documents/ records of the Company be substituted by the new name "**Tera Corp Limited**" in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT the Board of Directors (including the Management Committee of the Board) or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including filing of the requisite e-forms with the Registrar of Companies and making necessary intimations to the Stock Exchanges and the Depositories."

By Order of the Board of Directors
For TERA SOFTWARE LIMITED
Sd/-
CH. MALLIKARJUNA
Company Secretary
Mem. No.: A47545

Place: Hyderabad
Date: November 11, 2026

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Notes:

Proxy related information:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote at the meeting, instead of himself/herself and the proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time of commencement of the meeting. In this Notice, the term member(s) or shareholder(s) are used interchangeably.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, during the business hours of the company provided not less than 3 days' written notice is given to the Company.

SEBI mandate on KYC Compliance

3. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN and KYC details. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the form, to register or update:

    a. PAN and KYC details.
    b. E-mail address to receive communication through electronic means.

    Members are also requested to update their nomination by submitting Form SH-13 or Form ISR-3 for opting out of nomination.

    The said forms are available on the website of the RTA at KFin at https://ris.kfintech.com/clientservices/isc/isrforms.aspx.

    Members have an option to submit duly filled Form ISR-1 in person at any of the branches of KFin, details of which are available at https://www.kfintech.com/contact-us/ or submit e-signed form online along with requisite documents by accessing the link https://kprism.kfintech.com/ or the original copy of physical forms can be sent through post or courier at following address:

Existing Corporate Office Address	**New Corporate Office Address** with effect from (w.e.f.) 1st December, 2026.
KFin Technologies Limited Selenium Tower B, Plot No. 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana	**KFin Technologies Limited** 6,23,24,25th Floor, South Tower, Rajapushpa West Avenue, Survey No. 115, Kokapet, Serilingampally Mandal, Ranga Reddy District. Telangana – 500075

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Contact Details:

Toll Free Number: 1800 309 4001
Email: einward.ris@kfintech.com
Website: https://www.kfintech.com/

For addressing e-voting related grievances, members may also contact KFin at the above address.

4. Members holding shares in dematerialised mode, who have not registered/updated their PAN, KYC details and nomination are requested to register/update the same with the respective DPs.

Inspection of documents:

5. Documents referred in this notice and the statement annexed to this notice to be considered at this Extra-Ordinary General Meeting will be kept open for inspection by the members at the registered office of the Company from Monday to Saturday during 10:00 a.m. to 12:30 p.m., except holidays, up to the date of the EGM and also at the EGM and be accessible to any member during the continuance of the meeting. Members who wish to inspect these documents electronically may send a request from their registered e-mail ID to companysecretary@terasoftware.com, mentioning their name, DP ID and Client ID / Folio No. The documents are:

   (a) Certificate of the Practising Company Secretary under Regulation 163(2) of the SEBI ICDR Regulations (Item No. 1) – https://terasoftware.com/investors/preferential-issue-of-warrants;

   (b) Pricing Certificate of the Practising Company Secretary under Regulation 164(1) of the SEBI ICDR Regulations (Item No. 1) – https://terasoftware.com/investors/preferential-issue-of-warrants;

   (c) Certificate of M/s. Narven Associates, Chartered Accountants (Statutory Auditors), under Regulation 45 of the SEBI Listing Regulations for change of name (Item No. 3) – https://terasoftware.com/investors/preferential-issue-of-warrants; and

   (d) Memorandum and Articles of Association of the Company, existing and as proposed to be altered (Item Nos. 2 and 3).

Instructions for members/proxies:

6. Members/proxies are requested to bring the attendance slip duly filled and signed along with the identity proof at the meeting for the purpose of identification.

7. Members attending in person at the EGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Route map for directions to the venue of the meeting is annexed to this Notice.

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9. In case of joint holders attending the meeting, only such joint holder whose name appears first in the order of names will be entitled to vote at the meeting.

10. In case a person becomes a member of the Company after dispatch of EGM Notice, and is a member as on the cut-off date for e-voting, i.e., Friday, December 04, 2026 (end of day), such member may obtain the user ID and password from KFin by sending request on evoting@kfintech.com from registered e-mail ID. In case the e-mail ID is not registered, such members are requested to register/update the same with the respective depository participants.

General Information:

11. A statement setting out material facts pursuant to the provisions of Section 102 of the Act, in respect of special business stated at item no. 1, 2, and 3 is annexed hereto.

12. Institutional/Corporate shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the EGM on its behalf and to vote. The said resolution/authorisation shall be sent to the scrutiniser by e-mail through its registered e-mail address to rprassociateshyd@gmail.com. Alternatively, the authorised representative may produce a certified true copy of such resolution/authorisation under Section 113 of the Act at the venue of the meeting.

13. Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, permit the listed companies to send the Notice of EGM by electronic mode. The Company is accordingly forwarding the Notice of EGM, along with the Proxy Form and Attendance Slip, by e-mail to all those members who have registered their e-mail IDs with their respective depository participants or with KFin. Physical copies of the Notice, along with the Proxy Form and Attendance Slip, are being sent by the permitted mode to those members who have not registered their e-mail IDs. The Notice of EGM, Proxy Form and Attendance Slip are also available on the Company's website https://terasoftware.com/investors/preferential-issue-of-warrants, website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and on the website of KFin at https://evoting.kfintech.com/public/Downloads.aspx.

14. The Board of Directors at its meeting held on November 11, 2026 have appointed Y. Ravi Prasada Reddy, Practising Company Secretary (FCS No. 5783, CP No. 5360) as the Scrutiniser to the e-voting process and voting at the EGM in a fair and transparent manner.

