

Corporate Governance Report

1. Name of Listed Entity - **Oracle Financial Services Software Limited**
 2. Quarter ending - **31-Mar-2019**

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 (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	AHHPS9245F	NED,ID	23-Jul-2015	31-Mar-2020	60	2	2	0
Ms.	Kimberly Woolley	07741017	ZZZZZ9999Z	NED	29-Mar-2017			1	0	0
Mr.	Vincent Secondo Grelli	08262388	ZZZZZ9999Z	NED	02-Nov-2018			1	0	0
Mr.	Yong Meng Kau	08234739	ZZZZZ9999Z	NED	02-Nov-2018			1	0	0
Mrs.	Jane Murphy	08336710	ZZZZZ9999Z	ID	13-Feb-2019		60	1	0	0

Company Remarks	
Whether Permanent chairperson appointed	Yes

II. Composition of Committees

Audit Committee				
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>
1	Maria Smith	NED	Member	23-Jul-2015
2	S. Venkatachalam	ID,C & NED	Member	25-Oct-2010
3	Richard Jackson	ID	Chairperson	16-Dec-2014
4	Sridhar Srinivasan	ID	Member	13-Feb-2019

Company Remarks	
Whether Permanent chairperson appointed	Yes

Stakeholders Relationship Committee				
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>
1	Chaitanya Kamat	ED	Member	16-May-2014
2	S. Venkatachalam	ID,C & NED	Chairperson	25-Oct-2010
3	Makarand Padalkar	Member	Member	22-Aug-2008
4	Sridhar Srinivasan	ID	Member	13-Feb-2019

Company Remarks	
Whether Permanent chairperson appointed	Yes

Risk Management Committee				
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>
1	Makarand Padalkar	Member	Member	12-Sep-2014
2	Chaitanya Kamat	ED	Member	12-Nov-2014
3	Sridhar Srinivasan	ID	Chairperson	09-Nov-2016

Company Remarks	
Whether Permanent chairperson appointed	Yes

Nomination and Remuneration Committee				
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>
1	Harinderjit Singh	NED	Member	11-Jul-2013
2	Richard Jackson	ID	Chairperson	10-Apr-2013
3	Sridhar Srinivasan	ID	Member	24-Jul-2015

Company Remarks	
Whether Permanent chairperson appointed	Yes

III. Meeting of Board of Directors		
<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>
02-Nov-2018	13-Feb-2019	102

IV. Meeting of Committees				
<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>
Audit Committee	13-Feb-2019	Yes	02-Nov-2018	102
Stakeholders Relationship Committee	13-Feb-2019	Yes	02-Nov-2018	
Risk Committee	13-Feb-2019	Yes		

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

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 & Compliance Officer**

ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.oracle.com/financial
Terms and conditions of appointment of	Yes		www.oracle.com/financial
Composition of various committees of	Yes		www.oracle.com/financial
Code of conduct of board of directors and	Yes		www.oracle.com/financial
Details of establishment of vigil mechanism/	Yes		www.oracle.com/financial
Criteria of making payments to non-	Yes		www.oracle.com/financial
Policy on dealing with related party	Yes		www.oracle.com/financial
Policy for determining 'material' subsidiaries	Yes		www.oracle.com/financial
Details of familiarization programs imparted	Yes		www.oracle.com/financial
Contact information of the designated officials of the listed	Yes		www.oracle.com/financial services
email address for grievance redressal and	Yes		www.oracle.com/financial
Financial results	Yes		www.oracle.com/financial
Shareholding pattern	Yes		www.oracle.com/financial
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Yes		www.oracle.com/financial
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<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 & 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 & 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) &	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 & 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**

Other Information	
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Name : **Onkarnath Banerjee**
Designation : **Company Secretary & Compliance Officer**