



TERA SOFTWARE LIMITED

FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION.

(Approved by the Board of Directors in their meeting held on 14th February, 2015)

This document forms the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") adopted by Tera Software Limited. This Code is consistent with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Principles of Fair Disclosure adopted by Tera Software Limited are as follows:

1. The Company shall promptly make public disclosure of unpublished price sensitive information as soon the information or the decisions are validated by the Board to Stock Exchanges where the shares are listed and simultaneously upload such information on Company's official in order to make such information generally available to investors and members of the Company.
2. The Company shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary & Compliance Officer is designated as Chief Investor Relations Officer to take all required action for dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and request for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information if any shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company shall take reasonable steps, to make generally available, any discussion on un-published price sensitive information at the meeting of analyst or investors relations through the official website to ensure official confirmation and indiscriminate disclosure.
8. The Company shall handle all unpublished price sensitive information on a need-to-know basis only.