15. The Scrutiniser shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any, within two working days of the conclusion of the EGM and provide the same to the Chairman or any person so authorised by him, who shall countersign the same and declare the result thereof.

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16. The results declared along with the scrutinisers' report shall be placed on the Company's website at https://www.terasoftware.com and on the website of KFin at https://evoting.kfintech.com/public/Downloads.aspx and shall also be communicated to the stock exchanges.

17. Members may send their queries, if any, on the business to be transacted at the EGM to the Company Secretary and Compliance Officer, Ch. Mallikarjuna, at companysecretary@terasoftware.com, at least 7 (seven) days before the date of the EGM, so that the information can be made available at the meeting.

18. In terms of the SEBI Master Circular on Online Resolution of Disputes in the Indian Securities Market dated July 31, 2023, as amended, members may first take up any grievance with the Company or KFin and, if not satisfied with the response, may initiate dispute resolution through the Online Dispute Resolution (SMART ODR) Portal at https://smartodr.in/login.

E-voting related instructions:

A. Voting through electronic means:

i. In terms of the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the EGM.

ii. The members, whose names appear in the Register of members/list of Beneficial Owners as on Friday, December 04, 2026 (end of day), being the cut-off date, shall be entitled to vote through remote e-voting or at the EGM. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

iii. Members can cast their vote through remote e-voting from Tuesday, December 08, 2026 (9:00 a.m.) till Thursday, December 10, 2026 (5:00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall forthwith be blocked.

iv. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

v. Alternatively, members holding securities in physical mode and are KYC compliant, may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write to KFin at evoting@kfintech.com from their registered e-mail ID.

vi. The details of the process and manner for remote e-voting are explained hereinbelow:

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I. Login method for remote e-voting for individual shareholders holding securities in demat mode:

Pursuant to SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 (which includes SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-Voting facility provided by Listed Companies"), e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/registered Depository Participants ('DPs') in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders:

Individual shareholders holding securities in demat mode with NSDL

Login method:

A. User already registered for NSDL IDeAS facility:

1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.
2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page.
3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

B. User not registered for IDeAS e-Services:

Option to register is available at https://eservices.nsdl.com Select 'Register Online for IDeAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

C. By visiting the e-Voting website of NSDL:

1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the 'Login' icon, available under the 'Shareholder/ Member' section.
2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After

successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.

3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

D. NSDL Speede:

Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility from "App Store" and "Google Play Store" for seamless voting experience.

Type of shareholders:

Individual shareholders holding securities in demat mode with CDSL

Login method:

A. Existing user who has opted for Easi/Easiest:

1. Open web browser and type: https://www.cdslindia.com/ and click on login icon and select New System Myeasi.
2. Shareholders can login through their existing user ID and password.
   Option will be made available to reach e-voting page without any further authentication.
3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote.

B. User not opted for Easi/Easiest:

Option to register for Easi/Easiest is available at https://www.cdslindia.com/, proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

C. By visiting the e-Voting website of CDSL:

1. The user can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile and e-mail ID as recorded in the demat Account.
2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.

Type of shareholders:

Individual Shareholders (holding securities in demat mode) logging through their depository participants

Login method:

1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.

2. Once you click on e-voting option, you will be redirected to NSDL/ CDSL website after successful authentication, wherein you can see e-voting feature.

3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID or Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:

NSDL: Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: (022) 4886 7000 and 1800 1020 990

CDSL: Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 21 09911

II. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

i. Initial password will be provided in the body of the e-mail.

ii. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

iii. Enter the login credentials i.e., User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

iv. After entering the correct details, click on LOGIN.

v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. You need to login again with the new credentials.

vii. Upon successful login, the system will prompt you to select the EVENT i.e., [EVEN No. 10316] – Tera Software Limited.

viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date i.e., Friday, December 04, 2026 will appear.

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ix. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

x. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

xi. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions.

xii. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at rprassociateshyd@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'EVENT No.10316 – Tera Software Limited'.

xiii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions ("FAQs") and e-Voting user manual available at the download section of https://evoting.kfintech.com ("KFintech Website") or contact Mr. Mohammed Shanoor, Deputy Manager of KFin Technologies Limited at einward.ris@kfintech.com and evoting@kfintech.com or call KFin's toll free no. 1800 309 4001 for any further clarifications.

B. Voting facility at EGM:

i. In addition to the remote e-voting facility as described above, the Company has made voting facility available at the venue of the EGM through Ballot voting system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.

ii. Members who have cast their votes through remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating to Item Nos. 1 to 3 of the Notice.

Item No. 1: ISSUE OF UP TO 5,14,491 (FIVE LAKH FOURTEEN THOUSAND FOUR HUNDRED AND NINETY ONE ONLY) CONVERTIBLE WARRANTS, EACH CONVERTIBLE INTO ONE EQUITY SHARE OF FACE VALUE OF RS. 10/-, TO PERSONS BELONGING TO THE PROMOTER GROUP CATEGORY ON A PREFERENTIAL BASIS.

The Company executes e-governance, IT infrastructure and system integration projects, predominantly for Government departments and public sector undertakings. These projects involve long receivable cycles, retention money and performance and bid security deposits, and the growth in the Company's order book has increased its working capital requirement. To meet this requirement and strengthen its balance sheet, the Board of Directors, at its meeting held on Wednesday, November 11, 2026, approved, subject to the approval of the members, the issue of up to 5,14,491 Warrants to persons belonging to the Promoter Group at Rs. 291.55/- per Warrant, aggregating up to Rs. 14,99,99,851.05/- ("Issue Size"). The subscription reflects the continued commitment of the Promoter Group to the Company.

In terms of Sections 42 and 62(1)(c) of the Act and Regulation 160 of the SEBI ICDR Regulations, a preferential issue requires the approval of the members by way of a special resolution. The disclosures required under Regulation 163 of the SEBI ICDR Regulations, Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out below.

