

## TERA SOFTWARE LIMITED

8-3-1113/2B, Kesava Nagar, Srinagar Colony, Hyderabad - 500 073.

### Quarterly Compliance Report On Corporate Governance

Name of the Company : Tera Software Limited  
 Quarter Ending On : 31st December 2008

Particulars	Clause Of Listing Agreement	Compliance Status	Remarks
(1)	(2)	(3)	(4)
<b>I. Board Of directors</b>	49 I		
(A) Composition of Board	49 (IA)	YES	List Enclosed
(B) Non Executive Directors' Compensation & Disclosures	49 (IB)	YES	
(C) Other provisions as to Board & Committees	49 (IC)	YES	
(D) Code of Conduct	49 (ID)	YES	Adopted at the Meeting of the Board of Directors held on 21.01.2006.
<b>II. Audit Committee</b>	49 II	YES	
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	1. Sri D.Seetharamaiah, 2. Sri K. Rama Rao and 3. Sri R.S.Bakkannavar.
(B) Meeting of Audit Committee	49 (IIB)	YES	The last Meeting was held on 30.10.2008.
(C) Powers of Audit Committee	49 (IIC)	YES	Endorsed by the Board at the meeting held on 28.05.2005.
(D) Role of Audit Committee	49 (IID)	YES	Endorsed by the Board at the meeting held on 28.05.2005.
(E) Review of Information by Audit Committee	49 (IIE)	YES	Periodically done.
<b>III. Subsidiary Companies</b>	49 (III)	Not Applicable	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	YES	
(B) Disclosures of Accounting Treatment	49 (IVB)	Not Applicable	
(C) Board Disclosures	49 (IVC)	YES	
(D) Proceeds from Public Issue, Rights Issue, Preferential Issues etc.	49 (IVD)	Not Applicable	
(E) Remuneration of Directors	49 (IVE)	YES	Approved by members at their meeting held on 29.09.2006
(F) Management	49 (IVF)	YES	Information will be published in the Annual Report
(G) Shareholders	49 (IVG)	YES	
<b>V. CEO/CFO Certificate</b>	49 (V)	YES	The CEO/CFO Certification to the Board will be placed before the Board.
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	Report on Corporate Governance will form part of the Annual Report of the Company.
<b>VII. Compliance</b>	49 (VII)	YES	List Enclosed.

Kindly acknowledge the receipt of tl

Thanking You,  
 Yours truly,  
**for TERA SOFTWARE LIMITED**

**Sd/-**  
**(T.Gopi Chand)**  
**V.C. & Managing Director.**

**Place: Hyderabad**  
**Date: 12.01.2009**

**DETAILS OF DIRECTORS OF TERA SOFTWARE LIMITED AS ON 31.12.2008**

Sl. No.	Name of the Director	Father's Name	Residential Address	Date of Birth/ Age(years)	Category
1	Sri. Tummala Gopichand	T. Raja Rao	Plot No. 146, Siddartha nagar, Hyderabad - 500 038	09.06.1959	Promoter/Executive Director
2	Smt. T. Pavana Devi	Late K. Madhusudhana Rao	Plot No. 146, Siddartha nagar, Hyderabad - 500 038	22.06.1962	Promoter/Executive Director
3	Sri N. Venkateswara Vara Prasad	N. Janardhana Rao	Plot No.441, Road No.80, Jubilee Hills, Hyderabad - 500 033.	14.04.1960	Promoter/Executive Director
4	Sri T. Bapaiah Chowdary	T. Raja Rao	Raja Bhavan, Morrispet, Tenali, Guntur Dist.	21.11.1957	Promoter/Non-Executive Director
5	Sri Devineni Seetharamaiah	D. Venkatramaiah	Flat Nos.403&404, Golden Green Apartments, Erramanzil,Hyd-82	22.04.1926	Non-Executive and Independent Director
6	Sri Kavuri Rama Rao	K. Kanakaiah	H.No. 4-66, Kamala Nagar, Vanasthalipuram, Hyderabad.	10.07.1947	Non-Executive and Independent Director
7	Sri R.S. Bakkannavar	Late Sri S.G. Bakkannavar	Flot No. 306, Illrd floor, IRFAN Residency, #11-5-454, Red Hills, Hyderabad-500 004	17.06.1941	Non-Executive and Independent Director
8	Sri T.H. Chowdary	Sri T. Balarama Krishnaiah	Plot No. 8, P&T Colony, Karkhana, Secunderabad	18.10.1931	Non-Executive and Independent Director
9	Smt. T.V. Lakshmi	Sri P. Viswanath Nair	63, S.P. Colony, Trimulgherry, Secunderabad-500 015.	01.01.1959	Non-Executive and Independent Director

**for TERA SOFTWARE LIMITED****Sd/-****(T.Gopi Chand)****V.C. & Managing Director.**