

September 8, 2016

|                                                                                                                                                                                                                     |                                                                                                                                                                                       |
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| To,<br><br>Asst. Vice President<br>Listing & Compliance<br><b>National Stock Exchange of India Limited</b><br>Exchange Plaza<br>Bandra-Kurla Complex<br>Bandra (East)<br>Mumbai 400 051<br><b>Scrip Code – OFSS</b> | To,<br><br>Asst. General Manager<br>Listing & Compliance<br><b>BSE Ltd.</b><br>1st Floor, Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai 400 001<br><b>Scrip Code – 532466</b> |
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**Sub: Outcome of Annual General Meeting**

Dear Sir,

This is to inform you that the Twenty Seventh Annual General Meeting ('AGM') of the Members of the Company was held on September 7, 2016 at The Westin Mumbai Garden City, International Business Park, Oberoi Garden City, Goregaon (East), Mumbai 400 063

In this regard, please find attached the following:

1. Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 along with the Scrutinizer's Report (Annexure A and Annexure B), respectively.
2. Proceedings of the Annual General Meeting under Regulation 30, part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Annexure C)

All resolutions as mentioned in the notice to members for the AGM were passed with requisite majority.

The above documents will also be uploaded on the Company's website.

This is for your information please.

Thanking you,

Yours sincerely,

**For Oracle Financial Services Software Limited**



*O. Banerjee*  
**Onkarnath Banerjee**  
**Company Secretary & Compliance Officer**

Encl: as above

## ANNEXURE 'A'

## Voting Results as per Regulation 44(3) of the Listing Regulations

| Sr. No. | Particulars                                                                  |                              |
|---------|------------------------------------------------------------------------------|------------------------------|
| 1       | Date of the Annual General Meeting ('AGM')                                   |                              |
| 2       | Total number of shareholders on record date, i.e., August 31, 2016           |                              |
| 3       | No. of Shareholders present in the meeting either in person or through proxy | Promoters and Promoter Group |
|         |                                                                              | Public                       |
| 4       | No. of Shareholders attended the meeting through Video Conferencing          | Promoters and Promoter Group |
|         |                                                                              | Public                       |



September 7, 2016

23,468

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159

NA

NA

| Resolution Required : (Ordinary)                                          |                | 1 - Adoption of audited Consolidated and Unconsolidated Balance Sheets as on March 31, 2016, the Consolidated and Unconsolidated Statements of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon. |                     |                                         |                        |                      |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No.                                                                                                                                                                                                                                                                |                     |                                         |                        |                      |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held                                                                                                                                                                                                                                                 | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of Votes Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                                                                                                                                                                                                                                                                | [2]                 | [3]={[2]/[1]}*100                       | [4]                    | [5]                  | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group                                               | E-Voting       |                                                                                                                                                                                                                                                                    | 63051197            | 100.0000                                | 63051197               | 0                    | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                                                                                                                                                                                                                                                                    | 0                   | 0.0000                                  | 0                      | 0                    | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  | 63051197                                                                                                                                                                                                                                                           | 0                   | 0.0000                                  | 0                      | 0                    | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                                                                                                                                                                                                                                                                    | <b>63051197</b>     | <b>100.0000</b>                         | <b>63051197</b>        | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions                                                       | E-Voting       |                                                                                                                                                                                                                                                                    | 5872481             | 39.8333                                 | 5872481                | 0                    | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                                                                                                                                                                                                                                                                    | 0                   | 0.0000                                  | 0                      | 0                    | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  | 14742637                                                                                                                                                                                                                                                           | 0                   | 0.0000                                  | 0                      | 0                    | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                                                                                                                                                                                                                                                                    | <b>5872481</b>      | <b>39.8333</b>                          | <b>5872481</b>         | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions                                                   | E-Voting       |                                                                                                                                                                                                                                                                    | 78635               | 1.0894                                  | 78635                  | 0                    | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                                                                                                                                                                                                                                                                    | 16327               | 0.2262                                  | 16327                  | 0                    | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  | 7218186                                                                                                                                                                                                                                                            | 0                   | 0.0000                                  | 0                      | 0                    | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                                                                                                                                                                                                                                                                    | <b>94962</b>        | <b>1.3156</b>                           | <b>94962</b>           | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>                                                              |                | <b>85012020</b>                                                                                                                                                                                                                                                    | <b>69018640</b>     | <b>81.1869</b>                          | <b>69018640</b>        | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |



| Resolution Required : (Ordinary)                                          |                |                    | 2 - Appointment of a Director in place of Robert K Weiler (DIN: 01531399), who retires by rotation and, being eligible, offers himself for re- appointment |                                         |                          |                        |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No.                                                                                                                                                        |                                         |                          |                        |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                                                                                        | % of Votes polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                                                                                                        | [3]={[2]/[1]}*100                       | [4]                      | [5]                    | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group                                               | E- Voting      | 63051197           | 63051197                                                                                                                                                   | 100.0000                                | 63051197                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                                                                                                          | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                          | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                    | <b>63051197</b>                                                                                                                                            | <b>100.0000</b>                         | <b>63051197</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions                                                       | E- Voting      | 14742637           | 6054954                                                                                                                                                    | 41.0710                                 | 3642400                  | 2412554                | 60.1557                              | 39.8443                            |
|                                                                           | Poll           |                    | 0                                                                                                                                                          | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                          | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                    | <b>6054954</b>                                                                                                                                             | <b>41.0710</b>                          | <b>3642400</b>           | <b>2412554</b>         | <b>60.1557</b>                       | <b>39.8443</b>                     |
| Public Non Institutions                                                   | E- Voting      | 7218186            | 78635                                                                                                                                                      | 1.0894                                  | 78635                    | 0                      | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 16327                                                                                                                                                      | 0.2262                                  | 16327                    | 0                      | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                          | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                    | <b>94962</b>                                                                                                                                               | <b>1.3156</b>                           | <b>94962</b>             | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>                                                              |                | <b>85012020</b>    | <b>69201113</b>                                                                                                                                            | <b>81.4016</b>                          | <b>66788559</b>          | <b>2412554</b>         | <b>96.5137</b>                       | <b>3.4863</b>                      |