1. Objects of the preferential issue

The funds are being raised for the existing business of the Company, namely the execution of its ongoing and awarded projects, which is within the main objects of the existing Memorandum of Association of the Company. The utilisation of the proceeds is, therefore, not dependent on the alteration of the objects clause proposed at Item No. 2 of this Notice, and no part of the proceeds shall be utilised for the new activities proposed to be covered by that alteration. The proceeds of the preferential issue of up to Rs. 14,99,99,851.05/- (Rupees Fourteen Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred Fifty One and Paise Five only) shall be utilised only for the following objects and for no other purpose:

(i) Funding the working capital requirements of the existing business of the Company, namely: (a) project execution costs, being the procurement of hardware, software and materials, manpower costs and payments to sub-contractors, for the ongoing and awarded projects of the Company; and (b) margin money for bank guarantees, and performance and bid security deposits, required for such projects, up to Rs. 11,24,99,889.00/- (Rupees Eleven Crore Twenty Four Lakh Ninety Nine Thousand Eight Hundred Eighty Nine only); and

(ii) General corporate purposes, namely: (a) operational and administrative expenses of the Company; (b) business development and bid preparation expenses; and (c) meeting exigencies and contingencies arising in the ordinary course of business, up to Rs. 3,74,99,962.05/- (Rupees Three Crore Seventy Four Lakh Ninety Nine Thousand Nine

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Hundred Sixty Two and Paise Five only), which shall in no event exceed 25% of the gross proceeds of the issue.

2. Utilization of Gross Proceeds

As the funds against the Warrants will be received in tranches (25% of the Warrant Issue Price on allotment and the balance 75% on exercise) and the quantum of funds required on different dates may vary, the broad range of intended use of the gross proceeds of up to Rs. 14,99,99,851.05/- is as under:

S. No.	Object	Amount (Rs., up to)	% of gross proceeds	Tentative timeline for utilisation from receipt of funds
1	Funding the working capital requirements of the existing business of the Company, namely project execution costs (hardware, software, materials, manpower and sub-contracting), funding of trade receivables and retention money, and margin money for bank guarantees and performance and bid security deposits.	11,24,99,889.00	75.00%	Within 18 months
2	General corporate purposes, namely operational and administrative expenses, business development and bid preparation expenses, and meeting exigencies and contingencies in the ordinary course of business (not exceeding 25% of the gross proceeds)	3,74,99,962.05	25.00%	Within 12 months
	Total	**14,99,99,851.05**	**100.00%**	

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The break-up of the amount proposed to be utilised towards the working capital requirements of the existing business of the Company (S. No. 1 above) is as under:

S. No.	Sub-head of working capital	Amount (Rs., up to)	% of gross proceeds
(a)	Project execution costs, being the procurement of hardware, software and materials, manpower costs and payments to sub-contractors, for the ongoing and awarded projects of the Company	7,49,99,926.00	50%
(b)	Margin money for bank guarantees, and performance and bid security deposits, required for such projects	3,74,99,963.00	25%
	Total working capital	**11,24,99,889.00**	**75.00%**

As on November 11, 2026, the Company's working capital assessment is driven by its order book of ₹3,020 crore currently under execution. The Company operates with existing working capital facilities of ₹40.76 crore (fund-based), of which ₹39.82 crore is already utilized. Since the available limits are insufficient to meet ongoing project requirements, the Company proposes to raise capital through this issue to bridge the funding gap and support smooth execution.

The proceeds are expected to be received and deployed tranche-wise as under, in the same proportion as the objects set out above:

Tranche	Amount receivable (Rs., up to)	Working capital (Rs., up to)	General corporate purposes (Rs., up to)	Expected period of receipt
On or Before allotment of the Warrants (Rs. 72.89 per Warrant)	3,75,01,248.99	2,81,25,936.92	93,75,312.07	FY 2026-27
On exercise of the Warrants (Rs. 218.66 per Warrant)	11,24,98,602.06	8,43,73,952.08	2,81,24,649.98	Within 18 months from allotment (FY 2027-28 / FY 2028-29)
Total	**14,99,99,851.05**	**11,24,99,889.00**	**3,74,99,962.05**	

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As 25% of the Warrant Issue Price is receivable on allotment of the Warrants and the balance 75% only on exercise, the proceeds will be received in tranches over a period of up to 18 months, and the exact amount required for each object on a given date cannot be determined in advance. For this reason, the amounts stated above are a realistic estimate of the requirement for each object, and the Company may re-allocate funds among sub-heads (a) to (c) of working capital depending on project requirements, without changing the total amount allocated to working capital. The amount allocated to working capital shall not be added to general corporate purposes, and the amount utilised for general corporate purposes shall in no event exceed 25% of the gross proceeds actually received. The timelines above run from the date of receipt of each tranche of funds. If any of the Warrants are not exercised, the proceeds actually received shall be utilised for the above objects in the same proportion as set out above.

3. Mode in which funds will be kept pending utilisation

Pending utilisation, the proceeds shall be kept in the separate bank account opened for the issue and/or invested in fixed deposits with scheduled commercial banks, as approved by the Board. In terms of Section 42(6) of the Act, the Company shall not utilise the monies received on allotment of the Warrants, or on exercise thereof, until the allotment of the Warrants or of the Equity Shares, as the case may be, is made and the return of allotment in Form PAS-3 is filed with the Registrar of Companies.

