

Corporate Governance Report

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

I. Composition of Board of Director

Disclosure of notes on composition of board of directors explanatory																			NA
Whether the listed entity has a Regular Chairperson																			Yes
Whether Chairperson 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)
					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	04-08-2021	-	-	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	-	48.00	1	1	1	1
3	Mr	HARINDERJIT SINGH	06628566	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	10-07-2013	18-08-2020	-	-	1	0	0	0
4	Mr	RICHARD JACKSON	06447687	Non-Executive - Independent Director	No	-	-	-	-	NA	-	12-12-2012	14-08-2018	-	48.00	1	1	0	1
5	Mr	SRIDHAR SRINIVASAN	07240718	Non-Executive - Independent Director	No	-	-	-	-	NA	-	23-07-2015	08-08-2019	-	36.00	3	3	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	-	49.00	1	1	1	0
10	Mr	MAKARAND PADALKAR	02115514	Executive Director	No	-	-	-	-	NA	-	09-05-2019	03-08-2022	-	-	1	0	1	0

II. Composition of Committee

Disclosure of notes on composition of committees explanatory				-			
Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	06447687	RICHARD DAVID JACKSON	Non-Executive - Independent Director	Chairperson	16-12-2014	-	-
2	08336710	JANE MURPHY	Non-Executive - Independent Director	Member	09-05-2019	-	-
3	00257819	S VENKATACHALAM	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			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
7	06447687	RICHARD DAVID JACKSON	Non-Executive - Independent Director	Chairperson	10-04-2013	-	-
8	06628566	HARINDERJIT SINGH	Non-Executive - Non Independent Director	Member	11-07-2013	-	-
9	07240718	SRIDHAR SRINIVASAN	Non-Executive - Independent Director	Member	23-07-2015	-	-
Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
10	00257819	S VENKATACHALAM	Non-Executive - Independent Director	Chairperson	25-10-2010	-	-
11	00969094	CHAITANYA KAMAT	Executive Director	Member	16-05-2014	-	-
12	02115514	MAKARAND PADALKAR	Executive Director	Member	22-08-2008	-	-
13	07240718	SRIDHAR SRINIVASAN	Non-Executive - Independent Director	Member	13-02-2019	-	-

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
14	07240718	SRIDHAR SRINIVASAN	Non-Executive - Independent Director	Chairperson	09-11-2016	-	-
15	00969094	CHAITANYA KAMAT	Executive Director	Member	12-11-2014	-	-
16	02115514	MAKARAND PADALKAR	Executive Director	Member	12-09-2014	-	-

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
17	06628566	HARINDERJIT SINGH	Non-Executive - Non Independent Director	Chairperson	09-11-2016	-	-
18	00257819	S VENKATACHALAM	Non-Executive - Independent Director	Member	16-05-2014	-	-
19	00969094	CHAITANYA KAMAT	Executive Director	Member	16-05-2014	-	-

ESOP Committee							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
20	00257819	S VENKATACHALAM	Non-Executive - Independent Director	Chairperson	-	-	-
21	00969094	CHAITANYA KAMAT	Executive Director	Member	-	-	-
22	07240718	SRIDHAR SRINIVASAN	Non-Executive - Independent Director	Member	-	-	-
23	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
24	00257819	S VENKATACHALAM	Non-Executive - Independent Director	Chairperson	-	-	-
25	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	19-10-2022	-	-	Yes	10.00	10	4
2	18-01-2023	90	-	Yes	10.00	10	4

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	19 Oct 2022	-	-	-	Yes	6	4	4	0
2	Audit Committee	18 Jan 2023	90	-	-	Yes	6	4	4	0
3	Stakeholders Relationship Committee	18 Jan 2023	-	-	-	Yes	4	2	2	0
4	Risk Management Committee	21 Feb 2023	33	-	-	Yes	3	1	1	0
5	Nomination and remuneration committee	27 Feb 2023	5	-	-	Yes	3	2	2	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

II. 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), 17(1A) & 17(1B)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Quorum of Board meeting	17(2A)	Yes	-
5	Review of compliance reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of conduct	17(5)	Yes	-
8	Fees or compensation	17(6)	Yes	-
9	Minimum information	17(7)	Yes	-
10	Compliance certificate	17(8)	Yes	-
11	Risk assessment and management	17(9)	Yes	-
12	Performance evaluation of independent directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of audit committee	18(1)	Yes	-
16	Meeting of audit committee	18(2)	Yes	-
17	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-

18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
20	Composition of stakeholder relationship committee	20(1), 20(2) & 20(2A)	Yes	-
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
23	Vigil mechanism	22	Yes	-
24	Policy for related party transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	-
25	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
26	Approval for material related party transactions	23(4)	Yes	-
27	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
28	Composition of board of directors of unlisted material subsidiary	24(1)	Yes	-
29	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
30	Annual Secretarial Compliance Report	24(A)	Yes	-
31	Alternate Director to Independent Director	25(1)	Yes	-
32	Maximum Tenure	25(2)	Yes	-
33	Meeting of independent directors	25(3) & (4)	Yes	-
34	Familiarization of independent directors	25(7)	Yes	-
35	Declaration from Independent Director	25(8) & (9)	Yes	-
36	D & O Insurance for Independent Directors	25(10)	Yes	-

37	Meeting of Risk Management Committee	21(3A)	Yes	-
38	Memberships in committees	26(1)	Yes	-
39	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
40	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
41	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-
Any other information to be provided				-

Annexure II

Name of signatory	Onkarnath Banerjee
Designation	Company Secretary and Compliance Officer

III. Affirmation

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

Annexure II		
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	Not Applicable
Reason for Non Applicability	Not Applicable

(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
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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
Place	--
Date	--