| Resolution Required : (Ordinary)                                          |                | 3 - Appointment of a Director in place of Mr. Harinderjit Singh (DIN: 06628566), who retires by rotation and, being eligible, offers himself for re-appointment. |                         |                                                           |                              |                            |                                                        |                                                      |
|---------------------------------------------------------------------------|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No.                                                                                                                                                              |                         |                                                           |                              |                            |                                                        |                                                      |
| Category                                                                  | Mode of Voting | No. of shares held [1]                                                                                                                                           | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]={[2]/[1]}*100 | No. of Votes – in favour [4] | No. of Votes – Against [5] | % of Votes in favour on votes polled [6]={[4]/[2]}*100 | % of Votes against on votes polled [7]={[5]/[2]}*100 |
| Promoter and Promoter Group                                               | E-Voting       | 63051197                                                                                                                                                         | 63051197                | 100.0000                                                  | 63051197                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll           |                                                                                                                                                                  | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot  |                                                                                                                                                                  | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>   |                                                                                                                                                                  | <b>63051197</b>         | <b>100.0000</b>                                           | <b>63051197</b>              | <b>0</b>                   | <b>100.0000</b>                                        | <b>0.0000</b>                                        |
| Public Institutions                                                       | E-Voting       | 14742637                                                                                                                                                         | 5886547                 | 39.9287                                                   | 3445957                      | 2440590                    | 58.5395                                                | 41.4605                                              |
|                                                                           | Poll           |                                                                                                                                                                  | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot  |                                                                                                                                                                  | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>   |                                                                                                                                                                  | <b>5886547</b>          | <b>39.9287</b>                                            | <b>3445957</b>               | <b>2440590</b>             | <b>58.5395</b>                                         | <b>41.4605</b>                                       |
| Public Non Institutions                                                   | E-Voting       | 7218186                                                                                                                                                          | 78635                   | 1.0894                                                    | 78635                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll           |                                                                                                                                                                  | 16327                   | 0.2262                                                    | 16327                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot  |                                                                                                                                                                  | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>   |                                                                                                                                                                  | <b>94962</b>            | <b>1.3156</b>                                             | <b>94962</b>                 | <b>0</b>                   | <b>100.0000</b>                                        | <b>0.0000</b>                                        |
| <b>Total</b>                                                              |                | <b>85012020</b>                                                                                                                                                  | <b>69032706</b>         | <b>81.2035</b>                                            | <b>66592116</b>              | <b>2440590</b>             | <b>96.4646</b>                                         | <b>3.5354</b>                                        |

| Resolution Required : (Ordinary)                                          |                | 4 - Declaration of a final dividend of Rs.100 per equity share for financial year ended March 31, 2016. |                     |                                         |                          |                        |                                      |                                    |
|---------------------------------------------------------------------------|----------------|---------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No.                                                                                                     |                     |                                         |                          |                        |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held                                                                                      | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group                                               |                | [1]                                                                                                     | [2]                 | $[3]=\{[2]/[1]\} \times 100$            | [4]                      | [5]                    | $[6]=\{[4]/[2]\} \times 100$         | $[7]=\{[5]/[2]\} \times 100$       |
|                                                                           | E-Voting       | 63051197                                                                                                | 63051197            | 100.0000                                | 63051197                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                                                                                                         | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               |                                    |
|                                                                           | Postal Ballot  |                                                                                                         | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               |                                    |
|                                                                           | Total          |                                                                                                         | 63051197            | 100.0000                                | 63051197                 | 0                      | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       | 14742637                                                                                                | 6054954             | 41.0710                                 | 6054954                  | 0                      | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                                                                                                         | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               |                                    |
|                                                                           | Postal Ballot  |                                                                                                         | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               |                                    |
|                                                                           | Total          |                                                                                                         | 6054954             | 41.0710                                 | 6054954                  | 0                      | 100.0000                             | 0.0000                             |
| Public Non Institutions                                                   | E-Voting       | 7218186                                                                                                 | 78635               | 1.0894                                  | 78635                    | 0                      | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                                                                                                         | 16327               | 0.2262                                  | 16327                    | 0                      | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                                                                                                         | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               |                                    |
|                                                                           | Total          |                                                                                                         | 94962               | 1.3156                                  | 94962                    | 0                      | 100.0000                             | 0.0000                             |
| Total                                                                     |                | 85012020                                                                                                | 69201113            | 81.4016                                 | 69201113                 | 0                      | 100.0000                             | 0.0000                             |



| Resolution Required : (Ordinary)                                          |                | 5 - Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W/E300004) as the Statutory Auditors of the Company and to fix their remuneration |                         |                                                           |                              |                            |                                                        |                                                      |
|---------------------------------------------------------------------------|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No.                                                                                                                                                                                                               |                         |                                                           |                              |                            |                                                        |                                                      |
| Category                                                                  | Mode of Voting | No. of shares held [1]                                                                                                                                                                                            | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]={[2]/[1]}*100 | No. of Votes – in favour [4] | No. of Votes – Against [5] | % of Votes in favour on votes polled [6]={[4]/[2]}*100 | % of Votes against on votes polled [7]={[5]/[2]}*100 |
| Promoter and Promoter Group                                               | E-Voting       | 63051197                                                                                                                                                                                                          | 63051197                | 100.0000                                                  | 63051197                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll           |                                                                                                                                                                                                                   | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot  |                                                                                                                                                                                                                   | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>   |                                                                                                                                                                                                                   | <b>63051197</b>         | <b>100.0000</b>                                           | <b>63051197</b>              | <b>0</b>                   | <b>100.0000</b>                                        | <b>0.0000</b>                                        |
| Public Institutions                                                       | E-Voting       | 14742637                                                                                                                                                                                                          | 5877097                 | 39.8646                                                   | 5781819                      | 95278                      | 98.3788                                                | 1.6212                                               |
|                                                                           | Poll           |                                                                                                                                                                                                                   | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot  |                                                                                                                                                                                                                   | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>   |                                                                                                                                                                                                                   | <b>5877097</b>          | <b>39.8646</b>                                            | <b>5781819</b>               | <b>95278</b>               | <b>98.3788</b>                                         | <b>1.6212</b>                                        |
| Public Non Institutions                                                   | E-Voting       | 7218186                                                                                                                                                                                                           | 78635                   | 1.0894                                                    | 78635                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll           |                                                                                                                                                                                                                   | 16327                   | 0.2262                                                    | 16327                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot  |                                                                                                                                                                                                                   | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>   |                                                                                                                                                                                                                   | <b>94962</b>            | <b>1.3156</b>                                             | <b>94962</b>                 | <b>0</b>                   | <b>100.0000</b>                                        | <b>0.0000</b>                                        |
| <b>Total</b>                                                              |                | <b>85012020</b>                                                                                                                                                                                                   | <b>69023256</b>         | <b>81.1923</b>                                            | <b>68927978</b>              | <b>95278</b>               | <b>99.8620</b>                                         | <b>0.1380</b>                                        |