4. Monitoring of utilisation of funds

Regulation 162A of the SEBI ICDR Regulations requires the appointment of a monitoring agency only where the issue size exceeds Rs. 100 crore. As the Issue Size is up to Rs. 14,99,99,851.05 (approximately Rs. 15.00 crore), the requirement is not applicable. The Company shall submit the statement of deviation or variation in the use of proceeds to the Stock Exchanges every quarter under Regulation 32 of the SEBI Listing Regulations, after review by the Audit Committee, and shall disclose the utilisation of the proceeds every year in its Annual Report under Regulation 32(7A) of the SEBI Listing Regulations, in each case until the proceeds are fully utilised.

5. Maximum number of securities to be issued

Up to 5,14,491 (Five Lakh Fourteen Thousand Four Hundred and Ninety One Only) Warrants, each convertible into 1 (one) Equity Share of face value of Rs. 10/-, i.e. up to 5,14,491 Equity Shares on full exercise.

6. Class or classes of persons to whom the allotment is proposed

The Warrants are proposed to be allotted to persons belonging to the Promoter Group category of the Company, as named in the resolution.

7. Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management to subscribe

The following members of the Promoter Group intend to subscribe to the Warrants. Mr. Tummala Madhu Mitra, one of the Proposed Allottees, is also a Whole-time Director of the Company. Save as aforesaid, none of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company intends to subscribe to the issue.

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S. No.	Name	Category / designation	Max. no. of Warrants
1	Mr. Tummala Madhu Mitra	Promoter Group; Whole-time Director	2,57,246
2	Mrs. Tummala Pavana Devi	Promoter Group	2,57,245

8. Relevant Date

The Relevant Date for determining the minimum issue price of the Warrants is **Wednesday, November 11, 2026**, being the date 30 days prior to the date of this EGM.

9. Price and basis on which the price has been arrived at

The Equity Shares of the Company are listed on BSE and NSE and are frequently traded within the meaning of Regulation 164(5) of the SEBI ICDR Regulations. For computing the price, NSE, being the stock exchange with the higher trading volume during the 90 trading days preceding the Relevant Date, has been considered (NSE: 25,71,401 equity shares; BSE: 3,11,965 equity shares). In terms of Regulation 164(1), the minimum price is the higher of:

- Rs. 291.54/- was the 90 trading days' volume weighted average price of the Equity Shares preceding the Relevant Date; and
- Rs. 259.65/- was the 10 trading days' volume weighted average price of the Equity Shares preceding the Relevant Date.

The allotment to the Proposed Allottees (who are persons acting in concert) on full exercise is 5,14,491 Equity Shares, i.e. 3.95% of the post-issue fully diluted share capital of the Company, which does not exceed 5%, and the issue will not result in any change in control of the Company. Accordingly, a valuation report from an independent registered valuer under Regulation 166A(1) of the SEBI ICDR Regulations is not required. The Articles of Association of the Company do not provide for any method of determination of price which results in a floor price higher than that determined under the SEBI ICDR Regulations. Accordingly, the Warrant Issue Price of Rs. 291.55/- (including a premium of Rs. 281.55/-) is not less than the minimum price of Rs. 291.54/- determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations. The certificate dated November 11, 2026 issued by M/s. RPR & Associates, Practising Company Secretaries, certifying the computation of the minimum price under Regulation 164(1) of the SEBI ICDR Regulations (Pricing Certificate), is available on the website of the Company at https://terasoftware.com/investors/preferential-issue-of-warrants and is also available for inspection by the members at the Registered Office of the Company, as set out in Note No. 5 of this Notice. As the price is determined under the SEBI ICDR Regulations, a valuation report of a registered valuer is not required, in terms of the proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

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The Warrant Issue Price determined above and the number of Warrants (and of the Equity Shares to be allotted on their exercise) shall be subject to appropriate adjustment, as may be required under Regulation 166 of the SEBI ICDR Regulations and other applicable laws, for corporate actions such as bonus issue, rights issue, split or consolidation of shares, merger or demerger.

10. Shareholding pattern before and after the preferential issue

Category	**Pre-issue: no. of shares**	**Pre-issue: %**	**Shares on exercise of Warrants**	**Post-issue: no. of shares***	**Post-issue: %***
A. Promoter & Promoter Group					
Indian – Individuals / HUF	59,47,327	47.53	5,14,491	64,61,818	49.61
Indian – Bodies Corporate	--	--	--	--	--
Foreign Promoters	--	--	--	--	--
Sub-total (A)	**59,47,327**	**47.53**	**5,14,491**	**64,61,818**	**49.61**
B. Public					
Institutions (Domestic / Foreign)	--	--	--	--	--
Bodies Corporate	3,49,622	2.79	--	3,49,622	2.68
Resident Individuals	55,86,047	44.65	--	55,86,047	42.88
Others (incl. NRIs, IEPF, Clearing Members)	6,28,879	5.03	--	6,28,879	4.83
Sub-total (B)	**65,64,548**	**52.47**	**--**	**65,64,548**	**50.39**
C. Non-Promoter Non-Public	--	--	--	--	--
Grand Total (A+B+C)	**1,25,11,875**	100.00	**5,14,491**	**1,30,26,366**	100.00

Note:

i) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, November 06, 2026

ii) Post issue shareholding is provided assuming all the Warrants allotted pursuant to this issue are converted into Equity Shares of the Company.

iii) The post-issue shareholding may change due to any other corporate action in between.

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11. Time frame within which the preferential issue shall be completed

The Warrants shall be allotted within 15 days from the date of passing of this special resolution. Where the allotment is pending on account of any approval from a regulatory authority, it shall be completed within 15 days from the date of such approval. The Equity Shares on exercise of the Warrants shall be allotted within 15 days from the date of exercise, which shall be within 18 months from the date of allotment of the Warrants.

12. Identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the Proposed Allottees, and the percentage of post-preferential issue capital that may be held by them

S. No.	Proposed Allottee	Category	Ultimate beneficial owner (natural person)	Pre-issue: shares	Pre-issue: %	Warrants	Post-issue: shares*	Post-issue: %*
1	Mr. Tummala Madhu Mitra	Promoter Group	Not applicable (individual)	8,41,308	6.72	2,57,246	10,98,554	8.43
2	Mrs. Tummala Pavana Devi	Promoter Group	Not applicable (individual)	5,74,760	4.59	2,57,245	8,32,005	6.39

**Assumes full exercise of the Warrants.*

13. Percentage of post-preferential issue capital that may be held by the allottees and change in control, if any, consequent to the preferential issue

The percentage of the post-preferential issue capital that may be held by the Proposed Allottees is set out under point 12 above. There will be no change in the control or management of the Company consequent to the preferential issue. The Proposed Allottees will continue to be classified as Promoter Group. On full exercise, the shareholding of the Promoter and Promoter Group will increase from 47.53% to 49.61%, which is within 75% of the post-issue capital as required under the minimum public shareholding norms, and the acquisition is within the limit of 5% in a financial year under Regulation 3(2) of the SEBI SAST Regulations.

14. Undertaking that the issuer shall re-compute the price of the specified securities where it is required to do so

As the Equity Shares of the Company have been listed on the Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the Company is not required to re-compute the price under Regulation 164(3) of the SEBI ICDR Regulations. Nevertheless, the Company undertakes to re-compute the price of the Warrants in terms of the SEBI ICDR Regulations, where it is required to do so.

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15. Undertaking that if the amount payable on account of re-computation of price is not paid within the stipulated time, the specified securities shall continue to be locked-in till such amount is paid

Not applicable, for the reason stated at point 14 above. Nevertheless, if the amount payable on account of any re-computation of price is not paid within the time stipulated under the SEBI ICDR Regulations, the Warrants and the Equity Shares allotted on their exercise shall continue to be locked-in till such amount is paid by the Proposed Allottees.

16. Disclosures specified in Schedule VI of the SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower

Neither the Company nor any of its Promoters or Directors has been categorised as a wilful defaulter or a fraudulent borrower by any bank, financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India. None of its Promoters or Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations. Accordingly, the disclosures specified in Schedule VI of the SEBI ICDR Regulations are not applicable.

17. Current and proposed status of the allottees

Proposed Allottee	Current status	Proposed status
Mr. Tummala Madhu Mitra	Promoter Group	Promoter Group
Mrs. Tummala Pavana Devi	Promoter Group	Promoter Group

18. Lock-in period

- The Warrants shall be locked-in for a period of one year from the date of their allotment, in terms of the third proviso to Regulation 167(1), as the Warrants are not proposed to be listed on the Stock Exchanges. The Equity Shares allotted on exercise of the Warrants shall be locked-in for 18 months from the date of trading approval, in terms of Regulation 167(1). As the Equity Shares to be allotted on full exercise of the Warrants (5,14,491 Equity Shares, i.e. 3.95% of the post-issue fully diluted share capital) do not exceed 20% of the total capital of the Company, the entire allotment shall be locked-in for 18 months.
- The entire pre-preferential shareholding of the Proposed Allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of the Warrants, in terms of the proviso to Regulation 167(6), as the Warrants are not proposed to be listed on the Stock Exchanges.
- Out of the said pre-preferential shareholding, 9,200 Equity Shares held by Mr. Tummala Madhu Mitra and 1,67,500 Equity Shares held by Mrs. Tummala Pavana Devi are pledged with their respective lenders, and a lock-in cannot be marked by the depositories on pledged shares. Accordingly, the Proposed Allottees and the respective pledgees have undertaken not to sell or transfer the pledged shares during the said lock-in period, and the Proposed Allottees have undertaken that, if any of these shares

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are released from pledge during that period, such shares shall be locked-in from the date of release for the balance lock-in period, in compliance with Regulation 167(6).

19. Preferential allotments made during the year

The Company has not made any preferential allotment of securities during the current financial year.

20. Justification for allotment for consideration other than cash

Not applicable, as the Warrants are being issued for cash.

21. Other disclosures under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014

(a) **Particulars of the offer including date of passing of the Board resolution:** Preferential issue of up to 5,14,491 Warrants to the Proposed Allottees named in the resolution, approved by the Board at its meeting held on Wednesday, November 11, 2026.

(b) **Kinds of securities offered and the price at which they are offered:** Convertible Warrants, each convertible into 1 (one) Equity Share of face value Rs. 10/-, at Rs. 291.55/- per Warrant (including a premium of Rs. 281.55/-).

(c) **Basis or justification for the price (including premium):** As set out at point 9 above (Regulation 164(1) of the SEBI ICDR Regulations).

(d) **Name and address of the valuer who performed the valuation:** Not applicable, as the price is determined in accordance with Chapter V of the SEBI ICDR Regulations and Regulation 166A is not attracted.

(e) **Amount which the Company intends to raise:** Up to Rs. 14,99,99,851.05/- (25% on allotment of the Warrants and 75% on exercise).

(f) **Material terms of raising the securities, proposed time schedule, purposes or objects of the offer, and contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of the objects:** As set out in the resolution and at points 1, 2, 7, 11 and 24 above. The entire issue is proposed to be subscribed, as part of the offer, by the Proposed Allottees, who belong to the Promoter Group (including Mr. Tummala Madhu Mitra, Whole-time Director). Save as aforesaid, no other contribution is being made by the Promoters or Directors, either as part of the offer or separately.

(g) **Principal terms of assets charged as securities:** Not applicable.

