



## TERA SOFTWARE LIMIED

### CODE OF CONDUCT TO REGULATE, MONITOR & REPORT TRADING BY INSIDERS

[As per SEBI (Prohibition of Insider Trading Regulation, 2015)]

#### 1. Introduction-

With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) had formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "The Regulations").

Regulation 9 of the Regulations requires inter alia all listed companies to set up an appropriate mechanism and formulate a code of conduct to regulate, monitor and report trading by its employees & other connected persons towards achieving the compliances and enforce a code of internal procedures and conduct based on the standard specified in Schedule B of the Regulation.

Tera Software Limited has formulated this Code of Conduct for Regulating, Monitoring and Reporting of trading by Insiders (Code). All the Directors, Designated Persons, officers and other connected persons of Tera Software Limited are governed by the Code.

The said Code was approved by the Board of Directors of the Company at their meeting held on 14<sup>th</sup> February, 2015 and shall be effective from 14<sup>th</sup> May, 2015.

#### 2. Objective

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulation in force.

Every Promoter(s), Director(s), Officer(s), Insider(s) and Connected person(s) of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Promoter(s), Director(s), Officer(s), Insider(s) and Connected person(s) show use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. Such persons are prohibited from communicating or counseling others with respect to the securities of the Company. Such persons should also refrain from profiteering by misusing the unpublished price sensitive information and thereby enabling the Company to retain investor confidence.

To achieve these objectives, Tera Software Limited (hereinafter referred to as "the Company") hereby notifies that this code is to be followed by all Promoter(s), Director(s), Officer(s), Insider(s) and Connected person(s) of the Company.

#### 3. Definitions: *For the purpose of the code:-*

In these regulations, unless the context otherwise requires, the following words, expressions and derivations there of shall have the meanings assigned to them as under:-

**"Company"** means Tera Software Ltd.

**"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

**"Compliance Officer"** means the Company Secretary of the Company or any other person designated by the Board of Directors as Compliance Officer from time to time.

**"Connected person"** means –

- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
  - (a). an immediate relative of connected persons specified in clause (i); or
  - (b). a holding company or associate company or subsidiary company; or
  - (c). an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - (d). an investment company, trustee company, asset management company or an employee or director thereof; or
  - (e). an official of a stock exchange or of clearing house or corporation; or
  - (f). a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - (g). a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - (h). an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
  - (i). a banker of the company; or
  - (j). a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

**"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;

**"Immediate relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

**"Insider"** means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information.

**"promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

**"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

**"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

**"Trading day"** means a day on which the recognized stock exchanges are open for trading;

**"Unpublished price sensitive information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement."

**"Director"** means a member of the Board of Directors of the Company.

**'Designated Employee'** shall mean:

- Directors in the employment of the Company
- Divisional Heads
- Functional Heads
- Senior Officials in the rank of Sr. Manager and above
- All Employees of Finance & Accounts / Secretarial Departments based at Head Office
- Other employees designated by the Managing Director from time to time

**"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013.

**"Free Period or Trading Window"** means any Period other than the Prohibited Period.

**"Insider Trading"** means when insiders use unpublished price sensitive information to arrive at securities trading (including buying as well as selling) decisions.

**'Officer'** means officer as defined under the Companies Act, 2013 and includes Auditors of the Company;

**"Prohibited Period"** means time for commencement of closing of trading window shall be:

The period of seven working days prior to the date of the meeting of Board of Directors of the Company to consider any price sensitive information which will be informed to Stock Exchanges and ending after 24 hours or 48 hours (as informed) from the time, the price sensitive information is made public.

Such other period as may be specified by the Compliance Officer from time to time in consultation with the Managing Director / Whole-time Director.

#### **4. Prohibition on Dealing, Communicating or Counseling on Matters relating to Insider Trading.**

No Insider shall: -

- i. Communicate, provide, or allow access to any unpublished price sensitive information, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- ii. Notwithstanding anything contained in this regulation, unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would, after signing a nondisclosure obligation by the party or parties.
  - a. The obligation to make an open offer under the takeover regulations where the Board of Directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;

- b. not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

#### **5. Preservation of “unpublished Price Sensitive Information”**

Every Promoter(s), Director(s), Officer(s), Designated Employee(s), Insider(s) and Connected person(s) shall maintain the confidentiality of unpublished Price Sensitive Information, Insiders shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities, except in the following circumstances.

- a) the transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach any regulation and both parties had made a conscious and informed trade decision;
- b) in the case of non-individual insider(s): –
  - i. the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
  - ii. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- c) The trades were pursuant to a trading plan.
- d) Unpublished Price Sensitive Information is to be handled on a “need to know” basis, i.e., Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

#### **6. Trading Plan**

- a) An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Such trading plan shall

- i. Not commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - ii. Not trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
  - iii. trading for a period of not less than twelve months;
  - iv. not overlap of any period for which another trading plan is already in existence;
  - v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - vi. not trading in securities for market abuse.
- b) The trading plan has to be approved by the compliance officer of the Company.

