

TERA SOFTWARE LIMITED

Registered Office: # 8-2-293/82/A/1107, Plot No. 1107, Road No.55, Jubilee Hills,
Hyderabad-500033, Telangana, India. Mobile: +91-9949604854
Website: www.terasoftware.com, Email: companysecretary@terasoftware.in

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given to the Members of Tera Software Limited (the "Company"), for seeking consent of Members of the Company for transacting the Special Business by passing the following resolutions through Postal Ballot including Electronic Voting (e-voting) pursuant to Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") and other applicable provisions of the Act and Rules made thereunder, read with other relevant circulars, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force):

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

To consider and, if thought fit, to give your Assent or Dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Veera Brahma Rao Arekapudi (DIN: 07540040), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from February 10, 2026, and in respect of whom the Company has received a notice in writing proposing his candidature, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from February 10, 2026 up to February 9, 2031.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things and to execute all such documents as may be necessary, proper or expedient to give effect to this resolution, including making necessary intimations and filings with the Stock Exchanges, Registrar of Companies and other statutory authorities."

By order of the Board of Directors

For Tera Software Limited

Place: Hyderabad
Date: 10th February, 2026

Ch. Mallikarjuna
Company Secretary
Mem. No.A47545

NOTES:

- Statement pursuant to Section 102(1) of the Companies Act, 2013, ("the Act") in respect of the Special Business to be transacted is annexed hereto.
- The Ministry of Corporate Affairs (MCA"), vide its General Circular No. 03/2025 dated September 22, 2025 read with General Circulars No. 20/2020 dated May 5, 2020, No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars"), has allowed the Companies to transact items through Postal Ballot (electronic mode only).
- In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in terms of SEBI Master circular dated November 11, 2024 ("SEBI Circular"), the Members are provided with the facility to cast their vote electronically, through the Electronic Voting ("e-voting") services provided by KFIN Technologies Limited ("KFintech") the e-voting Service Provider (ESP), on all the resolutions set forth in this Notice.

4. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) on Friday, February 20, 2026 (“Cut-Off Date”) and whose e-mail address is registered with Tera Software Limited (“the Company”) / Registrar and Transfer Agent / Depository Participants (“DPs”) / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off date, will be considered for the purpose of voting and any person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.
6. Members may note that the Postal Ballot Notice will be available on the Company’s website www.terasoftware.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at www.kfintech.com, the ESP.
7. The Board of Directors have appointed M/s RPR & Associates, (Mr. Y. Ravi Prasada Reddy), Practising Company Secretaries, Hyderabad, as Scrutinizer for conducting voting process in a fair and transparent manner.
8. Members may vote on the postal ballot during the following period:

Commencement of voting:	10:00 A.M. (IST) on Tuesday, February 24, 2026
End of voting:	05:00 P.M. (IST) on Wednesday, March 25, 2026

9. Kindly note that the Members holding shares in Demat and Physical form can vote only through e-voting.
10. Pursuant to SEBI Circular, 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 / DP’s 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 ESP thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
11. Members are advised to update their mobile number and e-mail ID with their DP’s to access e-voting facility.
12. The Scrutiniser will submit his report to the Chairperson of the Board Meeting or any person authorized by the Chairperson of the Board Meeting after completion of the scrutiny after 5:00 P.M. (IST) on Wednesday, March 25, 2026, and the results of the voting by postal ballot will be declared on or before Friday, March 27, 2026, and displayed at the Registered Office of the Company at Plot No.1107, Road No.55, Jubilee Hills, Hyderabad-500033, Telangana, India, by placing it along with the Scrutiniser’s report on its notice board, Company’s website, www.terasoftware.com and on the website of the agency KFintech at www.kfintech.com and shall also be communicated to the Stock Exchanges where the Company’s equity shares are listed.
13. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the Cut-off Date. Members can vote for their entire voting rights as per their discretion.
14. Corporate/Institutional Members (i.e., other than individuals, HUF, NRI etc.) are required to provide legible certified true copy (in PDF Format) of the board resolution/power of attorney/authority letter etc., to the Scrutinizer. It is also requested to upload the same in the e-voting portal at their login.
15. The relevant documents referred to in the Notice will be available, electronically, for inspection by the Members without any fees from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to companysecretary@terasoftware.com.
16. Voting rights of a Member / Beneficial Owner shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
17. Members whose email address is not registered can register the same in the following manner:
 - a. Members holding share(s) in physical mode can register their e-mail ID with the Company or KFintech by providing the requisite details of their holdings and documents for registering their e-mail address in the prescribed form.
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective DP for receiving all communications from the Company electronically.

