

April 27, 2017

To,  Asst. Vice President Listing & Compliance <b>National Stock Exchange of India Limited</b> Exchange Plaza Bandra-Kurla Complex Bandra (East) Mumbai 400 051 <b>Scrip Code – OFSS</b>	To,  Asst. General Manager Listing & Compliance <b>BSE Ltd.</b> 1 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001  <b>Scrip Code – 532466</b>
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**Sub: Auditors Certificate for the quarter ended March 31, 2017**

Dear Sir,

This refers to our applications to your stock exchange seeking trading permission for shares allotted on exercise of stock options during the quarter ended March 31, 2017.

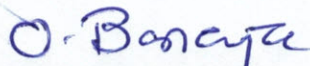
As required, we enclose herewith the certificate for the quarter ended March 31, 2017 issued by S. R. Batliboi & Associates LLP, Statutory Auditors of the Company stating that the Company has received the application money for 53,557 equity shares allotted during quarter ended March 31, 2017.

This is for your reference and records.

The above said certificate will also be uploaded on Company's website.

Thanking you,

Yours sincerely,

**For Oracle Financial Services Software Limited****Onkarnath Banerjee  
Company Secretary & Compliance Officer**

Encl: a/a

**Certificate**

To  
The Board of Directors  
Oracle Financial Services Software Limited  
Oracle Park  
Off Western Express Highway  
Goregaon (East)  
Mumbai 400 063

For the attention of Mr. Makarand Padalkar, Chief Financial Officer

Dear Sir,

- I. This Report is issued in accordance with terms of our engagement letter dated October 5, 2016.
- II. As requested, we have examined the Employees Stock Option Plan 2002 Scheme, Employees Stock Option Plan 2010 Scheme, Employees Stock Option Plan 2011 Scheme and OFSS Stock Plan 2014 Scheme (hereinafter collectively referred as the "Schemes") of Oracle Financial Services Software Limited (the "Company") to determine whether the Schemes are in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended) (the "SEBI Guidelines"). We understand that this letter is required to be submitted to the National Stock Exchange of India Limited and the BSE Ltd., Mumbai for purposes of complying with their regulations for the listing of 53,557 equity shares of the face value of Rs. 5/- each out of which 5,467 equity shares have been allotted on January 18, 2017, 22,679 equity shares have been allotted on February 15, 2017, 304 equity shares have been allotted on February 17, 2017 and 25,107 equity shares have been allotted on March 15, 2017.

**III. Management's Responsibility**

Management is responsible for:

1. Maintaining the information and documents, which are required to be kept and maintained under the relevant laws and regulations
2. Implementing the Schemes in accordance with the SEBI Guidelines and the resolutions passed at the general meeting of the Company
3. Establishing and maintaining effective internal control for properly recording the information related to the schemes in the records maintained by the Company.

**IV. Auditor's Responsibility**

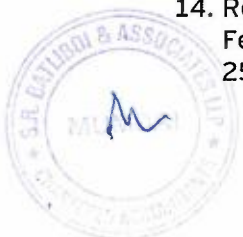
Pursuant to this, our responsibility is to express reasonable assurance in the form of an opinion whether:

1. The Company has implemented the Schemes in accordance with the provisions of the SEBI Guidelines;
2. The pricing of equity shares is as per exercise price referred in the Schemes and in accordance with the SEBI Guidelines; and
3. The Company has received the application money before the allotment of equity shares against the said Schemes.



A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria. In this connection, we have performed the following procedures:

1. Compared the provisions of the Schemes with the provisions of the SEBI Guidelines.
2. Read the minutes of the Annual General Meeting held on August 14, 2001 noting the approval accorded to management to issue employee stock options to the employees and directors of the Company and its subsidiary companies.
3. Read the minutes of the Compensation Committee dated January 31, 2002 noting the recommendation to Board of Directors for the grant of 2,274,460 stock options to the employees of the Company, minutes of the Board of Directors held on March 4, 2002 noting the adoption of Employees Stock Option Scheme, 2002 and grant of 2,274,460 stock options to the employees of the Company under the Employees Stock Option Scheme, 2002 and minutes of the Annual General Meeting held on July 31, 2003 noting the approval accorded to Board of Directors to make adjustments to the employee stock options granted to the employees under the Employees Stock Option Scheme, 2002, with respect to number of options and exercise price for the options granted in equal or appropriate proportion to the ratio of bonus shares to be issued to the shareholders of the Company .
4. Read the minutes of the meeting of the Board of Directors held on May 5, 2006 and October 25, 2010 granting 373,000 and 60,000 stock options respectively, to the employees of the Company under the Employees Stock Option Scheme, 2002.
5. Read the minutes of the meeting of the Board of Directors held on August 25, 2010 noting the adoption of the Employees Stock Option Plan 2010 Scheme and grant of 618,000 stock options to the employees of the Company.
6. Read the circular resolution passed by Compensation Committee dated June 29, 2011 noting grant of 20,000 stock options to the employee of the Company under the Employees Stock Option Plan 2010 Scheme.
7. Read the minutes of the Annual General Meeting held on August 18, 2011 noting the approval accorded to management to issue employee stock options to the employees and directors of the Company and its subsidiary companies.
8. Read the minutes of the meeting of the Board of Directors held on August 18, 2011 noting the adoption of the Employees Stock Option Plan 2011 Scheme for issue of 5,100,000 stock options to the employees and directors of the Company and its subsidiary companies.
9. Read the circular resolutions passed by Compensation Committee dated November 24, 2011 and December 17, 2011 granting 40,000 and 600,500 stock options respectively, to the employees and directors of the Company and its subsidiary companies under the Employees Stock Option Plan 2011 Scheme.
10. Read the circular resolutions passed by Compensation Committee dated November 27, 2012 and February 5, 2013 granting 15,000 and 630,000 stock options respectively, to the employees and directors of the Company and its subsidiary companies under the Employees Stock Option Plan 2011 Scheme.
11. Read the circular resolutions passed by Compensation Committee dated September 12, 2013 granting 650,000 stock options respectively, to the employees and directors of the Company and its subsidiary companies under the Employees Stock Option Plan 2011 Scheme.
12. Read the circular resolutions passed by Nomination and Remuneration Committee dated March 28, 2015 granting 58,370 stock options and 147,889 Restricted Stock Units ('RSU') respectively, to the employees and directors of the Company and its subsidiary companies under the OFSS Stock Plan 2014.
13. Read the circular resolutions passed by Nomination and Remuneration Committee dated November 05, 2015 granting 37,175 stock options and 153,189 Restricted Stock Units ('RSU') respectively, to the employees and directors of the Company and its subsidiary companies under the OFSS Stock Plan 2014.
14. Read the minutes of the ESOP Allotment Committee Meeting dated January 18, 2017, February 15, 2017, February 17, 2017 and March 15, 2017 allotting 5,467, 22,679, 304 and 25,107 equity shares of face value of Rs.5 each respectively pursuant to Schemes.



# **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants  
**Oracle Financial Services Software Limited**  
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15. Agreed the application money received in respect of the above referred shares to the relevant bank statements.

V. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

VI. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

## **VII. Opinion**

Based on our examination, as above, in our opinion:

1. The Company has implemented the Schemes in accordance with the provisions of the SEBI Guidelines;
2. The pricing of 53,557 equity shares is as per exercise price referred in the Schemes and in accordance with the SEBI Guidelines; and
3. The Company has received the application money from the respective employees before the allotment of equity shares in respect of 5,467 equity shares which have been allotted on January 18, 2017, 22,679 equity shares which have been allotted on February 15, 2017, 304 equity shares which have been allotted on February 17, 2017 and 25,107 equity shares which have been allotted on March 15, 2017.

## **VIII. Restriction on use**

This letter is intended solely for your information and in connection with the purpose mentioned above, and is not to be used or referred to for any other purpose or distributed to anyone other than the National Stock Exchange of India Limited and the BSE Ltd., Mumbai. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For S.R. Batliboi & Associates LLP  
Chartered Accountants  
ICAI Firm registration number: 101049W/E300004



per Amit Majmudar  
Partner  
Membership No: 36656  
Mumbai, India  
Date: April 25, 2017

