

## Notice to members

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of Oracle Financial Services Software Limited will be held at The Westin Mumbai Garden City, International Business Park, Oberoi Garden City, Goregaon (East), Mumbai 400063 on Friday, September 11, 2015 at 2.30 p.m. to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2015, 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.
2. To appoint a Director in place of Mr. Derek H Williams (DIN: 01266532), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Chaitanya Kamat (DIN: 00969094), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Samantha Wellington (DIN: 02054439), who retires by rotation and, being eligible, offers herself for re-appointment.
5. To confirm the payment of interim dividend and to declare final dividend on equity shares for financial year ended March 31, 2015.
6. To ratify the appointment of the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), as an Ordinary Resolution the following:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Company, and pursuant to the resolution passed by the Members at the Annual General Meeting of the Company held on Friday, September 12, 2014, the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration no. 101049W), as the Statutory Auditors of the Company, to hold office till the conclusion of the Annual General Meeting to be held in the year 2017 be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorized to fix such remuneration for the financial year ending March 31, 2016, as may be determined in consultation with the Statutory Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

### Special Business:

7. To consider and, if thought fit, to pass, with or without modification(s), as an Ordinary Resolution the following:  
“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, and pursuant to the resolution passed by the Members at the Annual General Meeting of the Company held on Friday, September 12, 2014, the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration no. 101049W), as the Branch Auditors of the Company, to hold office till the conclusion of the Annual General Meeting to be held in the year 2017 be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorized to fix such remuneration for the financial year ending March 31, 2016, as may be determined in consultation with the Branch Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”
8. To consider and, if thought fit, to pass, with or without modification(s), as an Ordinary Resolution the following:  
“RESOLVED THAT Ms. Maria Smith (DIN: 07182337), who was appointed as an Additional Director of the Company and who holds office until the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and Article 109 of the Articles of Association of the Company, who holds office up to the date of the Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature of the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

9. To consider and, if thought fit, to pass, with or without modification(s), as an Ordinary Resolution the following:

“RESOLVED THAT Mr. Sridhar Srinivasan (DIN: 07240718), who was appointed as an Additional Director in the capacity of an Independent Director of the Company and who holds office until the date of this Annual General Meeting pursuant to Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement and Article 109 of the Articles of Association of the Company, who holds office up to the date of the Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature of the office of a Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term up to March 31, 2020, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sridhar Srinivasan be paid such fees and remuneration including commission as the Board or the Nomination and Remuneration Committee may approve from time to time within the limits approved by the Members and subject to such limits, prescribed under the Companies Act, 2013.”

By Order of the Board of Directors

**Onkarnath Banerjee**  
Company Secretary and Compliance Officer  
Membership no. ACS 8547

Mumbai  
July 23, 2015

Registered Office:  
Oracle Park  
Off Western Express Highway  
Goregaon (East)  
Mumbai 400063  
Tel. no.: 91 22 6718 3000 Fax no.: 91 22 6718 4604  
CIN: L72200MH1989PLC053666  
Website: [www.oracle.com/financialservices](http://www.oracle.com/financialservices)  
Email: [investors-vp-ofss\\_in\\_grp@oracle.com](mailto:investors-vp-ofss_in_grp@oracle.com)

