

Form MGT-9**EXTRACT OF ANNUAL RETURN**

for the financial year ended on March 31, 2020

of

ORACLE FINANCIAL SERVICES SOFTWARE LIMITED

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

I.	CIN	L72200MH1989PLC053666
II.	Registration Date	September 27, 1989
III.	Name of the Company	Oracle Financial Services Software Limited
IV.	Category / Sub-category of the Company	Company Limited by shares / Indian Non-Government Company
V.	Address of the Registered Office and Contact Details	Oracle Park Off Western Express Highway, Goregaon (East) Mumbai 400063, Maharashtra, India Tel. no. +91 22 6718 3000 Fax no. +91 22 6718 3001 Email: investors-vp-ofss_in_grp@oracle.com Website: www.oracle.com/financialservices
VI.	Whether Listed Company - Yes / No	Yes
VII.	Name, Address and Contact details of Registrar & Transfer Agents (RTA), if any	Link Intime India Private Limited C 101, 247 Park L B S Marg, Vikhroli (West) Mumbai 400083 Tel. no. +91 22 4918 6000 Fax no. +91 22 4918 6060 Email: rnt.helpdesk@linkintime.co.in

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the company
1	The Company is engaged in developing, selling and marketing computer software, computer systems; providing consultancy and other information technology related activities	62011	100

III. Particulars of Holding, Subsidiary and Associate Companies

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Oracle Global (Mauritius) Limited C/o Citco (Mauritius) Limited 4 th Floor, 1 Cybercity Ebene Mauritius	Not Applicable	Holding	73.42	2(46)
2	Oracle Financial Services Software B.V. Barbara Strozzi laan 201 NL-1083 HN Amsterdam The Netherlands	Not Applicable	Subsidiary	100.00	2(87)
3	Oracle Financial Services Software SA 265 Mesogheion Avenue Neo Psychiko, 15451, Athens, Greece	Not Applicable	Subsidiary	100.00	2(87)
4	Oracle Financial Services Software Pte. Ltd. 1 Fusionopolis Place, #12-10 Galaxies Singapore 138522	Not Applicable	Subsidiary	100.00	2(87)
5	Oracle Financial Services Consulting Pte. Ltd. 1 Fusionopolis Place, #12-10 Galaxies Singapore 138522	Not Applicable	Subsidiary	100.00	2(87)
6	Oracle Financial Services Software America, Inc. 399 Thornall Street, 6 th Floor Edison, NJ 08837 USA	Not Applicable	Subsidiary	100.00	2(87)
7	Oracle Financial Services Software, Inc. 399 Thornall Street, 6 th Floor Edison, NJ 08837 USA	Not Applicable	Subsidiary	100.00	2(87)
8	Mantas Inc. 399 Thornall Street, 6 th Floor Edison, NJ 08837 USA	Not Applicable	Subsidiary	100.00	2(87)
9	Sotas Inc. 399 Thornall Street, 6 th Floor Edison, NJ 08837 USA	Not Applicable	Subsidiary	100.00	2(87)
10	Mantas India Private Limited F 01/02, First Floor, Salcon Rasvillas D-1 District Centre, Saket New Delhi 110017, India	U72900DL1999PTC099923	Subsidiary	100.00	2(87)
11	Oracle (OFSS) ASP Private Limited Oracle Park, Off Western Express Highway Goregaon (East), Mumbai 400063 Maharashtra, India	U72900MH2001PTC131264	Subsidiary	100.00	2(87)
12	Oracle (OFSS) Processing Services Limited Oracle Park, Off Western Express Highway Goregaon (East), Mumbai 400063 Maharashtra, India	U72900MH2005PLC151334	Subsidiary	100.00	2(87)
13	ISP Internet Mauritius Company C/o IQEQ Corporate Services (Mauritius) Limited 33 Edith Cavell Street Port Louis 11324, Mauritius	Not Applicable	Subsidiary	100.00	2(87)
14	Oracle (OFSS) BPO Services Inc. 399 Thornall Street, 6 th Floor Edison, NJ 08837 USA	Not Applicable	Subsidiary	100.00	2(87)
15	Oracle (OFSS) BPO Services Limited F 01/02, First Floor, Salcon Rasvillas D-1 District Centre, Saket New Delhi 110017, India	U72900DL2002PLC180572	Subsidiary	100.00	2(87)

