Corporate Governance Report

1. Name of Listed Entity - **Oracle Financial Services Software Limited**
2. Quarter ending - **30-Sept-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	2
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

b. 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

c. **Risk Management Committee**

Sr. No.	*Name of the Director*	*Category*	*Chairperson/Membership*	Appointment Date	Cessation Date
1	Sridhar Srinivasan	ID	Chairperson	09-Nov-2016	
1	Makarand Padalkar	ED	Member	12-Sep-2014	
2	Chaitanya Kamat	ED	Member	12-Nov-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. **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	23-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**
08-May-2020	11-Aug-2020	Yes	10	4
14-May-2020	09-Sep-2020	Yes	10	4
24-Jun-2020		Yes	10	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	47

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	08-May-2020		Yes	4	4
Audit Committee	14-May-2020		Yes	4	4
Audit Committee		11-Aug-2020	Yes	4	4

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	88

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 III

Affirmations

Broad Heading	***Regulation Number***	***Compliance Status***	***Company Remark***
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	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Name : Onkarnath Banerjee
Designation : Company Secretary & Compliance Officer