TERA SOFTWARE LIMITED
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22. Practising Company Secretary's certificate

A certificate from Mr. Y. Ravi Prasada Reddy, Proprietor, M/s. RPR & Associates, Practising Company Secretaries (FCS No. 5783, CP No. 5360), certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, has been obtained and is available on the website of the Company at https://terasoftware.com/investors/preferential-issue-of-warrants. The said certificate is also available for inspection by the members at the Registered Office of the Company, as set out in Note No. 5 of this Notice, and will be placed before the members at the EGM.

23. Listing

The Company will make applications to BSE Limited and National Stock Exchange of India Limited, where the existing Equity Shares of the Company are listed, for in-principle approval and for listing and trading approval of the Equity Shares to be allotted on exercise of the Warrants. The Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company in all respects, including as to dividend and voting rights.

24. Terms of Issue of the Convertible Warrants

The issue and allotment of the Warrants shall be on the following terms and conditions:

1. In accordance with Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to 25% (twenty-five per cent) of the Warrant Issue Price, i.e. Rs. 72.89/- per Warrant ("Warrant Subscription Price"), shall be paid by the Warrant Holders on or before allotment of the Warrants, and the balance 75% (seventy-five per cent), i.e. Rs. 218.66/- per Warrant ("Warrant Exercise Price"), shall be paid at the time of exercise of the option to convert the Warrants into fully paid-up Equity Shares;
2. The Warrant Holders shall be entitled to exercise the option to convert the Warrants into Equity Shares, in one or more tranches, at any time within 18 (eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval of the members prior to or at the time of conversion. The Company shall accordingly issue and allot the corresponding number of Equity Shares to the Warrant Holders;
3. The Warrant Subscription Price and the Warrant Exercise Price shall be paid by the Warrant Holders from their own bank accounts into the separate bank account of the Company opened for the issue and, in the case of joint holders, from the bank account of the person whose name appears first, in terms of Regulation 169(4) of the SEBI ICDR Regulations;
4. The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the option attached to any Warrant is not exercised within this period, such Warrant shall lapse and the amount paid on it shall stand forfeited by the Company, in terms of Regulation 169(3) of the SEBI ICDR Regulations;
5. The Warrants shall be allotted within 15 (fifteen) days from the date of passing of the special resolution, provided that where the allotment is pending on account of any approval from a regulatory authority, the allotment shall be completed within 15 (fifteen) days from the date of such approval;

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6. The allotment of Equity Shares on exercise of the Warrants shall be completed within 15 (fifteen) days from the date of such exercise by the respective Warrant Holder;
7. The Equity Shares arising on exercise of the Warrants will be listed on BSE Limited and National Stock Exchange of India Limited, subject to receipt of the necessary regulatory permissions and approvals;
8. The Equity Shares allotted on exercise of the Warrants shall be fully paid-up, in dematerialised form, subject to the provisions of the Memorandum and Articles of Association of the Company, and shall rank pari passu in all respects, including as to dividend and voting rights, with the then existing Equity Shares of the Company;
9. The Warrants by themselves, until exercised and converted into Equity Shares, shall not give the Warrant Holders any rights of a shareholder of the Company, including voting rights or entitlement to dividend;
10. The Warrants, the Equity Shares allotted on their exercise and the pre-preferential shareholding of the Proposed Allottees shall be locked-in as prescribed under Regulation 167 of the SEBI ICDR Regulations, as set out at point 18 above;
11. The Warrants shall be issued and allotted by the Company only in dematerialised form; and
12. The number of Warrants and the Warrant Issue Price shall be subject to appropriate adjustment for any corporate action, in accordance with Regulation 166 of the SEBI ICDR Regulations.

25. Undertakings and other disclosures

i. Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower, or a fugitive economic offender. The disclosures under Schedule VI of the SEBI ICDR Regulations are therefore not applicable.

ii. As the Equity Shares have been listed on the Stock Exchanges for more than 90 trading days as on the Relevant Date, the Company is not required to re-compute the price under Regulation 164(3), and the undertakings under Regulation 163(1)(g) and (h) are not applicable. Nevertheless, the Company shall re-compute the price of the Warrants, if required to do so under the SEBI ICDR Regulations, and if the amount payable on account of any such re-computation is not paid within the stipulated time, the Warrants shall continue to be locked-in till such amount is paid by the Proposed Allottees.

iii. None of the Proposed Allottees has sold or transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date, and no person belonging to the Promoter / Promoter Group has sold or transferred any Equity Shares of the Company during the said period.

iv. The entire pre-preferential shareholding of the Proposed Allottees is held in dematerialised form, and the Company has obtained their PAN.

v. The Company has no outstanding dues to SEBI, the Stock Exchanges or the depositories, and is in compliance with the conditions for continuous listing.

vi. The Company shall make an application to BSE and NSE for in-principle approval on the same day on which this notice is sent to the members.

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vii. The Authorised Share Capital of the Company is Rs. 25,00,00,000 divided into 2,50,00,000 Equity Shares of Rs. 10/- each, and the issued, subscribed and paid-up capital is Rs. 12,51,18,750 divided into 1,25,11,875 Equity Shares of Rs. 10/- each. The Equity Shares on full exercise of the Warrants will be within the Authorised Share Capital.

viii. An issue of specified securities on a preferential basis in compliance with the SEBI ICDR Regulations is excluded from the definition of a related party transaction under Regulation 2(1)(zc) of the SEBI Listing Regulations; no separate approval for a related party transaction is therefore required.

ix. No Warrants have previously been allotted to the Promoter / Promoter Group which remain unexercised or have lapsed. Accordingly, the Proposed Allottees are not ineligible under Regulation 159(2) of the SEBI ICDR Regulations.

x. The Warrants by themselves, until exercised and converted into Equity Shares, do not give the Warrant Holders any rights of a shareholder of the Company.

