NOTICE

Notice is hereby given that the 32nd Annual General Meeting (AGM) of the Members of **Tera Software Limited ("the Company")** will be held on **Tuesday, the September 29, 2026 at 3:00 pm** at the **Registered Office:** # 8-2-292/82/A/1107, Plot No.1107, Road No.55, Jubilee Hills, Hyderabad – 500 033, Telangana, India, to transact the following business::

ORDINARY BUSINESS:

Item No.1

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, approved and adopted."

Item No.2

To declare dividend on Equity Shares for the financial year ended March 31, 2026

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

"RESOLVED THAT pursuant to the provisions of Sections 123, 127 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws, and based on the recommendation of the Board of Directors, a Final Dividend of ₹1.20/- (Rupee One and Twenty Paise only) per Equity Share of face value of ₹10/- each (i.e., 12%) for the Financial Year ended March 31, 2026 be and is hereby declared.

RESOLVED FURTHER THAT the said Final Dividend shall be paid to those Members whose names appear in the Register of Members and/or in the records of the Depositories as beneficial owners as on the Record Date Tuesday, September 22, 2026, in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

RESOLVED FURTHER THAT Mr. T. Gopichand, Chairman & Managing Director, and Mr. Ch. Mallikarjuna, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this Resolution, including the payment of the Final Dividend and compliance with all applicable statutory and regulatory requirements."

Item No.3

To re-appoint Mr. Bapaiah Chowdary Tummala (DIN: 00107795) as a Director liable to retire by rotation.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Bapaiah Chowdary Tummala (DIN: 00107795), Non-Executive Director, who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. T. Gopichand, Chairman & Managing Director, and/or Mr. Ch. Mallikarjuna, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this Resolution, including filing the necessary forms, returns and other documents with the Registrar of Companies, the Stock Exchanges and such other statutory or regulatory authorities as may be required."

SPECIAL BUSINESS:

Item No.4

To approve the remuneration payable to Mr. T. Rajasekhar, Vice President (Applications), holding an office or place of profit under Section 188(1)(f) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions, the Articles of Association of the Company and other applicable provisions of law, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded for the payment of a consolidated monthly remuneration of ₹2,57,000/- (Rupees Two Lakhs Fifty-seven Thousand Only) to Mr. T. Rajasekhar, son of Mr. T. Gopichand, Chairman and Managing Director of the Company, in connection with his holding the office or place of profit as Vice President (Applications) of the Company, with effect from February 11, 2027, together with the continuation of an annual increment of 10%, in accordance with the terms and conditions of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) and/or Mr. T. Gopichand, Chairman and Managing Director, and/or Mr. Ch. Mallikarjuna, Company Secretary & Compliance Officer, be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing necessary forms, returns and documents with the Registrar of Companies, the Stock Exchanges and such other statutory or regulatory authorities as may be required, and to take all such actions as may be necessary or expedient to give effect to this Resolution."

By Order of the Board of Directors

Tummala Gopichand
Chairman & Managing Director
DIN: 00107886

Date: 11th August, 2026
Place: Hyderabad

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.

Dividend related information:

3. The Board of Directors, at its meeting held on August 11, 2026, has recommended dividend of Rs.1.20/- per equity share of the face value of Rs.10/- for FY 2025-26 for the approval of members at the ensuing thirty-second AGM.
4. Pursuant to the provisions of regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') the Company has fixed Tuesday, September 22, 2026 as the 'Record Date' for the purpose of determining the members eligible to receive dividend for FY2025-26.
5. Subject to the provisions of section 126 of the Companies Act, 2013 (the 'Act'), dividend on equity shares, if declared, at the AGM, will be credited/dispatched on or about Wednesday, October 28, 2026, to all those members holding shares as on closing hours on record date.
6. To ensure timely credit of dividend through electronic mode, members are requested to keep their latest bank account details updated with their respective Depository Participant ('DPs') and Company's Registrar and Share Transfer Agent viz., KFin Technologies Limited ('KFin') in case they hold shares in physical mode.
7. SEBI, vide its circular dated 16 March 2023 read with circular dated 17 November 2023 and 10 June 2024, mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN (Aadhar seeded) or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for payment of dividend in respect of such folios, only through electronic mode with effect from 1 April 2024, upon furnishing all the aforesaid details in entirety. Further, the Company will not dispatch the physical instrument such as banker's cheque or demand draft for the payment of dividend to the members holding shares in physical form as on record date.
8. As per the SEBI Listing Regulations and pursuant to SEBI circular dated 20 April 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared will be paid through electronic mode, where the bank account details of the members are available. Where dividend is paid through electronic mode, intimation regarding such remittance will be sent separately to the members. In case of members holding shares in demat mode and where the dividend could not be paid through electronic mode, payment will be made through physical instrument such as banker's cheque or demand draft incorporating bank account details of such members.