| Resolution Required : (Ordinary)                                          |                | 6 - Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W/E300004), as the Branch Auditors of the Company and to fix their remuneration |                         |                                                           |                              |                            |                                                        |                                                      |
|---------------------------------------------------------------------------|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No.                                                                                                                                                                                                             |                         |                                                           |                              |                            |                                                        |                                                      |
| Category                                                                  | Mode of Voting | No. of shares held [1]                                                                                                                                                                                          | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]={[2]/[1]}*100 | No. of Votes – in favour [4] | No. of Votes – Against [5] | % of Votes in favour on votes polled [6]={[4]/[2]}*100 | % of Votes against on votes polled [7]={[5]/[2]}*100 |
| Promoter and Promoter Group                                               | E-Voting       | 63051197                                                                                                                                                                                                        | 63051197                | 100.0000                                                  | 63051197                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll           |                                                                                                                                                                                                                 | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot  |                                                                                                                                                                                                                 | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>   |                                                                                                                                                                                                                 | <b>63051197</b>         | <b>100.0000</b>                                           | <b>63051197</b>              | <b>0</b>                   | <b>100.0000</b>                                        | <b>0.0000</b>                                        |
| Public Institutions                                                       | E-Voting       | 14742637                                                                                                                                                                                                        | 5877097                 | 39.8646                                                   | 5876993                      | 104                        | 99.9982                                                | 0.0018                                               |
|                                                                           | Poll           |                                                                                                                                                                                                                 | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot  |                                                                                                                                                                                                                 | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>   |                                                                                                                                                                                                                 | <b>5877097</b>          | <b>39.8646</b>                                            | <b>5876993</b>               | <b>104</b>                 | <b>99.9982</b>                                         | <b>0.0018</b>                                        |
| Public Non Institutions                                                   | E-Voting       | 7218186                                                                                                                                                                                                         | 78635                   | 1.0894                                                    | 78635                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll           |                                                                                                                                                                                                                 | 16327                   | 0.2262                                                    | 16327                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot  |                                                                                                                                                                                                                 | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>   |                                                                                                                                                                                                                 | <b>94962</b>            | <b>1.3156</b>                                             | <b>94962</b>                 | <b>0</b>                   | <b>100.0000</b>                                        | <b>0.0000</b>                                        |
| <b>Total</b>                                                              |                | <b>85012020</b>                                                                                                                                                                                                 | <b>69023256</b>         | <b>81.1923</b>                                            | <b>69023152</b>              | <b>104</b>                 | <b>99.9998</b>                                         | <b>0.0002</b>                                        |



| Resolution Required : (Ordinary)                                          |                | 7 - Re-appointment and terms of remuneration payable to Mr. Chaitanya Kamat (DIN 00969094) as Managing Director and Chief Executive Officer of the Company for the next five years, i.e., from October 25, 2016 to October 24, 2021. |                     |                                         |                          |                        |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No.                                                                                                                                                                                                                                  |                     |                                         |                          |                        |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held                                                                                                                                                                                                                   | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group                                               |                | [1]                                                                                                                                                                                                                                  | [2]                 | $[3]=\{[2]/[1]\} \times 100$            | [4]                      | [5]                    | $[6]=\{[4]/[2]\} \times 100$         | $[7]=\{[5]/[2]\} \times 100$       |
|                                                                           | E-Voting       | 63051197                                                                                                                                                                                                                             | 63051197            | 100.0000                                | 63051197                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                                                                                                                                                                                                                                      | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               |                                    |
|                                                                           | Postal Ballot  |                                                                                                                                                                                                                                      | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               |                                    |
|                                                                           | Total          |                                                                                                                                                                                                                                      | 63051197            | 100.0000                                | 63051197                 | 0                      | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       | 14742637                                                                                                                                                                                                                             | 6054954             | 41.0710                                 | 6050992                  | 3962                   | 99.9346                              | 0.0654                             |
|                                                                           | Poll           |                                                                                                                                                                                                                                      | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               |                                    |
|                                                                           | Postal Ballot  |                                                                                                                                                                                                                                      | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               |                                    |
|                                                                           | Total          |                                                                                                                                                                                                                                      | 6054954             | 41.0710                                 | 6050992                  | 3962                   | 99.9346                              | 0.0654                             |
| Public Non Institutions                                                   | E-Voting       | 7218186                                                                                                                                                                                                                              | 78635               | 1.0894                                  | 78634                    | 1                      | 99.9987                              | 0.0013                             |
|                                                                           | Poll           |                                                                                                                                                                                                                                      | 15993               | 0.2216                                  | 15993                    | 0                      | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                                                                                                                                                                                                                                      | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               |                                    |
|                                                                           | Total          |                                                                                                                                                                                                                                      | 94628               | 1.3110                                  | 94627                    | 1                      | 99.9989                              | 0.0011                             |
| Total                                                                     |                | 85012020                                                                                                                                                                                                                             | 69200779            | 81.4012                                 | 69196816                 | 3963                   | 99.9943                              | 0.0057                             |