## Notes:

- a. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item nos. 7 to 9 as mentioned in the above Notice is annexed hereto.
- b. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 7, 2015 to Friday, September 11, 2015, both days inclusive, for the purpose of payment of final dividend for the financial year ended March 31, 2015 and the Annual General Meeting.
- c. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. Onkarnath Banerjee, Company Secretary, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
- d. Corporate Members intending to send their authorized representatives to attend the meeting are requested to either send to the Company a certified true copy of the Board Resolution or such other authorization, authorizing the representative to attend and vote on their behalf at the meeting or the authorized representatives shall carry such authorization along with them for attending the meeting at the venue.
- e. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY AND THAT A PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
- f. Final dividend on equity shares, as recommended by the Board of Directors of the Company for the year ended March 31, 2015, if declared at the meeting, will be paid to all those Members whose names appear in the Company's Register of Members and to those persons whose names appear as beneficial owners (as per the details to be furnished by the Depositories in respect of the shares held in dematerialized form) as at the beginning of business hours on Monday, September 7, 2015. Dividend of ₹ 180 per share has been recommended by the Board of Directors of the Company for the year ended March 31, 2015 and subject to the approval of the Members at the Annual General Meeting, is proposed to be paid on or before Saturday, October 10, 2015.
- g. The Members / proxies are requested to bring duly completed Attendance Slip sent herewith for attending the meeting.
- h. The Members / proxies are requested to bring copy of the Annual Report.
- i. The documents referred to in the Notice and the Explanatory Statement annexed hereto are available for inspection by the Members of the Company at the Registered Office of the Company between 2.00 p.m. to 4.00 p.m. on any working day of the Company.
- j. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
- k. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
- l. The Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Clause 49 of the Listing Agreement executed with the stock exchanges.
- m. Details required as per Clause 49 of the Listing Agreement executed with the stock exchanges in respect of the directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the Notice. The directors / candidates have furnished the requisite declarations and consents for their appointment / re-appointment.
- n. Members who hold shares in physical form are requested to notify promptly any change in their addresses and other relevant information to the Company's Registrars and Transfer Agents (RTA), Link Intime India Private Limited, having its office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078, Maharashtra, India. Such Members are also requested to consider the option of holding shares in dematerialized form.
- o. Members holding shares in physical form are advised to make nomination in respect of their shareholding in the Company. Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, the nomination form (Form No. SH-13) can be downloaded from the website of the RTA <http://linkintime.co.in/website/Downloads.aspx> under the section 'General → Nomination'.  
Members who hold shares in demat mode are requested to make nomination in respect of their shareholding by contacting their Depository Participant. They should also notify promptly, any change in their addresses, bank particulars and other related information to their respective Depository Participants.
- p. Members may please note that the RTA has set up a separate cell to address various investor queries. Accordingly, the queries can be directed to +91-22-25946970 or can be e-mailed to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- q. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, required to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.

- r. As a part of Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (“MCA”) vide its Circular No. 17/2011 dated April 21, 2011 and Circular No. 18/2011 dated April 29, 2011 and pursuant to Sections 20, 101, 136 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members of the company who have registered their email address either with the RTA or with the Depository. The Securities and Exchange Board of India (“SEBI”) has also permitted listed entities to supply soft copies of full annual reports to all those Members who have registered their email addresses for the purpose under Clause 32 of the Listing Agreement executed with the stock exchanges. In case there is any change in your registered email address, please update the same with RTA / Depository. The Company has been annually sending communications to the Members of the Company, whose email addresses are not registered with RTA / Depository, requesting them to communicate their preference for receiving corporate documents. Accordingly, the Company has issued / dispatched Annual Reports.
- s. Members who wish to seek any information / clarification with regard to the accounts are requested to write to the Company Secretary at the registered office address at an early date, to enable the Management to keep the information ready.
- t. Members may kindly note that due to security reasons, there could be certain restrictions and limitations in terms of movement of people, hand baggage and vehicles at the venue of the meeting. People and their accompanied items would be subject to inspection. We solicit your co-operation.
- u. Members may please note that the Company has made arrangements of to and fro bus service for the Members to reach the venue of the Annual General Meeting. The details are:

Bus pick up:

From Goregaon (East) Railway Station (near Jayaleela Banquets, opposite DCB Bank ATM Centre) to the Venue	At 1.30 p.m.
From Ghatkopar (East) Railway Station (next to Platinum Mall) to the Venue	At 1.15 p.m.

Bus drop:

From the Venue to Goregaon (East) Railway Station	On conclusion of the meeting
From the Venue to Ghatkopar (East) Railway Station	On conclusion of the meeting

A map of the venue is enclosed at the back of the attendance slip.

- v. No gifts or gift coupons shall be distributed to members at or in connection with the meeting.

w. **Voting through electronic means**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, (each as amended or modified from time to time), the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to the Members holding shares as on Friday, September 4, 2015, being the cut-off date fixed for determining voting rights of Members entitled to participate in the remote e-voting process through the remote e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The e-voting rights of the Members / Beneficial Owners shall be reckoned on the equity shares held by them as on Friday, September 4, 2015.