- c) The trading plan once approved shall be irrevocable.
- d) The trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement.

## **7. Trading Restrictions**

Every Promoter(s), Director(s), Officer(s), Designated Employee(s), Insider(s) and Connected person(s) shall conduct all their dealings in the securities of the company only in a valid trading window and shall not enter into any transaction in the company's securities during the 'Trading Window Close Period'.

- i. The Compliance officer shall intimate the closure of trading window to all the designated Persons of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- ii. The Compliance officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, which shall be twenty four hours or forty-eight hours after the information, becomes generally available.
- iii. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

## **8. Pre-clearance of transactions**

- i. Every Promoter(s), Director(s), Officer(s), Designated Employee(s), Insider(s) and Connected person(s) of the company who intend to deal in the securities of the company in excess of value of Rs. Ten lakhs, or such other value as may be specified, in one transaction or a series of transactions over a calendar quarter, in any manner whatsoever, shall apply in the prescribed **Form -F** to the Compliance Officer for preclearance together with necessary undertakings as prescribed in the annexure.
- ii. The Compliance Officer shall grant the approval or reject the application within two working days of the receipt of application for pre-clearance.
- iii. Such persons shall execute the order for which pre -clearance has been obtained within seven working days of such approval. The details of the transaction shall be communicated to the compliance officer within four working days thereof. In case, the person is unable to execute the order within seven working days after the approval, a fresh application for pre-clearance (as mentioned above) shall be made.

## **9. Minimum Holding Period**

- i. Every Promoter(s), Director(s), Officer(s), Designated Employee(s), Insider(s) and Connected person(s) and their dependents shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the Directors, Officers and Designated Employees and their dependents must pre clear the transaction again.
- ii. All directors/ officers/ designated employees who buy or sell any number of shares of the company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All directors/ officers/ designated employees shall also not take positions in derivative transactions in the shares of the company at any time.
- iii. In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would

commence when the securities are actually allotted.

- iv. In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording in writing his/her reasons in this regard.

#### **10. Disclosures required to be furnished**

- A. All Promoter(s), Director(s), Officer(s), Insider(s) and Connected person(s) shall make disclosures to the Company as detailed below:

##### **i. Initial Disclosure**

- a) Every promoter, key managerial person and director of the company shall disclose his/her holding of securities of the company as on the date of these regulations taking effect, to the company within 30 days of these regulations taking effect: in **Form 'A'**
- b) Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter, in **Form 'A'**

##### **ii. Continual Disclosures.**

Every promoter, key managerial personnel, employee and director of the company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified; **Form 'B'**

- B. Statement in **Form 'C'** reflecting any change in the holdings since the last disclosure where such change exceeds Rupees 10 lakhs in value or 1% of total shareholding or voting rights, whichever is lower, within two working days of –
- i. the receipt of intimation of allotment of shares or
  - ii. the acquisition or sale of shares or voting rights, as the case may be.
- C. Statement in **Form 'E'** disclosing the total number of shares or voting rights held, by him and/or relative(s), his dependent family members (whichever applicable), as at the end of the financial year of the company, within 30 days of the end of the financial year.
- D. Disclosures by other connected persons.

The Company may, at its own discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

#### **11. Records of disclosures received by the Company**

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the persons who are Promoters or belong to the Promoters group, Directors, Officers and Designated Employees for a minimum period of three years.

The compliance officer shall place before the Managing Director, on a monthly basis all the details of the dealing in the securities by the persons who are Promoters or belong to the Promoters group, designated Employees, Directors, Officers of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

#### **12. Penalty for contravention of Code of Conduct**

Any director, officer, designated employee and all connected persons of the company who trades in securities of the company or communicates any unpublished price sensitive information enabling the trading in securities of the company, in violation/contravention of this code shall be penalised of an

amount as may be decided by the Committee of directors and shall also be subject to such disciplinary action as may be considered appropriate by the Whole-Time- Director / Committee of Directors of the company.

Disciplinary action may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, withholding of promotion, etc. and also attracts the penalty specified in SEBI Act, and the Regulations thereof.

### **13. Intimation to SEBI**

In case it is observed by the Board of Directors that there has been violation of these Regulations, the company shall inform SEBI of such violations for appropriate action. SEBI can initiate necessary proceedings for violation of any of these Regulations.

### **14. Prohibition of Insider Trading Under Companies Act 2013**

The relevant provisions of the Companies Act, 2013 which every person shall comply with is as under:

#### **Section 195:**

(1) No person including any director or key managerial personnel of a company shall enter into insider trading:

Provided that nothing contained in this sub-section shall apply to any communication required in the ordinary course of business or profession or employment or under any law.

a) 'Insider trading' means

- i. An act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of a company either as principal or agent if such director or key managerial personnel or any other officer of the Company is reasonably expected to have access to any non-public price sensitive information in respect of securities of company or
- ii. an act counseling about procuring or communicating directly or indirectly any non-public price-sensitive information to any person.

b) "price sensitive information" means any information which relates, directly or indirectly to a company and which if published is likely to materially affect the price of securities of the company.