| Resolution Required : (Special)                                           |                | 8 - Payment of commission to Non-Executive Directors of the Company for the next five years, i.e., from April 1, 2017 to March 31, 2022 |                         |                                                           |                              |                            |                                                        |                                                      |
|---------------------------------------------------------------------------|----------------|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No.                                                                                                                                     |                         |                                                           |                              |                            |                                                        |                                                      |
| Category                                                                  | Mode of Voting | No. of shares held [1]                                                                                                                  | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]={[2]/[1]}*100 | No. of Votes – in favour [4] | No. of Votes – Against [5] | % of Votes in favour on votes polled [6]={[4]/[2]}*100 | % of Votes against on votes polled [7]={[5]/[2]}*100 |
| Promoter and Promoter Group                                               | E-Voting       | 63051197                                                                                                                                | 63051197                | 100.0000                                                  | 63051197                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll           |                                                                                                                                         | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot  |                                                                                                                                         | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>   |                                                                                                                                         | <b>63051197</b>         | <b>100.0000</b>                                           | <b>63051197</b>              | <b>0</b>                   | <b>100.0000</b>                                        | <b>0.0000</b>                                        |
| Public Institutions                                                       | E-Voting       | 14742637                                                                                                                                | 5955804                 | 40.3985                                                   | 5952673                      | 3131                       | 99.9474                                                | 0.0526                                               |
|                                                                           | Poll           |                                                                                                                                         | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot  |                                                                                                                                         | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>   |                                                                                                                                         | <b>5955804</b>          | <b>40.3985</b>                                            | <b>5952673</b>               | <b>3131</b>                | <b>99.9474</b>                                         | <b>0.0526</b>                                        |
| Public Non Institutions                                                   | E-Voting       | 7218186                                                                                                                                 | 78635                   | 1.0894                                                    | 78336                        | 299                        | 99.6198                                                | 0.3802                                               |
|                                                                           | Poll           |                                                                                                                                         | 15993                   | 0.2216                                                    | 15993                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot  |                                                                                                                                         | 0                       | 0.0000                                                    | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | <b>Total</b>   |                                                                                                                                         | <b>94628</b>            | <b>1.3110</b>                                             | <b>94329</b>                 | <b>299</b>                 | <b>99.6840</b>                                         | <b>0.3160</b>                                        |
| <b>Total</b>                                                              |                | <b>85012020</b>                                                                                                                         | <b>69101629</b>         | <b>81.2845</b>                                            | <b>69098199</b>              | <b>3430</b>                | <b>99.9950</b>                                         | <b>0.0050</b>                                        |



# PRASHANT DIWAN

B.COM. L.L.B., F.C.S., A.I.C.W.A  
PRACTICING COMPANY SECRETARY

## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To  
**The Chairman**  
**Oracle Financial Services Software Limited**  
Oracle Park, Off. Western Express Highway  
Goregaon (East), Mumbai 400063

Dear Sir

- 1) The Board of Directors of the M/s. Oracle Financial Services Software Limited (CIN: L72200MH1989PLC053666) (hereinafter referred as the "Company") at its meeting held on 18<sup>th</sup> July, 2016 has appointed me as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for scrutinizing the Remote e-voting and Tab based voting at the venue of 27<sup>th</sup> Annual General Meeting (AGM) held on 7<sup>th</sup> September, 2016 in respect of resolutions as stated in the Notice of the 27<sup>th</sup> AGM of the Company.
- 2) I submit my report as under:
  - (a) The Company had completed on 11<sup>th</sup> August, 2016 the dispatch of Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 22<sup>nd</sup> July, 2016.
  - (b) As per provisions of the Companies Act, 2013 the number of votes cast in respect of any resolution will be counted according to the number of shares held by the concerned members. One share held will be equal to one vote.
  - (c) The members holding shares as on the "Cut off date" i.e. 31<sup>st</sup> August, 2016 were entitled for Remote e-voting on the proposed resolutions stated in the Notice of the AGM of the Company. The Remote e-voting period was commenced on Friday, 2<sup>nd</sup> September, 2016 from 9.00 a.m. IST and was concluded on Tuesday, 6<sup>th</sup> September, 2016 at 5.00 p.m. IST, the Remote e-voting services were provided by Central Depository Services (India) Ltd (CDSL).
  - (d) The Company had also made arrangements for tab based voting at the venue of 27<sup>th</sup> Annual General Meeting for the Members who have not availed remote e-voting facility.
  - (e) After counting of the votes cast at the Annual General Meeting as stated at point (d) above, the votes of Remote e-voting were unblocked on 7<sup>th</sup> September, 2016 at 5.16 p.m. IST in the presence of two witnesses CS Nikunj Kiri and CS Aashit Doshi who are not in the employment of the Company. The results of Remote e-voting alongwith the List of members who voted "For" and "Against" the resolution were downloaded from the e-voting website of CDSL.



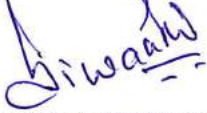


# PRASHANT DIWAN

B.COM. L.L.B., F.C.S., A.I.C.W.A  
PRACTICING COMPANY SECRETARY

- 3) The detailed report on Scrutinizing the Remote e-voting and Tab based voting at the venue of the AGM are enclosed herewith as under:
- (a) Annexure 1 – Consolidated Summary of Tab based voting and Remote e-voting
  - (b) Annexure 2 – Summary of Tab based voting at the venue of AGM
  - (c) Annexure 3 – Summary of Remote e-voting
  - (d) Annexure 4 – Consolidated Members Category Wise Voting Report (Resolution wise)
  - (e) Annexure 5 – Register of Tab based voting at the venue of AGM (Resolution wise)
  - (f) Annexure 6 – Register of Remote e-Voting (Resolution wise)
- 4) I hereby handover the registers / records for safe custody to Mr. S Venkatachalam, Chairman of the Company and of the said AGM.
- 5) You may accordingly declare the results of the voting conducted by Remote e-voting and Tab based voting at the venue of the AGM.

Thanking you  
Yours faithfully



**PRASHANT DIWAN**  
**SCRUTINIZER**



Place: Mumbai  
Date: 7<sup>th</sup> September, 2016

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 5.16 p.m. IST on 7<sup>th</sup> September, 2016.



