Corporate Governance Report

Name of Listed Entity **- Oracle Financial Services Software Limited**
Quarter ending **- 31-December-2023**

I. Composition of Board of Director

Annexure I
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																			
Whether the listed entity has a Regular Chairperson																			
Whether Chairperson is related to MD or CEO																			
Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status										
1	Mr	CHAITANYA MADHUKAR KAMAT	00969094	Executive Director,CEO-MD	No	-	-	-	-	NA	-	25-10-2010	27-07-2023	04-10-2023	-	1	0	1	0
2	Mr	VENKATACHALAM SAMBASIVAN	00257819	Non-Executive - Independent Director,Chairperson,Shareholder Director	No	-	-	-	-	Yes	14-08-2018	25-10-2010	14-08-2018	-	57.00	1	1	1	1
3	Mr	HARINDERJIT SINGH	06628566	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	10-07-2013	27-07-2023	-	-	1	0	0	0
4	Mr	RICHARD JACKSON	06447687	Non-Executive - Independent Director	No	-	-	-	-	NA	-	12-12-2012	14-08-2018	-	57.00	1	1	0	1
5	Mr	SRIDHAR SRINIVASAN	07240718	Non-Executive - Independent Director	No	-	-	-	-	NA	-	23-07-2015	08-08-2019	-	45.00	4	4	4	0
6	Mrs	KIMBERLY WOOLLEY	07741017	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	29-03-2017	04-08-2021	-	-	1	0	0	0
7	Mr	VINCENT SECONDO GRELLI	08262388	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	02-11-2018	04-08-2021	-	-	1	0	1	0
8	Mr	YONG MENG KAU	08234739	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	02-11-2018	03-08-2022	-	-	1	0	1	0

9	Mrs	JANE MURPHY	08336710	Non-Executive - Independent Director	No	-	-	-	-	NA	-	13-02-2019	13-02-2019	-	58.00	1	1	1	0
10	Mr	MAKARAND PADALKAR	02115514	Executive Director,CEO-MD	No	-	-	-	-	NA	-	09-05-2019	03-08-2022	-	-	1	0	1	0
11	Mr	GOPALA RAMANAN BALASUBRAMANIAM	02785489	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	05-10-2023	-	-	-	1	0	1	0
12	Mr	MRUGANK PARANJAPE	02162026	Non-Executive - Independent Director	No	-	-	-	-	NA	-	04-12-2023	-	-	1.00	1	0	0	0

II. Composition of Committee

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	06447687	RICHARD JACKSON	Non-Executive - Independent Director	Chairperson	16-12-2014	-	-
2	08336710	JANE MURPHY	Non-Executive - Independent Director	Member	09-05-2019	-	-
3	00257819	VENKATACHALAM SAMBASIVAN	Non-Executive - Independent Director	Member	25-10-2010	-	-
4	07240718	SRIDHAR SRINIVASAN	Non-Executive - Independent Director	Member	13-02-2019	-	-
5	08262388	VINCENT SECONDO GRELLI	Non-Executive - Non Independent Director	Member	29-01-2021	-	-
6	08234739	YONG MENG KAU	Non-Executive - Non Independent Director	Member	05-05-2022	-	-

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	06447687	RICHARD JACKSON	Non-Executive - Independent Director	Chairperson	10-04-2013	-	-
2	06628566	HARINDERJIT SINGH	Non-Executive - Non Independent Director	Member	11-07-2013	-	-
3	07240718	SRIDHAR SRINIVASAN	Non-Executive - Independent Director	Member	23-07-2015	-	-

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				**Yes**			
Sr	**DIN Number**	**Name of Committee members**	**Category 1 of directors**	**Category 2 of directors**	**Date Of Appointment**	**Date of Cessation**	**Remarks**
1	00257819	VENKATACHALAM SAMBASIVAN	Non-Executive - Independent Director	Chairperson	25-10-2010	-	-
2	00969094	CHAITANYA MADHUKAR KAMAT	Executive Director	Member	16-05-2014	04-10-2023	Mr. Chaitanya Kamat (DIN: 00969094), retired as Managing Director and Chief Executive Officer of the Company with effect from close of business hours of October 4, 2023.
3	02115514	MAKARAND PADALKAR	Executive Director	Member	22-08-2008	-	-
4	07240718	SRIDHAR SRINIVASAN	Non-Executive - Independent Director	Member	13-02-2019	-	-

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	07240718	SRIDHAR SRINIVASAN	Non-Executive - Independent Director	Chairperson	09-11-2016	-	-
2	00969094	CHAITANYA MADHUKAR KAMAT	Executive Director	Member	12-11-2014	04-10-2023	Mr. Chaitanya Kamat (DIN: 00969094), retired as Managing Director and Chief Executive Officer of the Company with effect from close of business hours of October 4, 2023.
3	02115514	MAKARAND PADALKAR	Executive Director	Member	12-09-2014	-	-
4	02353654	AVADHUT KETKAR	Chief Financial Officer	Member	05-10-2023	-	Reconstitution of Risk Management Committee effective October 5, 2023

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	06628566	HARINDERJIT SINGH	Non-Executive - Non Independent Director	Chairperson	09-11-2016	-	-
2	00257819	VENKATACHALAM SAMBASIVAN	Non-Executive - Independent Director	Member	16-05-2014	-	-
3	00969094	CHAITANYA MADHUKAR KAMAT	Executive Director	Member	16-05-2014	04-10-2023	Mr. Chaitanya Kamat (DIN: 00969094), retired as Managing Director and Chief Executive Officer of the Company with effect from close of business hours of October 4, 2023.
4	02115514	MAKARAND PADALKAR	Executive Director	Member	05-10-2023	-	Reconstitution of the CSR Committee with effect from October 5, 2023.

ESOP Committee							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00257819	VENKATACHALAM SAMBASIVAN	Non-Executive - Independent Director	Chairperson	-	-	-
2	00969094	CHAITANYA MADHUKAR KAMAT	Executive Director	Member	-	-	Mr. Chaitanya Kamat (DIN: 00969094), retired as Managing Director and Chief Executive Officer of the Company with effect from close of business hours of October 4, 2023.
3	07240718	SRIDHAR SRINIVASAN	Non-Executive - Independent Director	Member	-	-	-
4	02115514	MAKARAND PADALKAR	Executive Director	Member	-	-	-

Transfer Committee							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
5	00257819	VENKATACHALAM SAMBASIVAN	Non-Executive - Independent Director	Chairperson	-	-	-
6	02115514	MAKARAND PADALKAR	Executive Director	Member	-	-	-

III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory					-		
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	26-07-2023	-	-	Yes	10.00	10	4
2	04-09-2023	39	-	Yes	10.00	9	4
3	03-10-2023	28	-	Yes	10.00	9	4
4	18-10-2023	14	-	Yes	10.00	10	4
5	04-12-2023	46	-	Yes	10.00	9	3

IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory						-				
Sr	Name of Committee	EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	26 Jul 2023	-	-	-	Yes	6	6	4	0
2	Audit Committee	18 Oct 2023	83	-	-	Yes	6	6	4	0

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 **a. Audit committee**	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 **b. Nomination and remuneration committee**	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 **c. Stakeholders relationship committee**	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 **d. Risk management committee (applicable to the top 1000 listed entities)**	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I		
Sr	**Subject**	**Compliance status**
1.	Name of signatory	Onkarnath Banerjee
2.	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	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	-
2	Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
3	Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4	Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-
6	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
Any other information to be provided			-	

1	Name of signatory	Onkarnath Banerjee
2	Designation	Company Secretary and Compliance Officer