9. For any queries regarding tax on dividend, members are requested to refer the note under Sr. No. 27.

SEBI mandate on KYC Compliance:

10. 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:

    KFin Technologies Limited
    Unit: Tera Software Limited
    Selenium Building, Tower-B, Plot No 31 & 32, Financial District,
    Nanakramguda, Serilingampally, Hyderabad, Telangana-500 032.
    Toll free no.: 1800 309 4001

11. 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:

12. Documents referred in this notice and the statement annexed to this notice to be considered at this Annual 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 AGM and also at the AGM. The following registers and certificate shall remain open for inspection as per the period specified above and be accessible to any member during the continuance of the meeting:

    a. Register of contracts or arrangements in which directors are interested under section 189 of the Act.

    b. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

IEPF related information:

13. In terms of section 124(5) of the Act, dividend amounts unclaimed for a period of 7 years shall become due for transfer to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Further, in terms of Section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall also be transferred to the IEPF's demat account.

    The Members/Claimants whose shares, unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 alongwith requisite fees by following the refund procedure as detailed on the website of IEPF Authority at https://www.iepf.gov.in

Instructions for members/proxies:

14. 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.

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

16. Route map for directions to the venue of the meeting is provided in this Notice.

17. 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.

18. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Tuesday, September 22, 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:

19. 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. 4 is annexed hereto.

20. 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 AGM 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.

21. Further, as required under regulation 36(3) of the SEBI Listing Regulations and the provisions of the Secretarial Standard on General Meetings, details of the director, who is being re-appointed is annexed hereto.

22. Sections 101 and 136 of the Act read with the rules made thereunder, permit the listed companies to send the Notice of AGM and the Annual Report, including financial statements, Boards' Report, etc., by electronic mode. The Company is accordingly forwarding the soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective depository participants or with KFin. The Annual Report, Notice of AGM, Proxy Form and Attendance Slip are also available on the Company's website https://terasoftware.com/annualreports, 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.

23. Members may reach out at the contact details mentioned below for addressing e-voting related grievances:

    Mr. Mohammed Shanoor
    Deputy Manager,
    KFin Technologies Limited
    Unit: Tera Software Limited
    Selenium Building, Tower-B,
    Plot No 31 & 32, Gachibowli Financial District,
    Nanakramguda, Serilingampally, Hyderabad,
    Rangareddi, Telangana-500 032.
    Toll free no.: 1800 309 4001,
    E-mail ID: einward.ris@kfintech.com

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

25. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, 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 prescribed timelines and provide the same to the Chairman or any person so authorised by him, who shall countersign the same and declare the result thereof.

26. The results declared along with the scrutiniser's 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.

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 AGM.

ii. The members, whose names appear in the Register of members/list of Beneficial Owners as on Tuesday, September 22, 2026 (end of day), being the cut-off date fixed for determining voting rights of members who are entitled to participate in the e-voting process. 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 Saturday 26, 2026 (9:00 a.m.) till Monday, September 28, 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:

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 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 18001020 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 18002109 911

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., 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., Tuesday, September 22, 2026 will appear.

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.

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

x. 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 resolution.

xi. 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 'TSL_ EVENT No.'

xii. 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, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakamguda, Hyderabad-500 032 or 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 AGM:

i. In addition to the remote e-voting facility as described above, the Company has made voting facility available at the venue of the AGM 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.

27. Taxation on Dividend

Shareholders may note that as per Income Tax Act, 1961, (the 'IT Act'), dividend paid or distributed by a Company shall be taxable in the hands of shareholders. Accordingly, the Company would be required to deduct applicable Tax at Source ('TDS') in respect of payment of approved dividend to its shareholders (resident as well as non-resident).

Category of Shareholders	Applicable TDS rate
Individual Shareholder – Aggregate dividend amount (including dividend already paid in a financial year, if any) is up to K 10,000 during the financial Year	0%
Submission of valid declaration in Form 15G (applicable to individuals) or Form 15H (applicable to individuals age of 60 years or more)	0%
As per section 206AA of the IT Act, In case • PAN is not submitted, or PAN is invalid; or • PAN is not linked with Aadhaar.	20%
Submission of Lower or Nil TDS deduction certificate under section 197 of the IT Act	Rate provided in certificate
Mutual funds, Insurance companies, National Pension Scheme Trust etc.	0% (subject to submission of valid documents)
Other shareholders	10%

The Company would rely on the online functionality of the Income Tax Department for determining status of PAN of shareholder and shall accordingly determine the applicable TDS rate.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company (TAN – HYDT00832G), tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

Non-resident Shareholders:

Tax is required to be deducted at source in case of non-resident shareholders in accordance with the provisions of section

195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the tax shall be deducted at the rate of 20% or applicable rate plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders.