1) CS Nikunj Kiri



2) CS Aashit Doshi

ANNEXURE 1

ORACLE FINANCIAL SERVICES SOFTWARE LIMITED

CONSOLIDATED SUMMARY OF TAB BASED VOTING AT THE VENUE OF AGM AND REMOTE e-VOTING.

| ITEM NO.<br>AS PER<br>AGM<br>NOTICE | PARTICULARS OF RESOLUTIONS                                                                                                                                                                                     | TOTAL NO. OF<br>FOLIOS VOTED | TOTAL<br>NUMBER OF<br>VOTES | INVALID<br>VOTES / NOT<br>VOTED | TOTAL VALID<br>VOTES | TOTAL<br>ASSENT<br>VOTES | % OF ASSENT<br>VOTES | TOTAL<br>DISSENT<br>VOTES | % OF DISSENT<br>VOTES |
|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|---------------------------------|----------------------|--------------------------|----------------------|---------------------------|-----------------------|
|                                     |                                                                                                                                                                                                                | 1                            | 2                           | 3                               | 4                    | 5                        | 6 =<br>(5/4*100)     | 7                         | 8 =<br>(7/4*100)      |
| 1                                   | Adoption of Balance Sheet as on March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.                           | 224                          | 69201113                    | 182473                          | 69018640             | 69018640                 | 100.00               | 0                         | 0.00                  |
| 2                                   | Appointment of a Director in place of Mr. Robert K Weiler (DIN: 01531399), who retires by rotation and, being eligible, offers himself for re-appointment                                                      | 224                          | 69201113                    | 0                               | 69201113             | 66788559                 | 96.51                | 2412554                   | 3.49                  |
| 3                                   | Appointment of a Director in place of Mr. Harinderjit Singh (DIN: 06628566), who retires by rotation and, being eligible, offers himself for re-appointment.                                                   | 224                          | 69201113                    | 168407                          | 69032706             | 66592116                 | 96.46                | 2440590                   | 3.54                  |
| 4                                   | Declaration of a final dividend of Rs. 100 per equity share for financial year ended March 31, 2016.                                                                                                           | 224                          | 69201113                    | 0                               | 69201113             | 69201113                 | 100.00               | 0                         | 0.00                  |
| 5                                   | Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W/E3000004) as the Statutory Auditors of the Company and to fix their remuneration | 224                          | 69201113                    | 177857                          | 69023256             | 68927978                 | 99.86                | 95278                     | 0.14                  |
| 6                                   | Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W/E3000004), as the Branch Auditors of the Company and to fix their remuneration.  | 224                          | 69201113                    | 177857                          | 69023256             | 69023152                 | 100.00               | 104                       | 0.00                  |
| 7                                   | Re-appointment and terms of remuneration payable to Mr. Chaitanya Kamat (DIN: 00969094) as Managing Director and Chief Executive Officer of the Company for the next five years.                               | 224                          | 69201113                    | 334                             | 69200779             | 69196816                 | 99.99                | 3963                      | 0.01                  |
| 8                                   | Payment of commission to Non-Executive Directors of the Company for the next five years                                                                                                                        | 224                          | 69201113                    | 99484                           | 69101629             | 69098199                 | 100.00               | 3430                      | 0.00                  |





ANNEXURE 2

ORACLE FINANCIAL SERVICES SOFTWARE LIMITED

SUMMARY OF TAB BASED VOTING AT THE VENUE OF THE ANNUAL GENERAL MEETING

| ITEM NO.<br>AS PER<br>AGM<br>NOTICE | PARTICULARS OF RESOLUTIONS                                                                                                                                                                                     | TOTAL<br>NO. OF FOLIO<br>VOTED | TOTAL<br>NUMBER OF<br>VOTES | INVALID<br>VOTES / NOT<br>VOTED | TOTAL VALID<br>VOTES | TOTAL<br>ASSENT<br>VOTES | % OF ASSENT<br>VOTES | TOTAL<br>DISSENT<br>VOTES | % OF DISSENT<br>VOTES |
|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-----------------------------|---------------------------------|----------------------|--------------------------|----------------------|---------------------------|-----------------------|
|                                     |                                                                                                                                                                                                                | 1                              | 2                           | 3                               | 4                    | 5                        | 6 =<br>(5/4*100)     | 7                         | 8 =<br>(7/4*100)      |
| 1                                   | Adoption of Balance Sheet as on March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon                            | 37                             | 16327                       | 0                               | 16327                | 16327                    | 100.00               | 0                         | 0.00                  |
| 2                                   | Appointment of a Director in place of Mr. Robert K Weiler (DIN: 01531399), who retires by rotation and, being eligible, offers himself for re-appointment                                                      | 37                             | 16327                       | 0                               | 16327                | 16327                    | 100.00               | 0                         | 0.00                  |
| 3                                   | Appointment of a Director in place of Mr. Harinderjit Singh (DIN: 06628566), who retires by rotation and, being eligible, offers himself for re-appointment.                                                   | 37                             | 16327                       | 0                               | 16327                | 16327                    | 100.00               | 0                         | 0.00                  |
| 4                                   | Declaration of a final dividend of Rs. 100 per equity share for financial year ended March 31, 2016.                                                                                                           | 37                             | 16327                       | 0                               | 16327                | 16327                    | 100.00               | 0                         | 0.00                  |
| 5                                   | Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W/E3000004) as the Statutory Auditors of the Company and to fix their remuneration | 37                             | 16327                       | 0                               | 16327                | 16327                    | 100.00               | 0                         | 0.00                  |
| 6                                   | Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W/E3000004), as the Branch Auditors of the Company and to fix their remuneration.  | 37                             | 16327                       | 0                               | 16327                | 16327                    | 100.00               | 0                         | 0.00                  |
| 7                                   | Re-appointment and terms of remuneration payable to Mr. Chaitanya Kamat (DIN: 00969094) as Managing Director and Chief Executive Officer of the Company for the next five years.                               | 37                             | 16327                       | 334                             | 15993                | 15993                    | 100.00               | 0                         | 0.00                  |
| 8                                   | Payment of commission to Non-Executive Directors of the Company for the next five years                                                                                                                        | 37                             | 16327                       | 334                             | 15993                | 15993                    | 100.00               | 0                         | 0.00                  |





