

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**Name of the Company: Oracle Financial Services Software Limited****Scrip Code: NSE – OFSS, BSE – 532466****Quarter ended : December 31, 2015**

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)
Mr.	Venkatachalam Sambasiavn	DIN-00257819	Chairperson/ Non-Executive/ Independent	25/10/2010	From 01/04/2014 until 31/03/2019	1	1	1
Mr.	Chaitanya Madhukar Kamat	DIN-00969094	Executive	25/10/2010	-	1	1	-
Mr.	Derek Harold Williams	DIN-01266532	Non- Executive	01/05/2007	-	1	-	-
Mr.	Harinderjit Singh	DIN-06628566	Non- Executive	10/07/2013	-	1	-	-
Ms.	Maria Smith	DIN-07182337	Non- Executive	23/07/2015	-	1	1	-

Mr.	Richard David Jackson	DIN-06447687	Independent / Non- Executive	12/12/2012	From 01/04/2014 until 31/03/2019	1	-	1
Mr.	Robert Kirby Weiler	DIN-01531399	Non- Executive	04/07/2011	-	1	-	-
Ms.	Samantha Wellington	DIN-02054439	Non- Executive	10/04/2013	-	1	-	-
Mr.	Sridhar Srinivasan	DIN-07240718	Independent / Non- Executive	23/07/2015	From 23/07/2015 until 31/03/2020	1	-	-

[§]PAN number of any director would not be displayed on the website of the Company and Stock Exchanges

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]
1. Audit Committee	Mr. Richard David Jackson	Chairperson- Independent-Non-Executive
	Ms. Maria Smith	Non- Executive
	Mr. Venkatachalam Sambasiavn	Independent-Non-Executive
2. Nomination & Remuneration Committee	Mr. Richard David Jackson	Chairperson- Independent-Non-Executive
	Mr. Harinderjit Singh	Non- Executive
	Mr. Sridhar Srinivasan	Independent-Non-Executive
3. Risk Management Committee(if applicable)	Ms. Samantha Wellington	Chairperson- Non-Executive
	Mr. Derek Harold Williams	Non- Executive
	Mr. Chaitanya Kamat	Executive
	Mr. Makarand Padalkar	Executive
	Mr. Jayant Joshi	Executive
4. Stakeholders Relationship Committee'	Mr. Venkatachalam Sambasiavn	Chairperson- Independent-Non-Executive
	Mr. Chaitanya Kamat	Executive
	Mr. Makarand Padalkar	Executive

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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	Maximum gap between any two consecutive (in number of days)	
(July 2015 to September 2015)		(October 2015 to December 2015)		
July 23, 2015		November 5, 2015	55 days (September 12, 2015 to November 4, 2015)	
August 6, 2015				
September 11, 2015				
IV. Meeting of Committees				
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*
(October 2015 to December 2015)			(July 2015 to September 2015)	
November 5, 2015	Audit Committee	Yes	August 6, 2015	91 Days (August 7, 2015 to November 4, 2015)
November 5, 2015	Nomination and Remuneration Committee	Yes	September 11, 2015	55 days (September 12, 2015 to November 4, 2015)

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
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
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.	

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 **Yes**
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **None**

Sd/-
Onkarnath Banerjee

Company Secretary / Compliance Officer