26. Interest of Directors and Key Managerial Personnel

The Warrants are proposed to be allotted to Mr. Tummala Madhu Mitra, Whole-time Director, and Mrs. Tummala Pavana Devi, both of whom belong to the Promoter Group of the Company. Mrs. Tummala Pavana Devi is the mother of Mr. Tummala Madhu Mitra, the spouse of Mr. Tummala Gopichand, Chairman and Managing Director, and the sister-in-law of Mr. Tummala Bapaiah Chowdary, Director. Mr. Tummala Gopichand and Mr. Tummala Bapaiah Chowdary also belong to the Promoter / Promoter Group of the Company.

Accordingly, Mr. Tummala Madhu Mitra, Mrs. Tummala Pavana Devi, Mr. Tummala Gopichand and Mr. Tummala Bapaiah Chowdary, and their relatives, may be deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice, to the extent of the Warrants proposed to be allotted to them or their relatives and their respective shareholding in the Company.

Save as stated above, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding in the Company, if any.

The Board recommends the resolution set out at Item No. 1 of the Notice for the approval of the members as a **Special Resolution**.

ITEM NO. 2: ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company started as a software company. Over the years, its work has grown well beyond software. Today, a large part of its business comes from building and maintaining telecom infrastructure, such as the Middle Mile Network under the BharatNet Programme awarded by Bharat Sanchar Nigam Limited (BSNL).

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Software now makes up only about 20% of the work on these projects. The Company expects this to fall to about 10%, as upcoming projects involve more civil, electrical, mechanical and installation work. The Company also plans to take up work in data centres and cloud facilities, artificial intelligence, engineering, procurement and construction (EPC) contracts, conventional and renewable energy, defence electronics and aerospace systems, and allied areas such as smart cities, the Internet of Things (IoT) and semiconductors.

The objects clause of the Memorandum of Association (MOA) lists the businesses the Company is allowed to carry on. To set out the Company's present activities more specifically and to enable it to carry on its planned activities, the Board of Directors, at its meeting held on Wednesday, November 11, 2026, approved, subject to the approval of the members, the insertion of six new sub-clauses, numbered 6 to 11, in the Main Objects under Clause III(A) of the MOA, after the existing sub-clause 5. In brief, they cover: (i) sub-clause 6 – telecom towers, satellite terminals, optic fibre, broadband and middle-mile networks; (ii) sub-clause 7 – data centres, cloud server facilities, and artificial intelligence, machine learning and data analytics solutions; (iii) sub-clause 8 – turnkey infrastructure projects and EPC contracts in civil, electrical, mechanical, power and allied works; (iv) sub-clause 9 – conventional and non-conventional (renewable) energy, power plants, smart grids, energy storage and electric vehicle charging infrastructure; (v) sub-clause 10 – defence electronics, aerospace and homeland security systems, including unmanned aerial vehicles, anti-drone and surveillance systems and cybersecurity solutions (excluding arms, weapons and ammunition), subject to the necessary statutory approvals; and (vi) sub-clause 11 – allied industrial, engineering, smart city, transportation and space technology projects, electronics, semiconductors and IoT ecosystems. The full text of the new sub-clauses is set out in the resolution at Item No. 2 of this Notice.

Under Section 13 of the Act, a change in the objects clause requires the approval of the members by a Special Resolution. A copy of the MOA, existing and as proposed to be altered, is available for inspection by the members as set out in Note 5 of this Notice.

The Company does not have any unspent money raised from the public through a prospectus. Therefore, the requirements under Section 13(8) of the Act to publish this resolution in newspapers and to give shareholders who vote against it an opportunity to exit do not apply.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice, except to the extent of their respective equity shareholding in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Notice for the approval of the members.

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ITEM NO. 3: APPROVAL FOR CHANGE OF NAME OF THE COMPANY FROM "TERA SOFTWARE LIMITED" TO "TERA CORP LIMITED"

The present name, “Tera Software Limited”, suggests that the Company is only a software company. As explained under Item No. 2, the Company's business now mainly involves telecom infrastructure, and it plans to grow in data centres, artificial intelligence, EPC and infrastructure projects, energy, defence electronics and allied emerging sectors. Software is now only a small part of its work. The proposed change of name is therefore intended to reflect the broad-based and diversified nature of the Company's existing and proposed businesses.

The Board of Directors therefore felt that a broader name would describe the Company better. At its meeting held on Wednesday, November 11, 2026, the Board approved, subject to the approval of the members, changing the name of the Company from “Tera Software Limited” to “Tera Corp Limited”, along with the matching changes to the Memorandum and Articles of Association.

The Central Registration Centre, Ministry of Corporate Affairs, has confirmed that the name “Tera Corp Limited” is available and has reserved it for the Company by its Name Approval Letter dated November 11, 2026 (SRN: AC7482128). The change of name requires the approval of the members by a Special Resolution, and also the approval of the Stock Exchanges and the Central Government (through the Registrar of Companies). It will take effect only when the Registrar of Companies issues a fresh Certificate of Incorporation consequent upon change of name. The Company has filed all annual returns and financial statements due for filing with the Registrar of Companies and has not defaulted in the repayment of any matured deposits or debentures or interest thereon, as required under the Companies (Incorporation) Rules, 2014 for a change of name.

Changing the name will not change the legal status or constitution of the Company. It will not affect any rights or obligations of the Company, its members, creditors or other stakeholders. The change of name will not affect the ISIN of the Equity Shares or the shareholding of the members, and the existing share certificates will continue to be valid. The trading symbol of the Company may change as decided by the Stock Exchanges. As required under Section 12 of the Companies Act, 2013, the Company will display its former name along with the new name at its offices and on its business letters, billheads, letter papers, notices and other official publications for a period of two years from the date of the change of name.