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
16	Oracle Financial Services Software Chile Limitada Av. Vitacura 2939 Edificio Millenium - 14 th Floor Las Condes, 7550011 Santiago, Chile	Not Applicable	Subsidiary	100.00	2(87)
17	Oracle Financial Services Software (Shanghai) Limited Unit 806, Henderson Metropolitan Building 155, Tianjin Road, Shanghai 200001 People's Republic of China	Not Applicable	Subsidiary	100.00	2(87)

IV. Shareholding Pattern (Equity share capital breakup as percentage of Total Equity):

(i) Category-wise Shareholding:

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year as on April 1, 2019				No. of Shares held at the end of the year as on March 31, 2020				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
I	II	III	IV	V	VI	VII	VIII	IX	X	XI
(A)	Promoter and Promoter Group									
(1)	Indian									
	(a) Individual / Hindu Undivided Family	-	-	-	-	-	-	-	-	-
	(b) Central Government	-	-	-	-	-	-	-	-	-
	(c) State Government(s)	-	-	-	-	-	-	-	-	-
	(d) Bodies Corporate	-	-	-	-	-	-	-	-	-
	(e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
	(f) Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(1)	-	-	-	-	-	-	-	-	-
(2)	Foreign									
	(a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
	(b) Other - Individuals	-	-	-	-	-	-	-	-	-
	(c) Bodies Corporate	63051197	-	63051197	73.50	63051197	-	63051197	73.42	(0.08)
	(d) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
	(e) Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2)	63051197	-	63051197	73.50	63051197	-	63051197	73.42	(0.08)
	Total shareholding of Promoter (A)=(A)(1)+(A)(2)	63051197	-	63051197	73.50	63051197	-	63051197	73.42	(0.08)

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year as on April 1, 2019				No. of Shares held at the end of the year as on March 31, 2020				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
I	II	III	IV	V	VI	VII	VIII	IX	X	XI
(B)	Public Shareholding									
(1)	Institutions									
	(a) Mutual Funds / UTI	2830237	-	2830237	3.30	2991864	-	2991864	3.48	0.18
	(b) Banks / Financial Institutions	1829047	-	1829047	2.13	2060608	-	2060608	2.40	0.27
	(c) Venture Capital Funds	-	-	-	-	-	-	-	-	-
	(d) Central Government / State Government(s)	4000	-	4000	0.00	4000	-	4000	0.00	0.00
	(e) Insurance Companies	-	-	-	-	333449	-	333449	0.40	0.40
	(f) Foreign Portfolio Investor	11852757	-	11852757	13.82	11568661	-	11568661	13.47	(0.35)
	(g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	(h) Alternate Investment Funds	1300	-	1300	0.00	1800	-	1800	0.00	0.00
	(i) Others									
	Foreign Bank	17493	-	17493	0.02	-	-	-	-	(0.02)
	Sub-total (B)(1)	16534834	-	16534834	19.28	16960382	-	16960382	19.75	0.47
(2)	Non-Institutions									
	(a) Bodies Corporate	552943	-	552943	0.64	216149	-	216149	0.25	(0.39)
	(b) Individuals									
	i. Individual shareholders holding nominal share capital up to ₹ 1 lakh	3301233	178965	3480198	4.06	3395989	159765	3555754	4.14	0.08
	ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	948374	56000	1004374	1.17	926253	56000	982253	1.15	(0.02)
	(c) NBFCs registered with RBI	55902	-	55902	0.07	30	-	30	0.00	(0.07)
	(d) Others									
	i. Non-Resident Indians (Repatriate)	177624	2062	179686	0.21	177843	2062	179905	0.21	0.00
	ii. Non-Resident Indians (Non-Repatriate)	732106	199	732305	0.85	718518	199	718717	0.84	(0.01)
	iii. Foreign Nationals	1541	-	1541	0.00	3035	-	3035	0.00	0.00
	iv. Clearing Member	20360	-	20360	0.02	23948	-	23948	0.03	0.01
	v. Directors / Relatives	32500	-	32500	0.04	88090	-	88090	0.10	0.06
	vi. Hindu Undivided Family	44075	-	44075	0.05	52185	-	52185	0.06	0.01
	vii. Market Maker	596	-	596	0.00	2	-	2	0.00	0.00
	viii. Trusts	42315	-	42315	0.05	1330	-	1330	0.00	(0.05)
	ix. IEPF	46321	-	46321	0.05	46321	-	46321	0.05	0.00
	Sub-total (B)(2)	5955890	237226	6193116	7.22	5649693	218026	5867719	6.83	(0.39)

