Corporate Governance Report

Name of Listed Entity **- Oracle Financial Services Software Limited**
Quarter ending **- 30-June -2024**

I. Composition of Board of Director

Annexure I
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	NA
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status													
1	Mr	HARINDERJIT SINGH	06628566	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	10-07-2013	27-07-2023	-	-	1	0	0	0	-		
2	Mr	SRIDHAR SRINIVASAN	07240718	Non-Executive - Independent Director,Chairperson	No	-	-	-	-	NA	-	23-07-2015	08-08-2019	-	51.00	4	4	4	0	-		
3	Mrs	KIMBERLY WOOLLEY	07741017	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	29-03-2017	04-08-2021	-	-	1	0	1	0	-	PAN not applicable for foreign Directors	
4	Mr	VINCENT SECONDO GRELLI	08262388	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	02-11-2018	04-08-2021	-	-	1	0	1	0	-	PAN not applicable for foreign Directors	
5	Mr	YONG MENG KAU	08234739	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	02-11-2018	03-08-2022	-	-	1	0	0	0	-	PAN not applicable for foreign Directors	
6	Mrs	JANE MURPHY	08336710	Non-Executive - Independent Director	No	-	-	-	-	NA	-	13-02-2019	01-01-2024	-	64.00	1	1	1	1	-		
7	Mr	MAKARAND PADALKAR	02115514	Executive Director,CEO-MD	No	-	-	-	-	NA	-	09-05-2019	09-05-2019	-	-	1	0	1	0	-		
8	Mr	GOPALA RAMANAN BALASUBRAMANIAM	02785489	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	05-10-2023	05-10-2023	-	-	1	0	0	0	-		
9	Mr	MRUGANK MADHUKAR PARANJAPE	02162026	Non-Executive - Independent Director	No	-	-	-	-	NA	-	04-12-2023	04-12-2023	-	7.00	2	2	1	1	-		

II. Composition of Committee

Disclosure of notes on composition of committees explanatory	-

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	02162026	MRUGANK MADHUKAR PARANJAPE	Non-Executive - Independent Director	Chairperson	01-04-2024	-	Reconstitution of the Audit Committee effective April 1, 2024.
2	07240718	SRIDHAR SRINIVASAN	Non-Executive - Independent Director	Member	13-02-2019	-	-
3	08336710	JANE MURPHY	Non-Executive - Independent Director	Member	09-05-2019	-	-
4	08262388	VINCENT SECONDO GRELLI	Non-Executive - Non Independent Director	Member	29-01-2021	-	-

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	08336710	JANE MURPHY	Non-Executive - Independent Director	Chairperson	01-04-2024	-	Reconstitution of the Nomination and Remuneration Committee effective April 1, 2024.
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	-	-

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	08336710	JANE MURPHY	Non-Executive - Independent Director	Chairperson	01-04-2024	-	Reconstitution of the Nomination and Remuneration Committee effective April 1, 2024.
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	08336710	JANE MURPHY	Non-Executive - Independent Director	Chairperson	01-04-2024	-	Reconstitution of the Stakeholders Relationship Committee effective April 1, 2024.
2	02115514	MAKARAND PADALKAR	Executive Director	Member	22-08-2008	-	-
3	07741017	KIMBERLY WOOLLEY	Non-Executive - Non Independent Director	Member	01-04-2024	-	Reconstitution of the Stakeholders Relationship Committee effective April 1, 2024.

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	02115514	MAKARAND PADALKAR	Executive Director	Member	12-09-2014	-	-
3	02353654	AVADHUT KETKAR	Chief Financial Officer	Member	05-10-2023	-	The Board of Directors at its meeting held on October 3, 2023 had appointed Mr. Avadhut Ketkar, Chief Financial Officer of the Company as the Member of the Risk Management Committee effective October 5, 2023.
4	02162026	MRUGANK MADHUKAR PARANJAPE	Non-Executive - Independent Director	Member	01-04-2024	-	Reconstitution of the Risk Management Committee effective April 1, 2024.

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	02115514	MAKARAND PADALKAR	Executive Director	Member	05-10-2023	-	-
3	07240718	SRIDHAR SRINIVASAN	Non-Executive - Independent Director	Member	01-04-2024	-	Reconstitution of the Corporate Social Responsibility Committee effective April 1, 2024.
4	07741017	KIMBERLY WOOLLEY	Non-Executive - Non Independent Director	Member	01-04-2024	-	Reconstitution of the Corporate Social Responsibility Committee effective April 1, 2024.

ESOP Allotment Committee

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	-	-	Reconstitution of the ESOP Allotment Committee effective April 1, 2024.
2	02115514	MAKARAND PADALKAR	Executive Director	Member	-	-	-
3	02162026	MRUGANK MADHUKAR PARANJAPE	Non-Executive - Independent Director	Member	-	-	Reconstitution of the ESOP Allotment Committee effective April 1, 2024.
4	02785489	GOPALA RAMANAN BALASUBRAMANIAM	Non-Executive - Non Independent Director	Member	-	-	Reconstitution of the ESOP Allotment Committee effective April 1, 2024.

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	17-01-2024	-	-	Yes	11.00	11	5
2	27-03-2024	69	-	Yes	11.00	11	5
3	24-04-2024	27	-	Yes	9.00	9	3
4	12-06-2024	48	-	Yes	9.00	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	17 Jan 2024	-	-	-	Yes	6	6	4	0
2	Audit Committee	24 Apr 2024	97	-	-	Yes	4	4	3	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			-

Cyber Security Incidence

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Other details of cyber security incidence or breaches or loss of data event			-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter			0
Date of the event	-	Brief details of the event	-

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 2

II. Annual Affirmation

Sr	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
Any other information to be provided				-

No Data Available

Annexure II

Name of signatory	Onkarnath Banerjee
Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmation

Sr.	Particulars	Compliance status (Yes/No/NA)
Any other information to be provided		-

No Data Available

Annexure II		
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
no record found				

Any other information to be provided	-

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

Annexure IV
Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure	
Reason for Non Applicability	

(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
no record found		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
no record found			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
no record found			

(D) Additional Information

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	
Name	-
Designation	-
Place	-
Date	

Signatory Details:

Name of signatory	Onkarnath Banerjee
Designation of person	Company Secretary and Compliance Officer