For Foreign Institutional Investors/Foreign Portfolio Investors shareholders, TDS will be deducted at applicable rate under section 196D of the IT Act.

However, as per section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') read with applicable Multilateral Instrument provisions, if they are more beneficial to them.

A list of documents/declarations required to be provided by the resident shareholders and list of documents/declarations required to claim the benefit of DTAA by the non-resident shareholders should be uploaded with KFin at https://ris.kfintech.com/form15.

The documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act.

In addition to the above, please note the following:

- In case you hold shares under multiple accounts under different status/category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the required details/documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to e-mail the soft copy of the TDS certificate, if applicable, to shareholders at the e-mail ID registered with DPs and KFin within the prescribed time as per IT Act. The amount of TDS can also be viewed in Form 26AS on the website of the Income Tax department of India at https://www.incometax.gov.in/iec/foportal/.

In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholders, such Shareholders will be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any assessment/appellate proceedings before the Tax/Government authorities.

28. Book Closure:

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the company will remain closed from Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive) for the purpose of AGM.

ANNEXURE TO THE NOTICE – EXPLANATORY STATEMENT

STATEMENT PURSUANT TO SECTION 102 OF THE ACT ALONG WITH INFORMATION PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD ON THE GENERAL MEETINGS ('SS-2')

Item No.4

To approve the remuneration payable to Mr. T. Rajasekhar, Vice President (Applications), holding an office or place of profit under Section 188(1)(f) of the Companies Act, 2013

Mr. T. Rajasekhar, son of Mr. T. Gopichand, Chairman and Managing Director of the Company, is a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013.

Mr. T. Rajasekhar was appointed as Vice President (Applications) of the Company with effect from February 11, 2025, on a consolidated monthly remuneration of ₹2,15,000/-, comprising monthly remuneration of ₹2,00,000/- and conveyance allowance of ₹15,000/-, together with an annual increment of 10%, in accordance with the terms and conditions of his appointment.

Accordingly, the consolidated monthly remuneration payable to Mr. T. Rajasekhar increased to ₹2,35,000/- with effect from February 11, 2026 and, upon application of the subsequent annual increment of 10%, stands increased to ₹2,57,000/- with effect from February 11, 2027.

Pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the appointment of a Related Party to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding ₹2,50,000/- requires the prior approval of the Members of the Company by way of an Ordinary Resolution.

Since the consolidated monthly remuneration payable to Mr. T. Rajasekhar with effect from February 11, 2027 exceeds the prescribed threshold, the approval of the Members is being sought by way of an Ordinary Resolution.

The Nomination and Remuneration Committee and the Audit Committee have reviewed and recommended the proposal. Based on their recommendations, the Board of Directors has approved the proposal, subject to the approval of the Members at this Annual General Meeting.

In terms of the first proviso to Section 188(1) of the Companies Act, 2013 read with the applicable Rules made thereunder, no Member of the Company who is a Related Party shall vote on the Ordinary Resolution set out at Item No. 4 to approve the remuneration payable to Mr. T. Rajasekhar, Vice President (Applications), holding an office or place of profit under Section 188(1)(f) of the Companies Act, 2013.

Accordingly, the Related Party Members, including Mr. T. Gopichand, Mrs. T. Pavana Devi, Mr. T. Rajasekhar and Mr. T. Madhu Mitra, shall abstain from voting on the said Resolution, whether in person, through proxy, by authorised representative or through remote e-voting/ballot voting at the Annual General Meeting, in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Board of Directors recommend the resolution set forth in Item no. 4 of the notice for your approval as an Ordinary Resolution

BRIEF PROFILE OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 (SS-2) ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI).

Particulars	Item No. 3
Name of the Director	Bapaiah Chowdary Tummala
Director Identification Number (DIN)	00107995
Date of Birth/Age	21-11-1957 (69 years)
Nationality	Indian
Date of appointment on the Board	01-11-1999
Educational Qualification	M. Com.,
Nature of Expertise in specific Functional Areas	He is a Businessman in Agri Industry.
Disclosure of relationships between directors inter-se	Not Applicable
	Mr. T. Bapaiah Chowdary is the brother of Mr. T. Gopichand, Chairman & Managing Director, and the paternal uncle (father's brother) of Mr. T. Madhu Mitra, Whole-Time Director, and Mr. T. Rajasekhar, Vice President (Applications).

Names of listed entities in which the person also holds the directorship and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years];	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	holding 92,676 equity shares @0.74%
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements (In case of independent directors)	He is a Non-Executive Director

By Order of the Board of Directors

Tummala Gopichand
Chairman & Managing Director
DIN: 00107886

Date: August 11, 2026
Place: Hyderabad