The instructions for remote e-voting are as under:

**A. For Members who receive notice of Annual General Meeting through Email:**

- (i) The voting period begins on Tuesday, September 8, 2015 (9.00 a.m. IST) and ends on Thursday, September 10, 2015 (5.00 p.m. IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 4, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on “Shareholders” tab
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any other company, then your existing password is to be used.

- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the dwetails are not recorded with the depository or the Company please enter DP ID Client ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the Electronic Voting Sequence Number (EVSN) for ‘Oracle Financial Services Software Limited’ on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Not for Non-individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**B. For Members who receive the notice of the Annual General Meeting in physical form:**

- (i) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or you may send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**C. For Members who wish to vote using ballot form:**

- (i) Members may fill in the Ballot Form sent with the Annual Report and submit the same in a sealed prepaid envelope addressed to the Scrutinizer, Mr. Prashant Diwan, Practicing Company Secretary (Membership no. FCS 1403 and COP no. 1979) C/o Link Intime India Private Limited, Unit: Oracle Financial Services Software Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400078, so as to reach by 5.00 p.m. IST on Thursday, September 10, 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
- (ii) Ballot Form received after Thursday, September 10, 2015 (5.00 p.m. IST) will be strictly treated as if the reply from the Members has not been received.
- (iii) Members have the option to request for physical copy of the Ballot Form by sending an Email to [rint.helpdesk@linkintime.co.in](mailto:rint.helpdesk@linkintime.co.in) by mentioning their Folio No. / DP ID & Client ID.
- (iv) A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting done through Ballot Form shall be treated as invalid.

**x. General instructions**

- (i) The remote e-voting period commences on Tuesday, September 8, 2015 (9.00 a.m. IST) and ends on Thursday, September 10, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 4, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for remote voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (ii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, September 4, 2015.
- (iii) The facility of voting (either through electronic voting or ballot) will also be made available at the Annual General Meeting. Members attending the meeting who have not already cast their vote (either through electronic voting or ballot paper) will be able to exercise their right at the Annual General Meeting. Please note that the members who have cast their vote by e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iv) The Company has appointed, Mr. Prashant Diwan, Practicing Company Secretary (Membership no. FCS 1403 and COP no. 1979) as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
- (vi) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.oracle.com/financialservices](http://www.oracle.com/financialservices) and on the website of Central Depository Services (India) Limited [www.cdslindia.com](http://www.cdslindia.com), after the result is declared by the Chairman, and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

## **Annexure to notice**

### **Explanatory Statement as required by Section 102(1) of the Companies Act, 2013**

The following Explanatory Statement sets out all the material facts relating to the special business mentioned under item nos. 7 to 9 in the accompanying Notice dated July 23, 2015.

#### **Item no. 7:**

The Company has branch offices in India and abroad and may also open new branches in future. It is necessary to appoint branch auditors for conducting the audit of the books of accounts of the Company at such branches.

Pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder the Members of the Company at the Annual General Meeting of the Company held on Friday, September 12, 2014 have appointed M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration no. 101049W) as the Branch Auditors of the Company, to hold office till the conclusion of the Annual General Meeting to be held in the year 2017 (subject to ratification of the appointment by the Members at every Annual General Meeting) and to fix their remuneration.

The Board of Directors of the Company ("the Board") seeks approval of the Members to ratify and confirm the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration no. 101049W) as the Branch Auditors of the Company, to hold office from conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2016 and to fix their remuneration.

No Director, Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the resolution at item no. 7 of the Notice.

Your Directors recommend the resolution at item no. 7 of the Notice.

#### **Item no. 8:**

Ms. Maria Smith (DIN: 07182337) was appointed as an Additional Director of the Company by the Board of Directors on July 23, 2015. Pursuant to and in accordance with the provisions of the Section 161 of the Companies Act, 2013, and Article 109 of the Articles of Association of the Company, Ms. Smith holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director of the Company, liable to retire by rotation. Ms. Smith shall not draw any remuneration from the Company.

The Company has received a notice from a Member, along with the requisite deposit under Section 160 of the Companies Act, 2013, proposing her candidature for appointment as a Director of the Company. A brief write up on Ms. Smith is provided under additional information forming part of the Notice.

Ms. Smith is a very senior and experienced finance professional with global experience. The Company with its global operations would benefit from her experience.

Except Ms. Smith, no Director, Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the resolution at item no.8 of the Notice.

