

Quarterly Compliance Report on Corporate Governance

Name of the Company: TERA SOFTWARE LIMITED

Quarter ending on: 30.09.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)	Yes	-
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
III. Audit Committee	49 (III)	Yes	-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	-
V. Subsidiary Companies	49 (V)	N.A	-
VI. Risk Management	49 (VI)	N.A	-
VII. Related Party Transactions	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)	Yes	-
(A) Related party transactions	49 (VIIIA)	N.A	The Company has not entered into any Material Related party transaction during the quarter.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	N.A	
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be complied with in the Annual Report
(D) Management	49 (VIII D)	Yes	Will be complied with in the Annual Report
(E) Shareholders	49 (VIII E)	Yes	-
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A	-
IX. CEO/CFO Certification	49 (IX)	Yes	-
X. Report on Corporate Governance	49 (X)	Yes	Will be complied with in the Annual Report.
XI. Compliance	49 (XI)	Yes	Will be complied with in the Annual Report.

For TERA SOFTWARE LIMITED

T. Gopichand

**T.GOPICHAND
VC & MANAGING DIRECTOR**