18. Voting through electronic mode:

The details of the process and manner for e-voting are explained herein below:

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Members	Login Method
Securities held in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” iv. Click on company name or E-Voting Service Provider (ESP) i.e., KFintech and you will be re-directed to the ESP’s website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> i. To register click on link: https://eservices.nsdl.com ii. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of NSDL: <ol style="list-style-type: none"> i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’s section. iii. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the Company and the ESP. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Securities held in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who has opted for Easi / Easiest: <ol style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com. ii. Click on New System Myeasi iii. Login with your registered User ID and Password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal. v. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/ Easiest: <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL: <ol style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Type of Members	Login Method
Login through their Demat accounts/ Website of Depository Participant	i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

NSDL Speede

Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Important note: Members who are unable to retrieve User ID / Password are advised to use “Forgot user ID” and “Forgot Password” option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30, 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at evoting@cdslindia.com or contact at +91 22-23058738 / +91 23058542-43 - Toll free no.: 1800 2255 33

II. Access to KFintech e-Voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode

(a) Members whose email IDs are registered with the Company/ DPs, will receive an email from KFintech - which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” and click on “Submit”
- vii. On the voting page, enter the number of share(s) (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does

- not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
 - xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xiii. Corporate / Institutional Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer’s email id scrutinizerag@gmail.com with a copy marked to evoting@kfintech.com. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name_EVEN No.”
- (b) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Temporarily get their email address and mobile number provided with KFintech, by sending an e-mail to evoting@kfintech.com Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, Member may write to einward.ris@kfintech.com.
 - ii. Alternatively, Member may send an e-mail request at the email ID einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(3) of SEBI LODR Regulations)

The Board of Directors, at its meeting held on February 10, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Veera Brahma Rao Arekapudi (DIN: 07540040) as an Additional Independent Director of the Company with effect from February 10, 2026, pursuant to Section 161(1) of the Companies Act, 2013.

In terms of Section 161(1) of the Act, Mr. AVB Rao holds office up to the date of the next Annual General Meeting or the last date on which the AGM should have been held, whichever is earlier. Further, in accordance with Sections 149, 150 and 152 read with Schedule IV of the Act and Regulation 17 of the SEBI LODR Regulations, the appointment of an Independent Director requires approval of the shareholders by way of a Special Resolution at the next Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received from Mr. AVB Rao:

- * Consent to act as Director in Form DIR-2;
- * Declaration of non-disqualification under Section 164 of the Act;
- * Declaration of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations; and
- * Confirmation of registration in the Independent Directors’ Databank.

Mr. AVB Rao has confirmed that he meets the criteria of independence and is not debarred from holding the office of Director by SEBI or any other statutory authority.

The Nomination and Remuneration Committee and the Board are of the opinion that Mr. AVB Rao possesses appropriate skills, experience and expertise, and that his association would be beneficial to the Company. Accordingly, the Board recommends his appointment as an Independent Director for a term of five (5) consecutive years from February 10, 2026 to February 9, 2031.

DISCLOSURE PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2

Particulars	Details
Name	Mr. Veera Brahma Rao Arekapudi
DIN	07540040
Age / Date of Birth	68 years/20-10-1957
Date of first appointment	February 10, 2026
Qualifications	He holds a Master's degree in Commerce, an MBA in Finance, and postgraduate diplomas in Securities Law and Alternate Dispute Resolution. He is a Certified Associate of the Indian Institute of Bankers (CAIB) and a Registered Insolvency Professional with the Insolvency and Bankruptcy Board of India (IBBI). He has undergone advanced leadership and governance training from reputed institutions including IIM Kolkata, Wharton Business School (University of Pennsylvania) and programmes conducted by the Ministry of Corporate Affairs, Government of India.
Brief Profile	Mr. Veera Brahma Rao Arekapudi is a seasoned banking and financial sector professional with over three decades of experience across banking, finance, corporate governance, insolvency and regulatory adjudication. He is a retired General Manager of State Bank of India, having served the Bank for more than 33 years in various leadership roles. During his tenure, he handled key assignments in credit appraisal, stressed asset resolution, rural and agricultural banking, policy formulation and board-level governance. He also served as CEO of Trust Exchange Company, Doha (Qatar) for four years on deputation from SBI.
Nature of expertise	Mr. AVB Rao was appointed as Member (Technical) of the National Company Law Tribunal (NCLT) by the Appointments Committee of the Cabinet (ACC), Government of India, and served from July 2019 to October 2022 at the Kochi and Hyderabad Benches. During his tenure, he was associated with several landmark insolvency and company law matters, many of which were upheld by the NCLAT and the Hon'ble Supreme Court of India. He was also part of a high-level committee constituted to recommend measures for faster disposal of cases under the Insolvency and Bankruptcy Code.
Terms of appointment	Independent Director for 5 consecutive years from February 10, 2026 to February 9, 2031.
Remuneration	Sitting fees, commission and reimbursement of expenses, if any, as per applicable law.
Relationship with Directors / KMP	None
Shareholding in the Company	Nil
Directorships in other companies	i) Steel Exchange India Limited ii) Samprada Finlaw Private Limited iii) Bright Star Resolution Professionals LLP (Partner)
Committee memberships / chairmanships	Member in Audit Committee and Nomination Committee of Steel Exchange India Limited
Debarred from directorship	No
Justification for appointment	Given his rich experience in banking, insolvency, corporate law, risk management and governance, his appointment is expected to significantly strengthen the Board's oversight and governance framework.

Interest of Directors and KMP

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Veera Brahma Rao Arekapudi, to the extent of his appointment, is concerned or interested, financially or otherwise, in the resolution.

Board Recommendation

The Board accordingly recommends the Special Resolution set out in Item No. 1 of the accompanying Notice for the approval of the members.

By order of the Board of Directors

For Tera Software Limited

Ch. Mallikarjuna
 Company Secretary
 Mem. No.A47545

Place: Hyderabad
 Date: 10th February, 2026