Your Directors recommend the resolution at item no. 8 of the Notice.

#### **Item no. 9:**

Mr. Sridhar Srinivasan (DIN: 07240718) was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors on July 23, 2015. Pursuant to and in accordance with the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement and Article 109 of the Articles of Association of the Company, Mr. Srinivasan holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director of the Company. It is proposed to appoint Mr. Srinivasan as an Independent Director of the Company for a term up to March 31, 2020, not liable to retire by rotation.

Mr. Srinivasan has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Mr. Srinivasan fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement executed with the stock exchanges (each as amended from time to time) for his appointment as an Independent Director of the Company and is independent of the management.

The Company has received a notice from a Member, along with the requisite deposit under Section 160 of the Companies Act, 2013, proposing his candidature for appointment as a Director of the Company. A brief write up on Mr. Srinivasan is provided under additional information forming part of the Notice.

Mr. Srinivasan has over 30 years of experience in the Financial Services Industry and his skills and experience are highly valuable to the Company.

Except Mr. Srinivasan, no Director, Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the resolution at item no. 9 of the Notice.

Your Directors recommend the resolution at item no. 9 of the Notice.

**ADDITIONAL INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH REGARD TO DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE TWENTY SIXTH ANNUAL GENERAL MEETING:**

**1. Mr. Derek H Williams**

Mr. Derek H Williams was appointed as an Additional Director on May 1, 2007. The Members of the Company at the Annual General Meeting held on August 24, 2007 had appointed Mr. Williams as a Director, liable to retire by rotation. Mr. Williams is Executive Vice President of Oracle Corporation. In this role, he provides overall leadership for Oracle Japan. He also serves as the Company’s top ambassador for industry, government and policy within the Asia Pacific region.

Mr. Williams was responsible for Oracle’s Asia Pacific operations from 1991 to 2009. As on date, Oracle has 75 offices in 29 countries in Asia Pacific and Japan.

Among his key accomplishments was the development of Oracle’s business in China and India. In China, there are five development and solution centers including the Oracle Asia Research and Development Centers in Beijing, Shanghai and Shenzhen. In recognition of his contribution to the development of the Chinese software industry, Mr. Williams was awarded an honorary professorship from Shanghai Textile University in 1995.

Mr. Williams is a member of Oracle’s Executive Committee, and a director for Oracle Japan.

Mr. Williams does not hold any equity share of the Company as on date.

Mr. Williams holds directorships and committee membership / chairmanship in the following companies:

List of other Directorships held	Membership in Committees of other companies	Chairmanship in Committees of other companies
Nihon Oracle Kabushiki Kaisha	Nomination Committee Compensation Committee	Audit Committee
PeopleSoft Australia Pty. Ltd. (in liquidation)	–	–
PeopleSoft Worldwide (M) Sdn. Bhd. (in liquidation)	–	–
edocs Asia-Pacific Pty Limited (in liquidation)	–	–

**2. Mr. Chaitanya Kamat**

Mr. Chaitanya Kamat is the Managing Director & CEO of the Company since October 25, 2010.

Mr. Kamat has over 30 years of financial services, consulting and business transformation experience. His expertise in banking transformation has driven strong top line impact for both the products and services businesses at Oracle Financial Services Software. He is passionate in nurturing a culture of operational excellence and customer delight.

Prior to joining Oracle, Mr. Kamat was Managing Director at STG, a leading private equity firm focused on investing in software and enterprise services companies. At STG, he was responsible for the transformation and operations of its portfolio companies with a specific focus on their use of global operating models.

Earlier Mr. Kamat worked as the CEO of a retail financial services startup and at Accenture. Joining Accenture in 1986, he worked across Accenture locations in India, United States, Sweden, Hungary and the Philippines in a range of business consulting and large scale systems integration engagements. In his last role at Accenture, Mr. Kamat was Managing Partner of Accenture’s India Delivery Centre Network where he was responsible for establishing from scratch and growing to a 13,000 strong unit serving over 200 global clients.

Mr. Kamat obtained his Masters in Computer Science from the University of Bombay and a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He has served as the Chairman of the Board of Directors at Teleca AB, and as a Director on the Boards of Netik Inc., Symphony Marketing Solutions Inc. and The Capital Markets Company NV.

