

January 8, 2018

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| To, Asst. Vice President Listing & Compliance National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex Bandra (East) Mumbai 400 051 Scrip Code – OFSS | To, Asst. General Manager Listing & Compliance BSE Ltd. 1 st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Scrip Code – 532466 |
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**Sub: Regulation 27(2) – Quarterly Compliance Report on Corporate Governance
for the quarter ended December 31, 2017**

Dear Sir,

We enclose herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2017.

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

Corporate Governance Report

1. Name of Listed Entity - Oracle Financial Services Software Limited
 2. Quarter ending - December 31, 2017

| I. Composition of Board of Directors | | | | | | | | | | |
|---|------------------------|----------|------------|--|---------------------|-------------------|--------|--|--|--|
| Title (Mr./Ms) | Name of the Director | DIN | PAN | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) | Date of Appointment | Date of cessation | Tenure | 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. | 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 | 5.0000 | 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 | 5.0000 | 1 | 0 | 1 |
| Mr. | Mr. Sridhar Srinivasan | 07240718 | AHHP59245F | NED,ID | 23-Jul-2015 | 31-Mar-2020 | 4.6932 | 1 | 0 | 0 |
| Mr. | Robert Weiler | 01531399 | ZZZZZ9999Z | NED | 04-Jul-2011 | | | 1 | 0 | 0 |
| Ms. | Kimberly Woolley | 07741017 | ZZZZZ9999Z | NED | 29-Mar-2017 | | | 1 | 0 | 0 |

II. Composition of Committees

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



| Stakeholders Relationship Committee | | | |
|--|-----------------------|-------------|------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| 1 | Mr. Chaitanya Kamat | ED | Member |
| 2 | Mr. Makarand Padalkar | CFO | Member |
| 3 | S. Venkatachalam | ID, C & NED | Chairperson |

| Risk Management Committee | | | |
|----------------------------------|------------------------|----------|------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| 1 | Mr. Sridhar Srinivasan | NED, ID | Chairperson |
| 2 | Mr. Chaitanya Kamat | ED | Member |
| 3 | Mr. Makarand Padalkar | CFO | Member |

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

| 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 | Category | Maximum gap between any two consecutive (in number of days) |
| 12-Jul-2017 | | | 50 |
| 11-Aug-2017 | | | |
| 20-Sep-2017 | 10-Nov-2017 | | |

| IV. Meeting of Committees | | | | |
|----------------------------------|---|---|---|---|
| Name of the committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive (in number of days) |
| Audit Committee | 10-Nov-2017 | Yes | 11-Aug-2017 | 90 |



| V. Related Party Transactions | | Compliance status (Yes/No/NA) |
|--|--|-------------------------------|
| Subject | | |
| 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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Yes**
- 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**
- 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**
 - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - Any comments/observations/advice of Board of Directors may be mentioned here:

Name :
Designation :

Onkarnath Banerjee
Company Secretary