ANNEXURE 3

ORACLE FINANCIAL SERVICES SOFTWARE LIMITED

SUMMARY OF REMOTE VOTING

| ITEM NO.<br>AS PER<br>AGM<br>NOTICE | PARTICULARS OF RESOLUTIONS                                                                                                                                                                                    | TOTAL<br>NO. OF FOLIO<br>VOTED | TOTAL<br>NUMBER OF<br>VOTES | INVALID<br>VOTES / NOT<br>VOTED | TOTAL VALID<br>VOTES | TOTAL<br>ASSENT<br>VOTES | % OF ASSENT<br>VOTES | TOTAL<br>DISSENT<br>VOTES | % OF DISSENT<br>VOTES |
|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-----------------------------|---------------------------------|----------------------|--------------------------|----------------------|---------------------------|-----------------------|
|                                     |                                                                                                                                                                                                               | 1                              | 2                           | 3                               | 4                    | 5                        | 6 =<br>(5/4*100)     | 7                         | 8 =<br>(7/4*100)      |
| 1                                   | Adoption of Balance Sheet as on March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.                          | 187                            | 69184786                    | 182473                          | 69002313             | 69002313                 | 100.00               | 0                         | 0.00                  |
| 2                                   | Appointment of a Director in place of Mr. Robert K Weiler (DIN: 01531399), who retires by rotation and, being eligible, offers himself for re-appointment                                                     | 187                            | 69184786                    | 0                               | 69184786             | 66772232                 | 96.51                | 2412554                   | 3.49                  |
| 3                                   | Appointment of a Director in place of Mr. Harinderjit Singh (DIN: 06628566), who retires by rotation and, being eligible, offers himself for re-appointment.                                                  | 187                            | 69184786                    | 168407                          | 69016379             | 66575789                 | 96.46                | 2440590                   | 3.54                  |
| 4                                   | Declaration of a final dividend of Rs. 100 per equity share for financial year ended March 31, 2016.                                                                                                          | 187                            | 69184786                    | 0                               | 69184786             | 69184786                 | 100.00               | 0                         | 0.00                  |
| 5                                   | Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W/E300004) as the Statutory Auditors of the Company and to fix their remuneration | 187                            | 69184786                    | 177857                          | 69006929             | 68911651                 | 99.86                | 95278                     | 0.14                  |
| 6                                   | Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W/E300004), as the Branch Auditors of the Company and to fix their remuneration.  | 187                            | 69184786                    | 177857                          | 69006929             | 69006825                 | 100.00               | 104                       | 0.00                  |
| 7                                   | Re-appointment and terms of remuneration payable to Mr. Chaitanya Kamat (DIN: 00969094) as Managing Director and Chief Executive Officer of the Company for the next five years.                              | 187                            | 69184786                    | 0                               | 69184786             | 69180823                 | 99.99                | 3963                      | 0.01                  |
| 8                                   | Payment of commission to Non-Executive Directors of the Company for the next five years                                                                                                                       | 187                            | 69184786                    | 99150                           | 69085636             | 69082206                 | 100.00               | 3430                      | 0.00                  |



ANNEXURE 4

Oracle Financial Services Software Limited

| Resolution Required : (Ordinary)                                          |                   |                    | 1 - Adoption of Balance Sheet as on March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon. |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|-------------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                   |                    | NO                                                                                                                                                                                       |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting    | No. of shares held | No. of votes polled                                                                                                                                                                      | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                   | [1]                | [2]                                                                                                                                                                                      | [3]={([2]/[1]})*100                     | [4]                      | [5]                   | [6]={([4]/[2]})*100                  | [7]={([5]/[2]})*100                |
| Promoter and Promoter Group                                               | E-Voting          | 63051197           | 63051197                                                                                                                                                                                 | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                                                                        | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 63051197                                                                                                                                                                                 | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting          | 14742637           | 5872481                                                                                                                                                                                  | 39.8333                                 | 5872481                  | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                                                                        | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 5872481                                                                                                                                                                                  | 39.8333                                 | 5872481                  | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions                                                   | E-Voting          | 7218186            | 78635                                                                                                                                                                                    | 1.0894                                  | 78635                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 16327                                                                                                                                                                                    | 0.2262                                  | 16327                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Total             |                    | 94962                                                                                                                                                                                    | 1.3156                                  | 94962                    | 0                     | 100.0000                             | 0.0000                             |
| Total                                                                     |                   | 85012020           | 69018640                                                                                                                                                                                 | 81.1869                                 | 69018640                 | 0                     | 100.0000                             | 0.0000                             |



**Oracle Financial Services Software Limited**

| Resolution Required : (Ordinary)                                          |                   |                    | 2 - Appointment of a Director in place of Robert K Weiler (DIN: 01531399), who retires by rotation and, being eligible, offers himself for re- appointment |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|-------------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                   |                    | NO                                                                                                                                                         |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting    | No. of shares held | No. of votes polled                                                                                                                                        | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                   | [1]                | [2]                                                                                                                                                        | [3]=([2]/[1])*100                       | [4]                      | [5]                   | [6]=([4]/[2])*100                    | [7]=([5]/[2])*100                  |
| Promoter and Promoter Group                                               | E-Voting          | 63051197           | 63051197                                                                                                                                                   | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                                          | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 63051197                                                                                                                                                   | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting          | 14742637           | 6054954                                                                                                                                                    | 41.0710                                 | 3642400                  | 2412554               | 60.1557                              | 39.8443                            |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                                          | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 6054954                                                                                                                                                    | 41.0710                                 | 3642400                  | 2412554               | 60.1557                              | 39.8443                            |
| Public Non Institutions                                                   | E-Voting          | 7218186            | 78635                                                                                                                                                      | 1.0894                                  | 78635                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 16327                                                                                                                                                      | 0.2262                                  | 16327                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Total             |                    | 94962                                                                                                                                                      | 1.3156                                  | 94962                    | 0                     | 100.0000                             | 0.0000                             |
| Total                                                                     |                   | 85012020           | 69201113                                                                                                                                                   | 81.4016                                 | 66788559                 | 2412554               | 96.5137                              | 3.4863                             |





