

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: Oracle Financial Services Software Limited

Scrip Code: BSE – 532466 ; NSE - OFSS

Quarter ended : December 31, 2013

Particulars		Clause of Listing agreement	Compliance Status Yes/No	Remarks
I	Board of Directors	49 I		
(A)	Composition of Board	49 (IA)	Yes	The composition of the Board is as follows:- <u>Non-Executive Independent Directors:</u> 1) Mr. S. Venkatachalam – Chairman 2) Mr. Richard Jackson 3) Mr. Yashodhan M. Kale <u>Executive Director:</u> 1) Mr. Chaitanya Kamat - Managing Director & Chief Executive Officer <u>Non-Executive & Non-Independent Directors:</u> 1) Mr. Derek Williams 2) Mr. Harinderjit Singh 3) Mr. Robert Kirby Weiler 4) Ms. Samantha Wellington 5) Mr. William Corey West
(B)	Non - Executive Directors' Compensation & disclosures	49 (IB)	Yes	For Financial Year 2012-13, the disclosure is made in Annual Report 2012-13 and for Financial Year 2013-14, the disclosure will be made in Annual Report 2013-14.
(C)	Other provisions as to Board and Committees	49 (IC)	Yes	
(D)	Code of Conduct	49 (ID)	Yes	The Company has implemented the Code of Ethics and Business Conduct & has placed the same on its website: http://www.oracle.com/us/industries/financial-services/046571.html
II	Audit Committee	49 II		
(A)	Qualified & Independent Audit Committee	49 (IIA)	Yes	The Constitution of Audit Committee : (1) Mr. Y. M. Kale - Chairman of the Committee (2) Mr. S. Venkatachalam - Member (3) Mr. William Corey West - Member
(B)	Meetings of Audit Committee	49 (IIB)	Yes	
(C)	Powers of Audit Committee	49 (IIC)	Yes	
(D)	Role of Audit Committee	49 (IID)	Yes	
(E)	Review of Information by Audit Committee	49 (IIE)	Yes	
III	Subsidiary Companies	49 III (i)	NA	The Company does not have "material non-listed Indian Subsidiary" Company as defined under Clause 49 of the listing agreement.

IV	Disclosures	49 IV		
(A)	Basis of related party transactions	49 (IVA)	Yes	
(B)	Disclosure of Accounting Treatment	49(IVB)	Yes	
(C)	Board Disclosures	49 (IVC)	Yes	
(D)	Proceeds from public issues, rights issues, preferential issues etc	49 (IVD)	Yes	No longer relevant as the proceeds have been fully utilized.
(E)	Remuneration of Directors	49 (IVE)	Yes	For Financial Year 2012-13, the disclosure is made in Annual Report 2012-13 and for Financial Year 2013-14, the disclosure will be made in Annual Report 2013-14.
(F)	Management	49 (IVF)	Yes	For Financial Year 2012-13, the disclosure is made in Annual Report 2012-13 and for Financial Year 2013-14, the disclosure will be made in Annual Report 2013-14.
(G)	Shareholders	49 (IVG)	Yes	The Company has a Shareholders' Grievance Committee.
V	CEO/CFO Certification	49 V	Yes	For Financial Year 2012-13, the disclosure is made in Annual Report 2012-13 and for Financial Year 2013-14, the disclosure will be made in Annual Report 2013-14.
VI	Report on Corporate Governance	49 VI	Yes	For Financial Year 2012-13, the disclosure is made in Annual Report 2012-13 and for Financial Year 2013-14, the disclosure will be made in Annual Report 2013-14.
VII	Compliance	49 VII	Yes	For the Financial Year 2012-13, the same has been complied and it will be complied for the Financial Year 2013-14.

For Oracle Financial Services Software Limited

Hoshi D. Bhagwagar
Company Secretary
and Compliance Officer