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year as on April 1, 2019				No. of Shares held at the end of the year as on March 31, 2020				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
I	II	III	IV	V	VI	VII	VIII	IX	X	XI
	Total Public Shareholding (B)=(B)(1)+(B)(2)	22490724	237226	22727950	26.50	22610075	218026	22828101	26.58	0.08
(C)	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	85541921	237226	85779147	100.00	85661272	218026	85879298	100.00	0.00

(ii) Shareholding of Promoters:

Name of Shareholders	Shareholding at the beginning of the year as on April 1, 2019			Shareholding at the end of the year as on March 31, 2020			% change in share holding during the year
	No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
Oracle Global (Mauritius) Limited	63051197	73.50	-	63051197	73.42	-	(0.08)
Total	63051197	73.50	-	63051197	73.42	-	(0.08)

(iii) Change in Promoters' Shareholding:

Name of the Shareholders	Shareholding at the beginning of the year as on April 1, 2019		Cumulative shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Oracle Global (Mauritius) Limited				
At the beginning of the year	63051197	73.50	63051197	73.50
Date wise Increase / Decrease in Promoters Shareholding during the Year	-	-	-	-
At the end of the year			63051197	73.42

The decrease in the percentage of promoters' shareholding from 73.50 % to 73.42 % is due to allotment of shares on the exercise of ESOPs by eligible employees of the Company.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the Shareholders	Shareholding at the beginning of the year as on April 1, 2019		Cumulative shareholding during the year*	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Wessex (Mauritius) Limited				
	At the beginning of the year	2687899	3.13	2687899	3.13
	Transactions - purchase / (sale) from April 1, 2019 to March 31, 2020	-	-	-	-
	At the end of the year			2687899	3.13
2	Life Insurance Corporation of India				
	At the beginning of the year	1814352	2.12	1814352	2.12
	Transactions - purchase / (sale) from April 1, 2019 to March 31, 2020	4274	0.00	1818626	2.12
	At the end of the year			1818626	2.12

Sr. No.	Name of the Shareholders	Shareholding at the beginning of the year as on April 1, 2019		Cumulative shareholding during the year*	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3	Copthall Mauritius Investment Limited				
	At the beginning of the year	1633088	1.90	1633088	1.90
	Transactions - purchase / (sale) from April 1, 2019 to March 31, 2020	(13088)	(0.02)	1620000	1.88
	At the end of the year			1620000	1.88
4	Goldman Sachs (Singapore) PTE				
	At the beginning of the year	1397853	1.63	1397853	1.63
	Transactions - purchase / (sale) from April 1, 2019 to March 31, 2020	(44241)	(0.05)	1353612	1.58
	At the end of the year			1353612	1.58
5	Sussex (Mauritius) Limited				
	At the beginning of the year	1190158	1.39	1190158	1.39
	Transactions - purchase / (sale) from April 1, 2019 to March 31, 2020	-	-	-	-
	At the end of the year			1190158	1.39
6	Burgundy Emerging Markets Fund				
	At the beginning of the year	560995	0.65	560995	0.65
	Transactions - purchase / (sale) from April 1, 2019 to March 31, 2020	51206	0.06	612201	0.71
	At the end of the year			612201	0.71
7	Citigroup Global Markets Mauritius Private Limited				
	At the beginning of the year	600000	0.70	600000	0.70
	Transactions - purchase / (sale) from April 1, 2019 to March 31, 2020	-	-	-	-
	At the end of the year			600000	0.70
8	BBH Burgundy Emerging Markets Master Fund, LP				
	At the beginning of the year	485998	0.57	485998	0.57
	Transactions - purchase / (sale) from April 1, 2019 to March 31, 2020	48334	0.06	534332	0.62
	At the end of the year			534332	0.62
9	HDFC Trustee Company Limited - HDFC Tax Saverfund				
	At the beginning of the year	413326	0.48	413326	0.48
	Transactions - purchase / (sale) from April 1, 2019 to March 31, 2020	20000	0.02	433326	0.50
	At the end of the year			433326	0.50
10	Vanguard Total International Stock Index Fund				
	At the beginning of the year	330138	0.38	330138	0.38
	Transactions - purchase / (sale) from April 1, 2019 to March 31, 2020	6945	0.01	337083	0.39
	At the end of the year			337083	0.39

*The shares of the Company are traded on daily basis and hence the date wise increase / decrease in shareholding is not indicated.

