

## Corporate Governance Report

1. Name of Listed Entity - **Oracle Financial Services Software Limited**  
 2. Quarter ending - **September 30, 2018**

<b>I. Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure (in months)	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Chaitanya Kamat	00969094	AAMPK1699P	ED	25-Oct-2010	24-Oct-2021		1	1	0
Mr.	S. Venkatachalam	00257819	AAHPS6780Q	ID,C & NED	01-Apr-2014	31-Mar-2019	60	1	1	1
Mr.	Harinderjit Singh	06628566	BSSPS3123D	NED	10-Jul-2013			1	0	0
Ms.	Maria Smith	07182337	ZZZZZ9999Z	NED	23-Jul-2015			1	1	0
Mr.	Richard Jackson	06447687	AXPSJ5202E	NED,ID	01-Apr-2014	31-Mar-2019	60	1	0	1
Mr.	Sridhar Srinivasan	07240718	AHHP9245F	NED,ID	23-Jul-2015	31-Mar-2020	60	1	0	0
Mr.	Robert Weiler	05131399	ZZZZZ9999Z	NED	04-Jul-2011	14-Aug-2018		1	0	0
Ms.	Kimberly Woolley	07741017	ZZZZZ9999Z	NED	29-Mar-2017			1	0	0

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Richard Jackson	NED,ID	Chairperson
2	Maria Smith	NED	Member
3	S. Venkatachalam	ID,C & NED	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	S. Venkatachalam	ID,C & NED	Chairperson
2	Makarand Padalkar	Member	Member
3	Chaitanya Kamat	ED	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Makarand Padalkar	Member	Member
2	Chaitanya Kamat	ED	Member
3	Sridhar Srinivasan	NED,ID	Chairperson

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sridhar Srinivasan	NED,ID	Member
2	Richard Jackson	NED,ID	Chairperson
3	Harinderjit Singh	NED	Member

<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>
11-May-2018	03-Jul-2018	52
	13-Aug-2018	
	14-Aug-2018	

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<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 (in number of days)</i>
				52
Audit Committee	03-Jul-2018	3	11-May-2018	
Stakeholders Relationship Committee	13-Aug-2018	3	11-May-2018	
Audit Committee	13-Aug-2018	3		

<b>V. Related Party Transactions</b>	
<b><i>Subject</i></b>	<b><i>Compliance status (Yes/No/NA)</i></b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	No
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**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
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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**Name** : **Onkarnath Banerjee**  
**Designation** : **Company Secretary**

### ANNEXURE III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

#### Note:

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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**Name** : **Onkarnath Banerjee**  
**Designation** : **Company Secretary**