

Corporate Governance Report

Name of Listed Entity - **Oracle Financial Services Software Limited**
Quarter ending - **31-March-2022**

Composition of Board of Director

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number 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	Executive Director,CEO-MD	25 Oct 2010	04 Aug 2021	-	-	1	1	0
Mr	S VENKATACHALAM	Non-Executive - Independent Director,Chairperson,Shareholder Director	25 Oct 2010	14 Aug 2018	-	36.00	1	1	1
Mr	HARINDERJIT SINGH	Non-Executive - Non Independent Director	10 Jul 2013	18 Aug 2020	-	-	1	0	0
Mr	RICHARD DAVID JACKSON	Non-Executive - Independent Director	12 Dec 2012	14 Aug 2018	-	36.00	1	0	1
Mr	SRIDHAR SRINIVASAN	Non-Executive - Independent Director	23 Jul 2015	08 Aug 2019	-	24.00	3	4	0
Mrs	KIMBERLY WOOLLEY	Non-Executive - Non Independent Director	29 Mar 2017	04 Aug 2021	-	-	1	0	0
Mr	VINCENT SECONDO GRELLI	Non-Executive - Non Independent Director	02 Nov 2018	04 Aug 2021	-	-	1	1	0
Mr	YONG MENG KAU	Non-Executive - Non Independent Director	02 Nov 2018	02 Nov 2018	-	-	1	0	0
Mrs	JANE MURPHY	Non-Executive - Independent Director	13 Feb 2019	13 Feb 2019	-	37.00	1	1	0
Mr	MAKARAND PADALKAR	Executive Director	09 May 2019	09 May 2019	-	-	1	1	0

Composition of Committee

Audit Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
RICHARD DAVID JACKSON	Non-Executive - Independent Director,Chairperson	16-12-2014	-
JANE MURPHY	Non-Executive - Independent Director,Member	09-05-2019	-
S VENKATACHALAM	Non-Executive - Independent Director,Member	25-10-2010	-
SRIDHAR SRINIVASAN	Non-Executive - Independent Director,Member	13-02-2019	-
VINCENT SECONDO GRELLI	Non-Executive - Non Independent Director,Member	29-01-2021	-
Nomination and remuneration committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
RICHARD DAVID JACKSON	Non-Executive - Independent Director,Chairperson	10-04-2013	-
HARINDERJIT SINGH	Non-Executive - Non Independent Director,Member	11-07-2013	-
SRIDHAR SRINIVASAN	Non-Executive - Independent Director,Member	23-07-2015	-

Risk Management Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
SRIDHAR SRINIVASAN	Non-Executive - Independent Director,Chairperson	09-11-2016	-
CHAITANYA KAMAT	Executive Director,Member	12-11-2014	-
MAKARAND PADALKAR	Executive Director,Member	12-09-2014	-
Corporate Social Responsibility Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
HARINDERJIT SINGH	Non-Executive - Non Independent Director,Chairperson	09-11-2016	-
S VENKATACHALAM	Non-Executive - Independent Director,Member	16-05-2014	-
CHAITANYA KAMAT	Executive Director,Member	16-05-2014	-

Corporate Social Responsibility Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
HARINDERJIT SINGH	Non-Executive - Non Independent Director,Chairperson	09-11-2016	-
S VENKATACHALAM	Non-Executive - Independent Director,Member	16-05-2014	-
CHAITANYA KAMAT	Executive Director,Member	16-05-2014	-

ESOP Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
S VENKATACHALAM	Non-Executive - Independent Director,Chairperson	-	-
CHAITANYA KAMAT	Executive Director,Member	-	-
SRIDHAR SRINIVASAN	Non-Executive - Independent Director,Member	-	-
MAKARAND PADALKAR	Executive Director,Member	-	-

Transfer Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
S VENKATACHALAM	Non-Executive - Independent Director,Chairperson	-	-
MAKARAND PADALKAR	Executive Director,Member	-	-

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	Maximum gap between any two consecutive meeting (in number of days)
27 Oct 2021	-	0
-	19 Jan 2022	83
-	16 Mar 2022	55

Meeting Of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	-	Yes,	27 Oct 2021	0
Audit Committee	19 Jan 2022	Yes,	-	83
Audit Committee	16 Mar 2022	Yes,	-	55
Risk Management Committee	16 Mar 2022	Yes,	-	0
Nomination and remuneration committee	16 Mar 2022	Yes,	-	0
Stakeholders Relationship Committee	16 Mar 2022	Yes,	-	0

Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
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
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
5.This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes

Signatory Details

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

Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	Yes	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-
13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	-
17	Vigil mechanism	22	Yes	-
18	Disclosure of shareholding by non-executive directors	-	Yes	-
19	Policy for related party transaction	23(1),(5),(6), (7) & (8)	Yes	-

20	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
21	Approval for material related party transactions	23(4)	Yes	-
22	Composition of board of directors of unlisted material subsidiary	24(1)	Yes	-
23	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	-
24	Maximum directorship and tenure	25(1) & (2)	Yes	-
25	Meeting of independent directors	25(3) & (4)	Yes	-
26	Familiarization of independent directors	25(7)	Yes	-
27	Memberships in committees	26(1)	Yes	-
28	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
29	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
30	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-

Affirmation

Sr.	Particulars	Compliance status (Yes/No)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	Yes

Signatory Details

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

Additional Half Yearly Disclosure

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

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

Not Applicable

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			

II. Affirmations:

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: Onkarnath Banerjee Designation: Company Secretary and Compliance Officer	