The Members at the Annual General Meeting of the Company (‘AGM’) held on August 14, 2013 have approved the re-appointment of Mr. Kamat as the Managing Director and CEO of the Company for a period of three years up to October 24, 2016 at a remuneration and other perquisites as mentioned in the notice of the said AGM. Mr. Kamat is liable to retire by rotation.

Mr. Kamat is the Chairman of Corporate Social Responsibility Committee and Business Responsibility Committee of the Company. He is also a Member of ESOP Allotment Committee, Risk Management Committee and Stakeholders’ Relationship Committee of the Company.

Mr. Kamat does not hold any directorship and he does not hold any equity share of the Company as on date.

**3. Ms. Samantha Wellington**

Ms. Samantha Wellington was appointed as an Additional Director on April 10, 2013. The Members of the Company at the Annual General Meeting held on August 14, 2013 had appointed Ms. Wellington as a Director, liable to retire by rotation. Ms. Wellington is Managing Counsel for Oracle Corporation. She has worked in Oracle’s Australian, Asia Pacific and global businesses and brings more than 12 years of technology-industry legal experience and expertise to her role at Oracle. Prior to her position at Oracle, Ms. Wellington was a Lawyer for the Australian Communications and Media Authority, statutory



authority responsible for the regulation of broadcasting, the internet, radio communications and telecommunications and for FOXTEL, Australia's largest provider of subscription television services.

Ms. Wellington graduated from Australia's University of New South Wales with a LL.M. in Media, Communications and Information Technology Law. She earlier received her LL.B. from the University of Wollongong and also holds a B.A. from the University of Wollongong. Ms. Wellington is admitted to practice law in both New South Wales, Australia and California, USA.

Ms. Wellington does not hold any equity share of the Company as on date.

Ms. Wellington holds directorships in the following companies:

List of other Directorships held	
AmberPoint Technology India Private Limited	Oracle Hungary Kft.
BEA Systems (China) Co., LTD	Oracle Romania SRL
BitzerMobile India Private Limited	Oracle Hrvatska d.o.o.
Eontec Limited	Oracle Corporation Japan
FatWire Software India Private Ltd.	Oracle Senegal S.A.R.L.
Fidelio India Private Limited	Oracle Software (Nigeria) Limited
GoAhead Software India Private Limited	Oracle Software d.o.o. Ljubljana
GoldenGate Technologies South Asia Private Limited	Oracle Srbija & Crna Gora d.o.o. Beograd
Hyperion Solutions (China) Ltd.	Oracle Technology Company
J.D. Edwards Europe Limited	Oracle Technology Systems (Ghana) Limited
J.D. Edwards Software India Pvt. Ltd.	Oracle Technology Systems (Kenya) Limited
Logical Apps Solutions Pvt. Ltd.	PeopleSoft China Holding Corporation
Micros Fidelio Group Holdings Limited	PeopleSoft India Private Limited
Micros Fidelio Holdings Limited	Phase Forward Software Services India Private Limited
Micros-Fidelio (Thailand) Co., Ltd.	ProfitLogic Software Private Limited
Nihon Oracle Kabushiki Kaisha	Relsys (India) Private Limited
OCAPAC Distributor Partner	Responsys Business Solutions India Private Limited
OCAPAC Hardware Partner	Siebel Systems Ireland Holdings Limited
OCAPAC Holding Company	Siebel Systems Software (India) Private Limited
OCAPAC Mauritius Holding Company Limited	Sistemas Oracle de Chile, S.A.
OCAPAC Research Company	Sophoi Technologies Private Limited
OCAPAC Research Partner	Sunday Bazar Internet Sales Private Limited
Oracle (QFC) Systems LLC	Tekelec Systems India Private Limited
Oracle Corporation (Thailand) Company Limited	Waban Software Private Limited

Ms. Wellington does not hold any committee membership / chairpersonship in the above companies.

Ms. Wellington is the Chairperson of Risk Management Committee of the Company and also Member of Corporate Social Responsibility Committee of the Company.

#### 4. Ms. Maria Smith

Ms. Maria Smith was appointed as an Additional Director on July 23, 2015. Ms. Smith is Vice President, Assistant Corporate Controller and Vice President, Mergers and Acquisitions Integration for Oracle Corporation. In her role, Ms. Smith is responsible for leading Global Controller & Accounting Operations for EMEA, Americas and JAPAC and also Corporate Accounting.