As the Company is listed, Regulation 45 of the SEBI Listing Regulations requires a certificate from a Chartered Accountant on the conditions for a change of name. This certificate has been obtained from M/s. Narven Associates, Chartered Accountants (Firm Registration No. 005905S), the Statutory Auditors of the Company, through CA. G V Ramana, Partner (Membership No. 025995). It confirms that a period of at least one year has elapsed since the last change of name of the Company, in terms of Regulation 45(1)(a), and that 50% of the total revenue of the Company in the preceding one year period has not been accounted for by the new activities suggested by the new name, and that the amount invested in the new activity / project is not 50% of the assets of the Company. As the proposed name “Tera Corp Limited” is a general name and does not suggest or refer to any particular business activity, whether existing or proposed to be carried on under Item No. 2, the conditions under Regulation

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45(1)(b) and (c), which apply to the activity suggested by the new name, are not attracted. A copy of the certificate is also available on the website of the Company at https://terasoftware.com/investors/preferential-issue-of-warrants, for inspection by the members as set out in Note 5 of this Notice, and on request by e-mail to companysecretary@terasoftware.com.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the members.

By Order of the Board of Directors
For TERA SOFTWARE LIMITED
Sd/-
CH. MALLIKARJUNA
Company Secretary
Mem. No.: A47545

Place: Hyderabad
Date: November 11, 2026

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TERA SOFT
Redefining IT Solutions

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L72200TG1994PLC018391

Name of the Company: Tera Software Limited

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

Name of the member(s): _____

Registered address: _____

E-mail ID: _____

Folio No. / DP ID and Client ID: _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1. Name: _____ Address: _____ E-mail ID: _____ Signature: _____, or failing him/her

2. Name: _____ Address: _____ E-mail ID: _____ Signature: _____, or failing him/her

3. Name: _____ Address: _____ E-mail ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Friday, December 11, 2026 at 04:00 P.M. (IST) at the Registered Office of the Company at 8-2-293/82/A/1107, Plot No. 1107, Road No. 55, Jubilee Hills, Hyderabad – 500033, Telangana, India, and at any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolution	For	Against
1	Special Resolution: Issue of up to 5,14,491 Convertible Warrants, each convertible into one Equity Share of face value of Rs. 10/-, to persons belonging to the Promoter Group category on a preferential basis		
2	Special Resolution: Alteration of the Objects Clause of the Memorandum of Association of the Company		
3	Special Resolution: Change of name of the Company from "Tera Software Limited" to "Tera Corp Limited"		

Signed this _____ day of _____, 2026

Signature of shareholder: _____

[Affix Revenue Stamp]

Signature of Proxy holder(s): _____

Note: This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A proxy need not be a member of the Company.

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TERA SOFTWARE LIMITED

CIN: L72200TG1994PLC018391

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting venue)

Folio No. / DP ID and Client ID: _____

Name and address of the Member(s): _____

Name of the Proxy / Authorised Representative (if any): _____

No. of shares held: _____

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on Friday, December 11, 2026 at 04:00 P.M. (IST) at the Registered Office of the Company at 8-2-293/82/A/1107, Plot No. 1107, Road No. 55, Jubilee Hills, Hyderabad – 500033, Telangana, India.

Signature of the Member / Proxy / Authorised Representative: _____

Note: Members / proxies are requested to bring this attendance slip, duly filled in and signed, along with proof of identity, and hand it over at the entrance of the meeting venue.

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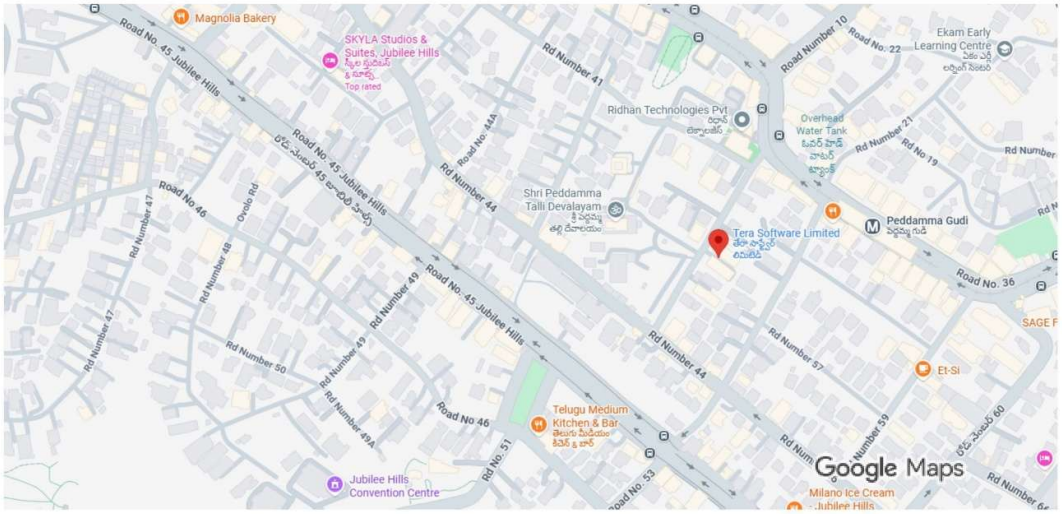
ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON DECEMBER 11, 2026 AT 4:00 P.M.

Venue: Registered Office of Tera Software Limited, 8-2-293/82/A/1107, Plot No. 1107, Road No. 55, Jubilee Hills, Hyderabad – 500033, Telangana, India

Prominent landmark: Opposite to Peddamma Temple, Jubilee Hills, Hyderabad

Tera Software Limited.

Google Maps 17.430279129462896, 78.40634498190038



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