<u>Corporate Governance Report</u>

1. Name of Listed Entity - **Oracle Financial Services Software Limited**
2. Quarter ending - **31-Mar-2020**

i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of Independent 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	CEO-MD	14-Aug-2018			1	0	1	0
Mr.	S Venkatachalam	00257819	AAHPS6780Q	ID,C & NED		14-Aug-2018		60	1	1	1	1
Mr.	Harinderjit Singh	06628566	BSSPS3123D	NED		14-Aug-2018			1	0	0	0
Mr.	Richard Jackson	06447687	AXPSJ5202E	ID		14-Aug-2018		60	1	1	0	1
Mr.	Sridhar Srinivasan	07240718	AHHPS9245F	ID		08-Aug-2019		60	2	2	2	1
Mrs.	Kimberly Woolley	07741017	ZZZZZ9999Z	NED		08-Aug-2019			1	0	0	0
Mr.	Vincent Secondo Grelli	08262388	ZZZZZ9999Z	NED		02-Nov-2018			1	0	0	0
Mr.	Yong Meng Kau	08234739	ZZZZZ9999Z	NED		02-Nov-2018			1	0	0	0
Mrs.	Jane Murphy	08336710	FMXPM9480E	ID		13-Feb-2019		60	1	1	1	0
Mr.	Makarand Padalkar	02115514	AAAPP1545P	ED		09-May-2019			1	0	1	0

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	*Name of the Director*	*Category*	*Chairperson/Membership*	Appointment Date	Cessation Date
1	Richard Jackson	ID	Chairperson	16-Dec-2014	
2	Jane Murphy	ID	Member	09-May-2019	
3	Sridhar Srinivasan	ID	Member	13-Feb-2019	
4	S Venkatachalam	ID,C & NED	Member	25-Oct-2010	

Company Remarks	
Whether Permanent chairperson appointed	Yes

Stakeholders Relationship Committee

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

Risk Management Committee					
Sr. No.	*Name of the Director*	*Category*	*Chairperson/Membership*	Appointment Date	Cessation Date
1	Makarand Padalkar	ED	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					
Sr. No.	*Name of the Director*	*Category*	*Chairperson/Membership*	Appointment Date	Cessation Date
1	Richard Jackson	ID	Chairperson	10-Apr-2013	
2	Sridhar Srinivasan	ID	Member	24-Jul-2015	
3	Harinderjit Singh	NED	Member	11-Jul-2013	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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**	**Whether requirement of Quorum met**	**Number of Directors present**	**Number of Independent Directors present**
13-Nov-2019	04-Feb-2020	Yes	10	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	82

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	13-Nov-2019		Yes	4	4
Audit Committee		04-Feb-2020	Yes	4	4
Stakeholders Relationship Committee	13-Nov-2019		Yes	4	2
Stakeholders Relationship Committee		04-Feb-2020	Yes	4	2
Risk Management Committee		04-Feb-2020	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	82

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:

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
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.oracle.com/financialservices
Terms and conditions of appointment of independent	Yes		www.oracle.com/financialservices
Composition of various committees of board of	Yes		www.oracle.com/financialservices
Code of conduct of board of directors and senior	Yes		www.oracle.com/financialservices
Details of establishment of vigil mechanism/ Whistle	Yes		www.oracle.com/financialservices
Criteria of making payments to non-executive	Yes		www.oracle.com/financialservices
Policy on dealing with related party transactions	Yes		www.oracle.com/financialservices
Policy for determining ‘material’ subsidiaries	Yes		www.oracle.com/financialservices
Details of familiarization programs imparted to	Yes		www.oracle.com/financialservices
Email address for grievance redressal and other relevant details entity who are responsible for	Yes		www.oracle.com/financialservices
Contact information of the designated officials of the	Yes		www.oracle.com/financialservices
Financial results	Yes		www.oracle.com/financialservices
Shareholding pattern	Yes		www.oracle.com/financialservices
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations madeby the listed entity to analysts or	Yes		www.oracle.com/financialservices
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.oracle.com/financialservices
Credit rating or revision in credit rating obtained by	Not Applicable		
Separate audited financial statements of each	Yes		www.oracle.com/financialservices
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.oracle.com/financialservices
Materiality Policy as per Regulation 30	Yes		www.oracle.com/financialservices
Dividend Distribution policy as per Regulation 43A	Yes		www.oracle.com/financialservices
It is certified that these contents on the website of the	Yes		www.oracle.com/financialservices

II Annual Affirmations			
Particulars	***Regulation Number***	***Compliance status***	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	*16(1)(b) & 25(6)*	Yes	
Board composition	*17(1), 17(1A) & 17(1B)*	Yes	
Meeting of Board of directors	*17(2)*	Yes	
Quorum of Board meeting	*17(2A)*	Yes	
Review of Compliance Reports	*17(3)*	Yes	
Plans for orderly succession for appointments	*17(4)*	Yes	
Code of Conduct	*17(5)*	Yes	
Fees/compensation	*17(6)*	Yes	
Minimum Information	*17(7)*	Yes	
Compliance Certificate	*17(8)*	Yes	
Risk Assessment & Management	*17(9)*	Yes	
Performance Evaluation of Independent Directors	*17(10)*	Yes	
Recommendation of Board	*17(11)*	Yes	
Maximum number of directorship	*17A*	Yes	
Composition of Audit Committee	*18(1)*	Yes	
Meeting of Audit Committee	*18(2)*	Yes	
Composition of nomination & remuneration committee	*19(1) & (2)*	Yes	
Quorum of Nomination and Remuneration Committee meeting	*19(2A)*	Yes	
Meeting of nomination & remuneration committee	*19(3A)*	Yes	
Composition of Stakeholder Relationship Committee	*20(1), 20(2) and 20(2A)*	Yes	
Meeting of stakeholder relationship committee	*20(3A)*	Yes	
Composition and role of risk management committee	*21(1),(2),(3),(4)*	Yes	
Meeting of Risk Management Committee	*22*	Yes	
Vigil Mechanism	*22*	Yes	

Particulars	***Regulation***	***Compliance***	Company Remark
Policy for related party Transaction	*23(1),(1A),(5),(6),*	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	*23(2), (3)*	Yes	
Approval for material related party transactions	*23(4)*	Yes	
Disclosure of related party transactions on consolidated basis	*23(9)*	Yes	
Composition of Board of Directors of unlisted material Subsidiary	*24(1)*	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	*24(2),(3),(4),(5) & (6)*	Yes	
Annual Secretarial Compliance Report	*24(A)*	Yes	
Alternate Director to Independent Director	*25(1)*	Yes	
Maximum Tenure	*25(2)*	Yes	
Meeting of independent directors	*25(3) & (4)*	Yes	
Familiarization of independent directors	*25(7)*	Yes	
Declaration from Independent Director	*25(8) & (9)*	Yes	
D & O Insurance for Independent Directors	*25(10)*	Yes	
Memberships in Committees	*26(1)*	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	*26(3)*	Yes	
Disclosure of Shareholding by Non- Executive Directors	*26(4)*	Yes	
Policy with respect to Obligations of directors and senior management	*26(2) & 26(5)*	Yes	

Other Information	

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	

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