

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company: Oracle Financial Services Software Limited**

**Scrip Code: NSE – OFSS, BSE – 532466**

**Quarter ended : March 31, 2016**

<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Venkatachalam Sambasiavn	DIN-00257819	Chairperson/ Non-Executive/ Independent	25/10/2010	From 01/04/2014 until 31/03/2019	1	1	1
Mr.	Chaitanya Madhukar Kamat	DIN-00969094	Executive	25/10/2010	24/10/2016	1	1	-
Mr.	Derek Harold Williams	DIN-01266532	Non- Executive	01/05/2007	-	1	-	-
Mr.	Harinderjit Singh	DIN-06628566	Non- Executive	10/07/2013	-	1	-	-
Ms.	Maria Smith	DIN-07182337	Non- Executive	23/07/2015	-	1	1	-

Mr.	Richard David Jackson	DIN-06447687	Independent / Non- Executive	12/12/2012	From 01/04/2014 until 31/03/2019	1	-	1
Mr.	Robert Kirby Weiler	DIN-01531399	Non- Executive	04/07/2011	-	1	-	-
Ms.	Samantha Wellington	DIN-02054439	Non- Executive	10/04/2013	-	1	-	-
Mr.	Sridhar Srinivasan	DIN-07240718	Independent / Non- Executive	23/07/2015	From 23/07/2015 until 31/03/2020	1	-	-

§PAN number of any director would not be displayed on the website of the Company and Stock Exchanges

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) §</i>
1. Audit Committee	Mr. Richard David Jackson	Chairperson- Independent-Non-Executive
	Ms. Maria Smith	Non- Executive
	Mr. Venkatachalam Sambasiavn	Independent-Non-Executive
2. Nomination & Remuneration Committee	Mr. Richard David Jackson	Chairperson- Independent-Non-Executive
	Mr. Harinderjit Singh	Non- Executive
	Mr. Sridhar Srinivasan	Independent-Non-Executive
3. Risk Management Committee(if applicable)	Ms. Samantha Wellington	Chairperson- Non-Executive
	Mr. Derek Harold Williams	Non- Executive
	Mr. Chaitanya Kamat	Executive
	Mr. Makarand Padalkar	Executive
	Mr. Jayant Joshi	Executive
4. Stakeholders Relationship Committee'	Mr. Venkatachalam Sambasiavn	Chairperson- Independent-Non-Executive
	Mr. Chaitanya Kamat	Executive
	Mr. Makarand Padalkar	Executive

§Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

<b>III. Meeting of Board of Directors</b>				
<i>Date(s) of Meeting (if any) in the previous quarter</i>		<i>Date(s) of Meeting (if any) in the relevant quarter</i>		<i>Maximum gap between any two consecutive (in number of days)</i>
<i>(October 2015 to December 2015)</i>		<i>(January 2016 to March 2016)</i>		
November 5, 2015		February 10, 2016		96 days <i>(November 6, 2015 to February 9, 2016)</i>
<b>IV. Meeting of Committees</b>				
<i>Date(s) of meeting of the committee in the relevant quarter</i>		<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<i>(January 2016 to March 2016)</i>			<i>(October 2015 to December 2015)</i>	
February 10, 2016	Audit Committee	Yes	November 5, 2015	96 days <i>(November 6, 2015 to February 9, 2016)</i>
February 10, 2016	Stakeholders Relationship Committee	Yes	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				
<b>V. Related Party Transactions</b>				
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b> refer note below		
Whether prior approval of audit committee obtained		Yes		
Whether shareholder approval obtained for material RPT		No As all the transactions during the relevant quarter are at arm's length and in the ordinary course of business		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes		
<b>Note</b>				
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.				
2 If status is "No" details of non-compliance may be given here.				

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 **Yes**
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **None**

Sd/-

**Onkarnath Banerjee**

**Company Secretary / Compliance Officer**

## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes

<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

**Name** : **Sd/- Onkarnath Banerjee**  
**Designation** : **Company Secretary**