**Oracle Financial Services Software Limited**

| Resolution Required : (Ordinary)                                          |                   |                    | 3 - Appointment of a Director in place of Mr. Harinderjit Singh (DIN: 06628566), who retires by rotation and, being eligible, offers himself for re-appointment. |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|-------------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                   |                    | NO                                                                                                                                                               |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting    | No. of shares held | No. of votes polled                                                                                                                                              | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                   | [1]                | [2]                                                                                                                                                              | [3]=[2]/[1]*100                         | [4]                      | [5]                   | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| Promoter and Promoter Group                                               | E-Voting          | 63051197           | 63051197                                                                                                                                                         | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                                                | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 63051197                                                                                                                                                         | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting          | 14742637           | 5886547                                                                                                                                                          | 39.9287                                 | 3445957                  | 2440590               | 58.5395                              | 41.4605                            |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                                                | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 5886547                                                                                                                                                          | 39.9287                                 | 3445957                  | 2440590               | 58.5395                              | 41.4605                            |
| Public Non Institutions                                                   | E-Voting          | 7218186            | 78635                                                                                                                                                            | 1.0894                                  | 78635                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 16327                                                                                                                                                            | 0.2262                                  | 16327                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Total             |                    | 94962                                                                                                                                                            | 1.3156                                  | 94962                    | 0                     | 100.0000                             | 0.0000                             |
| Total                                                                     |                   | 85012020           | 69032706                                                                                                                                                         | 81.2035                                 | 66592116                 | 2440590               | 96.4646                              | 3.5354                             |



**Oracle Financial Services Software Limited**

| Resolution Required : (Ordinary)                                          |                   |                    | 4 - Declaration of a final dividend of Rs.100 per equity share for financial year ended March 31, 2016. |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|-------------------|--------------------|---------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                   |                    | NO                                                                                                      |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting    | No. of shares held | No. of votes polled                                                                                     | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                   | [1]                | [2]                                                                                                     | $[3]=\frac{[2]}{[1]}\times 100$         | [4]                      | [5]                   | $[6]=\frac{[4]}{[2]}\times 100$      | $[7]=\frac{[5]}{[2]}\times 100$    |
| Promoter and Promoter Group                                               | E-Voting          | 63051197           | 63051197                                                                                                | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                       | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 63051197                                                                                                | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting          | 14742637           | 6054954                                                                                                 | 41.0710                                 | 6054954                  | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                       | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 6054954                                                                                                 | 41.0710                                 | 6054954                  | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions                                                   | E-Voting          | 7218186            | 78635                                                                                                   | 1.0894                                  | 78635                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 16327                                                                                                   | 0.2262                                  | 16327                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Total             |                    | 94962                                                                                                   | 1.3156                                  | 94962                    | 0                     | 100.0000                             | 0.0000                             |
| Total                                                                     |                   | 85012020           | 69201113                                                                                                | 81.4016                                 | 69201113                 | 0                     | 100.0000                             | 0.0000                             |



**Oracle Financial Services Software Limited**

| Resolution Required : (Ordinary)                                          |                   |                    | 5 - Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W/E300004) as the Statutory Auditors of the Company and to fix their remuneration |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|-------------------|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                   |                    | NO                                                                                                                                                                                                                |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting    | No. of shares held | No. of votes polled                                                                                                                                                                                               | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                   | [1]                | [2]                                                                                                                                                                                                               | $[3]=\{[2]/[1]\} \times 100$            | [4]                      | [5]                   | $[6]=\{[4]/[2]\} \times 100$         | $[7]=\{[5]/[2]\} \times 100$       |
| Promoter and Promoter Group                                               | E-Voting          | 63051197           | 63051197                                                                                                                                                                                                          | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                                                                                                 | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 63051197                                                                                                                                                                                                          | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting          | 14742637           | 5877097                                                                                                                                                                                                           | 39.8646                                 | 5781819                  | 95278                 | 98.3788                              | 1.6212                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                                                                                                 | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 5877097                                                                                                                                                                                                           | 39.8646                                 | 5781819                  | 95278                 | 98.3788                              | 1.6212                             |
| Public Non Institutions                                                   | E-Voting          | 7218185            | 78635                                                                                                                                                                                                             | 1.0894                                  | 78635                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 16327                                                                                                                                                                                                             | 0.2262                                  | 16327                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Total             |                    | 94962                                                                                                                                                                                                             | 1.3156                                  | 94962                    | 0                     | 100.0000                             | 0.0000                             |
| Total                                                                     |                   | 85012020           | 69023256                                                                                                                                                                                                          | 81.1923                                 | 68927978                 | 95278                 | 99.8620                              | 0.1380                             |





**Oracle Financial Services Software Limited**

| Resolution Required : (Ordinary)                                          |                   |                    | 6 - Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W/E300004), as the Branch Auditors of the Company and to fix their remuneration |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|-------------------|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                   |                    | NO                                                                                                                                                                                                              |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting    | No. of shares held | No. of votes polled                                                                                                                                                                                             | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                   | [1]                | [2]                                                                                                                                                                                                             | $[3]=([2]/[1])*100$                     | [4]                      | [5]                   | $[6]=([4]/[2])*100$                  | $[7]=([5]/[2])*100$                |
| Promoter and Promoter Group                                               | E-Voting          | 63051197           | 63051197                                                                                                                                                                                                        | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 63051197                                                                                                                                                                                                        | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting          | 14742637           | 5877097                                                                                                                                                                                                         | 39.8646                                 | 5876993                  | 104                   | 99.9982                              | 0.0018                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 5877097                                                                                                                                                                                                         | 39.8646                                 | 5876993                  | 104                   | 99.9982                              | 0.0018                             |
| Public Non Institutions                                                   | E-Voting          | 7218186            | 78635                                                                                                                                                                                                           | 1.0894                                  | 78635                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 16327                                                                                                                                                                                                           | 0.2262                                  | 16327                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Total             |                    | 94962                                                                                                                                                                                                           | 1.3156                                  | 94962                    | 0                     | 100.0000                             | 0.0000                             |
| Total                                                                     |                   | 85012020           | 69023256                                                                                                                                                                                                        | 81.1923                                 | 69023152                 | 104                   | 99.9998                              | 0.0002                             |



