

# Oracle Financial Services Software Limited

## Dividend Distribution Policy

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*Date: August 12, 2016*

*Amendment Date: May 11, 2018*

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## 1. Preamble

- 1.1 The Board of Directors (the “Board”) of Oracle Financial Services Software Limited (the “Company”), has adopted the following policy in accordance with the extant provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Second Amendment), Regulations, 2016 [the “Listing Regulations”], Secretarial Standards on Dividend (SS-3) and any amendments thereof, from time to time, with regard to declaration and payment of dividend.
- 1.2 The Board adopted this policy at its meeting held on August 12, 2016. On May 11, 2018, the Board has amended the policy pursuant to the recent amendments to the Regulations.

## 2. Definitions

- 2.1 All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the Listing Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made / issued thereunder, as amended, from time to time.

## 3. Policy

- 3.1 The factors considered by the Board before making any recommendations for a dividend include, but are not limited to:
- 3.1.1 Provisions of the Companies Act, 2013 and the Companies (Declaration and Payment of Dividend) Rules, 2014
  - 3.1.2 The current and future cash flow requirement of the company including investment in:
    - Supporting ongoing operations;
    - Organic and inorganic growth opportunities;
    - Research and Development;
    - Infrastructure
  - 3.1.3 Global Conditions
  - 3.1.4 Fund requirement for any contingencies, and
  - 3.1.5 Any other strategic priorities
- 3.2 Any approved Dividend shall be paid out of the profits of the Company for that year or out of the profits of the Company for any previous year or years arrived at after providing for depreciation for the year and previous years as per the law; or out of both;

or out of any other funds as may be permitted by law. Interim dividend when approved during any financial year or at any time during the period from closure of financial year till holding of the annual general meeting out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend..

- 3.3 The Company has only equity shares and does not currently have any other class(s) of share(s).
- 3.4 This Policy on dividend distribution shall be disclosed to the Stock exchanges and shall also be uploaded on the website of the Company at [www.oracle.com/financialservices](http://www.oracle.com/financialservices).

## **4. General**

- 4.1 The Policy shall automatically stand modified to cover revision (s) / amendment (s) in accordance with the applicable laws and regulations in force from time to time.
- 4.2 The Company reserves its rights to alter / modify / add / delete or amend any of the provisions of this policy.

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