Ms. Smith joined Oracle in 1999. Prior to Oracle, she was financial controller at Fujitsu Consulting and Amdahl Ireland. Ms. Smith began her career with Ernst and Young and brings over 25 years of financial accounting and executive management experience.

Ms. Smith graduated from Dublin City University with a bachelor's degree in Accounting and Finance. She is a Fellow of the Institute of Chartered Accountants in Ireland.

In 2014, Ms. Smith was a winner at WXXN Ireland's Most Powerful Women in the Corporate Executive Category, which was sponsored by HSBC bank.

Ms. Smith does not hold any equity share of the Company as on date.

Ms. Smith holds directorships in the following companies:

List of other Directorships held	
Eontec Limited	OCAPAC Research Partner
J.D. Edwards Europe Limited	Oracle CAPAC Services
Micros Fidelio Group Holdings Limited	Oracle Corporation Australia Pty Limited
Micros Fidelio Holdings Limited	Oracle EMEA Holdings Limited
OCAPAC Distributor Partner	Oracle EMEA Limited
OCAPAC Hardware Partner	Oracle Technology Company
OCAPAC Holding Company	Siebel Systems Ireland Holdings Limited
OCAPAC Research Company	Oracle Nederland B.V.

Ms. Smith does not hold any committee membership / chairpersonship in the above companies.

Ms. Smith is a Member of Audit Committee of the Company.

#### 5. Mr. Sridhar Srinivasan

Mr. Sridhar Srinivasan was appointed as an Additional Director on July 23, 2015. Mr. Srinivasan is a leading international expert in Financial Services. He has over 30 years of experience in the Financial Services Industry.

Mr. Sridhar Srinivasan is a Senior Advisor with Oliver Wyman, a global management consulting firm. He joined Oliver Wyman in early 2013 as a Partner and India Head. He works with CEOs, Boards of Directors and other senior leaders of top Financial Services companies in the region on topics such as Management Strategy, Risk Management, Client Coverage models, Product and Distribution strategies, Cost Optimization, Governance and Regulatory Compliance.

Prior to joining Oliver Wyman, he was Managing Director of Citigroup, based in London. He was with Citigroup for over 28 years and has worked in 6 countries across Asia, Africa and Europe. Some of the leadership positions he held with Citigroup included being the CEO for three countries, Corporate Bank Head for India and Transaction Services Head for Africa.

Mr. Srinivasan is a graduate of Delhi University and is also a Chartered Accountant.

Mr. Srinivasan does not hold any equity share of the Company as on date.

Mr. Srinivasan is a member of the Nomination and Remuneration Committee of the Company.

Mr. Srinivasan does not hold any directorships.

#### DISCLOSURE IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT

There are no inter-se relationships between the Board members.

By Order of the Board of Directors

**Onkarnath Banerjee**  
Company Secretary and Compliance Officer  
Membership no. ACS 8547

Mumbai  
July 23, 2015

Registered Office:  
Oracle Park  
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# ATTENDANCE SLIP

## ORACLE FINANCIAL SERVICES SOFTWARE LIMITED

Registered Office: Oracle Park, Off Western Express Highway, Goregaon (East), Mumbai 400063  
CIN: L72200MH1989PLC053666 Tel. no.: 91 22 6718 3000 Fax no.: 91 22 6718 4604  
Website: www.oracle.com/financialservices Email: investors-vp-ofss\_in\_grp@oracle.com

I hereby record my presence at the Twenty Sixth Annual General Meeting of the Company held on Friday, September 11, 2015 at 2.30 p.m. at The Westin Mumbai Garden City, International Business Park, Oberoi Garden City, Goregaon (East), Mumbai 400063.

Full name of the Shareholder .....  
(in block letters)

Ledger Folio No. .... DP ID ..... Client ID.....

Number of Shares held .....

Full name of Proxy .....  
(in block letters)

Signature of Shareholder or Proxy attending .....

Please provide full name of the 1<sup>st</sup> Joint Holder.

.....

Notes:

- (1) Members / Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) Members are requested to bring their copy of Annual Report for reference at the Meeting.