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Director/ Key Managerial Personnel (KMP)	Shareholding at the beginning of the year as on April 1, 2019		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mr. S Venkatachalam Independent Director				
	At the beginning of the year	6000	0.01	6000	0.01
	Transactions - purchase / (sale) from April 1, 2019 to March 31, 2020	-	-	-	-
	At the end of the year			6000	0.01
2	Mr. Chaitanya Kamat Managing Director and Chief Executive Officer				
	At the beginning of the year	25500	0.03	25500	0.03
	Transactions - purchase / (sale) from April 1, 2019 to March 31, 2020	-	-	-	-
	At the end of the year			25500	0.03
3	Mr. Makarand Padalkar Whole-time Director and Chief Financial Officer				
	At the beginning of the year	45590	0.05	45590	0.05
	ESOP exercised on March 24, 2020	10000	0.01	55590	0.06
	At the end of the year			55590	0.06
4	Mr. Onkarnath Banerjee Company Secretary and Compliance Officer				
	At the beginning of the year	3	0.00	3	0.00
	ESOP exercised on August 21, 2019	155	0.00	158	0.00
	Sale on August 28, 2019	(158)	0.00	0	0.00
	ESOP exercised on October 23, 2019	105	0.00	105	0.00
	ESOP exercised on November 20, 2019	115	0.00	220	0.00
	ESOP exercised on December 17, 2019	94	0.00	314	0.00
	Sale on December 19, 2019	(100)	0.00	214	0.00
	Sale on December 20, 2019	(120)	0.00	94	0.00
	Sale on December 26, 2019	(68)	0.00	26	0.00
	At the end of the year			26	0.00

The following Directors did not held any shares during the Financial Year 2019-20:

Mr. Harinderjit Singh - Director	Mr. Richard Jackson - Independent Director
Ms. Jane Murphy - Independent Director	Mr. Sridhar Srinivasan - Independent Director
Ms. Kimberly Woolley - Director	Mr. Vincent Secondo Grelli - Director
Ms. Maria Smith* - Director	Mr. Yong Meng Kau - Director

*Resigned on May 9, 2019

V. Indebtness:

The Company has not availed any loan during the year and is a debt-free company.

VI. Remuneration of Directors and Key Managerial Personnel:

A Remuneration to Managing Director, Whole-time Directors and / or Manager:

(Amounts in ₹ million)

Sr. No.	Particulars of Remuneration	Name of Managing Director/ Whole-time Director/Manager		Total Amount
		Mr. Chaitanya Kamat, Managing Director & Chief Executive Officer	Mr. Makarand Padalkar, Whole-time Director & Chief Financial Officer	
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	43.24	11.28	54.52
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.68	21.19	21.87
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	–	–	–
2	Stock Option (OSU) (Number)	40000	11250	51250
3	Sweat Equity	–	–	–
4	Commission as a % of Profit others, specify	–	–	–
5	Others, please specify	–	–	–
	Total (A)	43.92	32.47	76.39
	Ceiling as per the Act (5% of the profits calculated under Section 198 of the Companies Act, 2013)			1018.61

B Remuneration to other Directors:

(Amounts in ₹ million)

	Fee for attending Board/ Committee Meetings	Commission	Others	Total
1 Non-Executive, Independent Directors				
S Venkatachalam	–	4.40	–	4.40
Richard Jackson	–	4.20	–	4.20
Sridhar Srinivasan	–	3.20	–	3.20
Jane Murphy	–	3.85	–	3.85
Total (1)	–	15.65	–	15.65
2 Other Non-Executive, Non-Independent Directors [#]	–	–	–	–
Total (2)	–	–	–	–
Total (B) = (1+2)	–	15.65	–	15.65
Total Managerial Remuneration (A+B)	–	–	–	92.04
Overall Ceiling as per the Act (11% of the profits calculated under Section 198 of the Companies Act, 2013)				2240.95

[#]No payment is made towards fee / commission to the Non-Executive, Non-Independent Directors of the Company.

C Remuneration to Key Managerial Personnel other the MD/ Manager / WTD:

(Amounts in ₹ million)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel Company Secretary	Total Amount
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	6.57	6.57
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1.52	1.52
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-
2	Stock Option (OSU) (Number)	1000	1000
3	Sweat Equity	-	-
4	Commission	-	-
	- as a % of Profit		
	- others, specify		
5	Others, please specify	-	-
	Total	8.09	8.09

VII. Penalties / Punishment / Compounding of Offences:

There were no penalties / punishments / compounding of offences under any section of Companies Act, 2013.