**Oracle Financial Services Software Limited**

| Resolution Required : (Ordinary)                                          |                   |                    | 7 - Re-appointment and terms of remuneration payable to Mr. Chaitanya Kamat (DIN 00969094) as Managing Director and Chief Executive Officer of the Company for the next five years, i.e., from October 25, 2016 to October 24, 2021. |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|-------------------|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                   |                    | NO                                                                                                                                                                                                                                   |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting    | No. of shares held | No. of votes polled                                                                                                                                                                                                                  | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                   | [1]                | [2]                                                                                                                                                                                                                                  | [3]=([2]/[1])*100                       | [4]                      | [5]                   | [6]=([4]/[2])*100                    | [7]=([5]/[2])*100                  |
| Promoter and Promoter Group                                               | E-Voting          | 63051197           | 63051197                                                                                                                                                                                                                             | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                                                                                                                    | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 63051197                                                                                                                                                                                                                             | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting          | 14742637           | 6054954                                                                                                                                                                                                                              | 41.0710                                 | 6050992                  | 3962                  | 99.9346                              | 0.0654                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                                                                                                                    | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 6054954                                                                                                                                                                                                                              | 41.0710                                 | 6050992                  | 3962                  | 99.9346                              | 0.0654                             |
| Public Non Institutions                                                   | E-Voting          | 7218186            | 78635                                                                                                                                                                                                                                | 1.0894                                  | 78634                    | 1                     | 99.9987                              | 0.0013                             |
|                                                                           | Tab voting at AGM |                    | 15993                                                                                                                                                                                                                                | 0.2216                                  | 15993                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Total             |                    | 94628                                                                                                                                                                                                                                | 1.3110                                  | 94627                    | 1                     | 99.9989                              | 0.0011                             |
| Total                                                                     |                   | 85012020           | 69200779                                                                                                                                                                                                                             | 81.4012                                 | 69196816                 | 3963                  | 99.9943                              | 0.0057                             |



**Oracle Financial Services Software Limited**

| Resolution Required : (Special)                                           |                   |                    | 8 - Payment of commission to Non-Executive Directors of the Company for the next five years, i.e., from April 1, 2017 to March 31, 2022 |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|-------------------|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                   |                    | NO                                                                                                                                      |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting    | No. of shares held | No. of votes polled                                                                                                                     | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                   | [1]                | [2]                                                                                                                                     | $[3]=\frac{[2]}{[1]}\times 100$         | [4]                      | [5]                   | $[6]=\frac{[4]}{[2]}\times 100$      | $[7]=\frac{[5]}{[2]}\times 100$    |
| Promoter and Promoter Group                                               | E-Voting          | 63051197           | 63051197                                                                                                                                | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                       | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 63051197                                                                                                                                | 100.0000                                | 63051197                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting          | 14742637           | 5955804                                                                                                                                 | 40.3985                                 | 5952673                  | 3131                  | 99.9474                              | 0.0526                             |
|                                                                           | Tab voting at AGM |                    | 0                                                                                                                                       | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total             |                    | 5955804                                                                                                                                 | 40.3985                                 | 5952673                  | 3131                  | 99.9474                              | 0.0526                             |
| Public Non Institutions                                                   | E-Voting          | 7218186            | 78635                                                                                                                                   | 1.0894                                  | 78336                    | 299                   | 99.6198                              | 0.3802                             |
|                                                                           | Tab voting at AGM |                    | 15993                                                                                                                                   | 0.2216                                  | 15993                    | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Total             |                    | 94628                                                                                                                                   | 1.3110                                  | 94329                    | 299                   | 99.6840                              | 0.3160                             |
| Total                                                                     |                   | 85012020           | 69101629                                                                                                                                | 81.2845                                 | 69098199                 | 3430                  | 99.9950                              | 0.0050                             |





**Proceedings of the Twenty Seventh Annual General Meeting  
of Oracle Financial Services Software Limited**

The Twenty Seventh Annual General Meeting ('AGM') of the Members of Oracle Financial Services Software Limited ("the Company") was held on September 7, 2016 at The Westin Mumbai Garden City, International Business Park, Oberoi Garden City, Goregaon (East), Mumbai 400 063.

The following resolutions set out in the Notice convening the AGM were proposed and seconded by the Members:

| Sr. No. | Details of Resolutions                                                                                                                                                                                                                                         | Resolution Required |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 1.      | Adoption of audited Consolidated and Unconsolidated Balance Sheets as on March 31, 2016, the Consolidated and Unconsolidated Statements of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon. | Ordinary            |
| 2.      | Appointment of a Director in place of Robert K Weiler (DIN: 01531399), who retires by rotation and, being eligible, offers himself for re- appointment.                                                                                                        | Ordinary            |
| 3.      | Appointment of a Director in place of Mr. Harinderjit Singh (DIN: 06628566), who retires by rotation and, being eligible, offers himself for re-appointment.                                                                                                   | Ordinary            |
| 4.      | Declaration of a final dividend of Rs.100 per equity share for financial year ended March 31, 2016.                                                                                                                                                            | Ordinary            |
| 5.      | Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W/E300004) as the Statutory Auditors of the Company and to fix their remuneration.                                                 | Ordinary            |
| 6.      | Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W/E300004), as the Branch Auditors of the Company and to fix their remuneration.                                                   | Ordinary            |
| 7.      | Re-appointment and terms of remuneration payable to Mr. Chaitanya Kamat (DIN 00969094) as Managing Director and Chief Executive Officer of the Company for the next five years, i.e., from October 25, 2016 to October 24, 2021.                               | Ordinary            |
| 8.      | Payment of commission to Non-Executive Directors of the Company for the next five years, i.e., from April 1, 2017 to March 31, 2022.                                                                                                                           | Special             |

The Chairman opened the Annual General Meeting ("AGM") and delivered his speech. He informed that Mr. Prashant Diwan, Practicing Company Secretary (Membership No. FCS1403), was the scrutinizer appointed by the Board of Directors of the Company to supervise the remote e-voting and voting at the AGM.





Chairman informed the Members that the facility of the remote e-voting for the Members was made available from September 2, 2016 till September 6, 2016 and that the facility for voting was also provided at the AGM venue for the Members who could not cast their votes by remote e-voting.

The Chairman then invited the Members to ask their questions on the Annual Report and other matters of the Company. The Chairman along with the Board and management members responded to all the queries raised by the shareholders.

The Chairman further informed that the combined results of the voting on AGM resolutions, along with the Scrutinizer's Report, would be intimated to The National Stock Exchange of India Limited and BSE Limited, and also would be placed on the Company's website and on the website of Central Depository Services (India) Limited within 2 days from the conclusion of the AGM.

The Chairman thanked the members and declared the meeting closed at 4.00 PM.

Yours sincerely,

**For Oracle Financial Services Software Limited**



  
**Onkarnath Banerjee**  
**Company Secretary & Compliance Officer**