(2) if any person contravenes the provisions of this section, he shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than five lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher or with both.

### **15. Clarifications / Enquiries**

The Compliance Officer may be contacted for any assistance as to the interpretation and application of this Code.

**FORM A**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

**Note:** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:



**FORM B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointme nt of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	5	6	7		

**Note:** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

\*\*\*\*\*

**FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (2) read with Regulation 6(2)]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

**Note:** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

\*\*\*\*\*

**Form D (Indicative format)**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**Regulation 7(3) – Transactions by Other connected persons as identified by the company**

1	2	3		4		5		6		7	8	9	10	11	12	13				14	15	16	17	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To							Buy		Sell						
																Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)					

**Note:** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name:

Signature:

Date:

Place:

\*\*\*\*\*

**Form E**  
**Annual Disclosure**

The Compliance Officer,  
Tera Software Ltd.,  
Hyderabad

**I. Statement of Shareholding of Directors / Officers / Designated Employees.**

Name	Designation / Department.	No. of shares held on 1st April	No. of Shares bought during the year	No. of Shares sold during the year	No. of shares held on 31st March,	Folio No. / D P ID / Client ID.

**II. Details of Shares held by dependent family members**

Name of the Dependent Family Member	Relationship	No. of shares held on 1st April	No. of Shares bought during the year	No. of Shares sold during the year	No. of shares held on 31st March,	Folio No. / D P ID / Client ID.

I / We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Place:  
Date:

Signature

**FORM- F (Form for obtaining pre-clearance)**

Application for Pre-clearance of Trade

The Compliance Officer  
Tera Software Ltd.  
Through Division / Department Head

1. a) Name of the applicant :
- b) Name of the dependent (for any dealing of shares by dependents) :
2. Designation :
3. Employee Id :
4. Permanent Account Number (PAN) :
  
5. Number and value of securities in the Company held as on date (with folio / DP ID/Client ID No.)
6. Nature of securities held : \* Equity Shares / Debentures / Other Securities
7. Mode in which the securities are held : Physical / dematerialized
8. The Proposal is for : (a) Acquisition in the open market  
(b) Subscription to the securities  
(c) Sale of securities
9. Proposed date of dealing in securities :
10. Nature of proposed dealing : Purchase / Sale of securities
11. Estimated number of securities proposed to be acquired / subscribed / sold :
12. Price at which the transaction is proposed :
13. Current market price (as on the date of application) :
14. Whether the proposed transaction will be through stock exchange or of market deal :
15. Proposed mode of dealing in securities : \* Physical / dematerialised
16. Other details:  
Name of the Depository  
DP I D Number  
Client I D number

In relation to the above Dealing, I undertake that:

- a. I have no access to nor do I have any information that could be construed as "Price Sensitive information" as defined in the Code upto the time of signing this undertaking.
- b. In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- c. I have not contravened the provisions of the code of Conduct for Prevention of Insider Trading as notified by the Company from time to time;
- d. I have made full and true disclosure in the matter
- e. I hereby declare that I shall execute my order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given. I undertake to obtain pre-clearance for the transaction again.

Place:

Date:

Signature of the Applicant

FORM-G

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD  
(For Director/Officer/Designated Employee/All Connected Persons)**

Date : \_\_\_\_\_

To,  
*The Compliance Officer,*  
Tera Software Ltd.,  
Hyderabad

**Through Division / Department Head / Whole-Time Director**

Dear Sir \ Madam,

I request you to grant me waiver of the minimum holding period of 30 days as required under the Code of Conduct for prevention of insider trading with respect to \_\_\_\_\_ shares of the Company held by me singly / jointly which were acquired by me on \_\_\_\_\_ (Date). I desire to deal in the said shares on account of \_\_\_\_\_ (give reasons)

Thanking you,

Yours faithfully,

(Name)  
(Designation)  
(Department)  
(Employee PL No.)

APPROVAL GRANTED / REJECTED1  
FOR

Compliance Officer  
Date:

*1 Reasons to be given, if rejected.*

PRE - CLEARANCE ORDER

This is to inform you that your request for dealing in \_\_\_\_\_ (numbers) shares of the Company as mentioned in your above mentioned application is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date), that is within one week from today.

For Tera Software Limited

Place:  
Date:

Compliance Officer

-----  
CONFIRMATION OF DEAL

The Compliance Officer,  
Tera Software Ltd.,  
Hyderabad

I confirm that the shares dealing for which approval was granted on ..... was ..... Completed on..... for purchasing / selling ..... (numbers) equity shares of the Company.

EmployeeName : \_\_\_\_\_

Designation : \_\_\_\_\_

EMP No. : \_\_\_\_\_

Place:  
Date:

Signature