

July 5, 2016

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: Regulation 27(2) – Quarterly Compliance Report on Corporate Governance for the quarter ended June 30, 2016**

Dear Sir,

We enclose herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended June 30, 2016.

The above said report 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

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: Oracle Financial Services Software Limited

Scrip Code: NSE – OFSS, BSE – 532466

Quarter ended : June 30, 2016

I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Director	PAN <sup>o</sup> & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure*	Number 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)	Number 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	PAN - AAHPS6780Q DIN-00257819	Chairperson/ Non-Executive/ Independent	25/10/2010	From 01/04/2014 until 31/03/2019	1	1	1	
Mr.	Chaitanya Madhukar Kamat	PAN - AAMPK1699P 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	PAN - BSSPS3123D DIN-06628566	Non- Executive	10/07/2013	-	1	-	-	
Ms.	Maria Smith	DIN-07182337	Non- Executive	23/07/2015	-	1	1	-	



Title (Mr./ Ms.)	Name of the Director	PAN <sup>s</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.	Richard David Jackson	PAN – AXPSJ5202E 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	PAN - AHHP9245F 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		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) s
1. Audit Committee	Mr. Richard David Jackson Ms. Maria Smith	Chairperson- Independent-Non-Executive Non- Executive
2. Nomination & Remuneration Committee	Mr. Venkatachalam Sambasiavn Mr. Richard David Jackson Mr. Harinderjit Singh Mr. Sridhar Srinivasan	Independent-Non-Executive Chairperson- Independent-Non-Executive Non- Executive Independent-Non-Executive
3. Risk Management Committee (if applicable)	Ms. Samantha Wellington Mr. Derek Harold Williams Mr. Chaitanya Kamat Mr. Makarand Padalkar Mr. Jayant Joshi	Chairperson- Non-Executive Non- Executive Executive Executive Executive
4. Stakeholders Relationship Committee'	Mr. Venkatachalam Sambasiavn Mr. Chaitanya Kamat Mr. Makarand Padalkar	Chairperson- Independent-Non-Executive Executive 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		

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Maximum gap between any two consecutive (in number of days)
(January 2016 to March 2016) February 10, 2016	(April 2016 to June 2016) May 11, 2016	Yes	90 days (February 11, 2016 to May 10, 2016)
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter (April 2016 to June 2016)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (January 2016 to March 2016)	Maximum gap between any two consecutive meetings in number of days*
May 11, 2016 Audit Committee	Yes	February 10, 2016	90 days (February 11, 2016 to May 10, 2016)
May 11, 2016 Stakeholders Relationship Committee	Yes	February 10, 2016	
* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional			



V. Related Party Transactions		Compliance status (Yes/No/NA) <sup>refer note below</sup>
Subject		
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.		
<b>VI. Affirmations</b>		
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b>		
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>Yes</b>		
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. <b>Yes</b>		
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. <b>Yes</b>		
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. <b>Yes</b>		
6. Any comments/observations/advice of Board of Directors may be mentioned here: <b>None</b>		
 <b>Onkarnath Banerjee</b> <b>Company Secretary / Compliance Officer</b>		

