

Notice to members

NOTICE is hereby given that the Twenty Fifth 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 12, 2014 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, 2014, the Profit and Loss Account 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. Robert K Weiler (DIN: 01531399), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. William Corey West (DIN: 03056060), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2017 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, and pursuant to the recommendations of the Audit Committee of the Company, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration no. 101049W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting 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 held after this Annual General Meeting) and that the Board of Directors of the Company be and is hereby authorized to fix such remuneration as may be determined in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

Special Business:

5. 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 M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration no. 101049W), be and are hereby appointed as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting 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 held after this Annual General Meeting) and that the Board of Directors of the Company be and is hereby authorized to fix such remuneration as may be determined in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

6. 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 Sections 149, 152 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, Mr. Y M Kale (DIN: 00013782), who was appointed as a Director liable to retire by rotation and who retires at this Annual General Meeting 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 for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, 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. Y M Kale 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.”

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 Sections 149, 152 read with Schedule IV and any 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, Mr. S Venkatachalam (DIN: 00257819), who was appointed as a Director liable to retire by rotation and who retires at this Annual General Meeting 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 for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, 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. S Venkatachalam 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.”

8. 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 Sections 149, 152 read with Schedule IV and 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, Mr. Richard Jackson (DIN: 06447687), who was appointed as a Director liable to retire by rotation 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 for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, 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. Richard Jackson 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

Chaitanya Kamat
Managing Director & CEO

Mumbai
July 24, 2014

Registered Office:
Oracle Park
Off Western Express Highway
Goregaon (East)
Mumbai 400063
Tel. no.: 91 22 6718 3000 Fax no.: 91 22 6718 3001
CIN: L72200MH1989PLC053666
Website: www.oracle.com/financialservices
Email: 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. 5 to 8 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 8, 2014 to Friday, September 12, 2014, both days inclusive, for the purpose of Annual General Meeting.
- c. 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.
- d. 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.
- e. The instrument appointing proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- f. The Members / proxies are requested to bring duly completed Attendance Slips sent herewith for attending the meeting.
- g. 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.
- h. 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.
- i. 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.
- j. 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. Such Members are also requested to consider the option of holding shares in dematerialized form.
- k. 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/newsite/download.jsp> under the section '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.
- l. 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
- m. 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.
- n. As a part of Green Initiative in Corporate Governance, the Ministry of Corporate Affairs vide its Circular No. 17/2011 dated April 21, 2011 and Circular No. 18/2011 dated April 29, 2011 and pursuant to Sections 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 incremental Members of the Company seeking their preference for receiving corporate documents and has issued / dispatched Annual Reports accordingly.
- o. 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.

- p. 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.
- q. 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

r. **Voting through electronic means**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, 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 **Monday, July 28, 2014** being the cut-off date ("Record date" for the purpose of Rule 20(3)(vii) of the said Rules) fixed for determining voting rights of Members entitled to participate in the e-voting process through the 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 **Monday, July 28, 2014**.

The instructions for e-voting are as under:

A. For Members who receive notice of Annual General Meeting through e-mail:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account / folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB [#]	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details [#]	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

[#]Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or the Company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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. (xviii) 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.co.in under help section or you may send an email to 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, 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 6.00 p.m. IST on Monday, September 8, 2014. 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 Monday, September 8, 2014 (6.00 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 e-mail to rnt.helpdesk@linkintime.co.in by mentioning their Folio / DP ID & Client ID.
- (iv) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done through Ballot Form shall be treated as invalid.

s. **General instructions**

- (i) The e-voting period commences on Saturday, September 6, 2014 (9.00 a.m. IST) and ends on Monday, September 8, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Monday, July 28, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for 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 Monday, July 28, 2014.
- (iii) The Company has appointed, Mr. Prashant Diwan, Practicing Company Secretary (Membership No. FCS 1403) 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.
- (iv) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith and submit the same to the Chairman of the Company.
- (v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.oracle.com/financialservices and on the website of Central Depository Services (India) Limited www.cdslindia.com within two days of the passing of the resolutions at the Twenty Fifth Annual General Meeting of the Company to be held on Friday, September 12, 2014 and communicated to BSE Limited and National Stock Exchange of India Limited, where the 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. 5 to 8 in the accompanying Notice dated July 24, 2014.

Item no. 5:

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.

The Board of Directors of the Company ("the Board") seeks approval of the Members to appoint 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 the conclusion of this Annual General Meeting 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 held after this Annual General Meeting) 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. 5 of the Notice.

Your Directors recommend the resolution at item no. 5 of the Notice.

Item no. 6:

Mr. Y M Kale, was appointed as Director by the Members of the Company at the Annual General Meeting held on August 14, 2001, pursuant to Section 257 of the Companies Act, 1956. It may be noted that while Mr. Y M Kale was designated as an Independent Director, he fulfilled all criteria of Independent Director prescribed under the Listing Agreement viz., independence from management, no relation to promoter / promoter group, no substantial shareholding or any pecuniary relationship which may cause conflict of interest.

Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors ("the Board") have reviewed the declaration made by Mr. Y M Kale that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Hence, it is deemed fit to appoint Mr. Y M Kale as an Independent Director on the Board of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation. A copy of the draft letter of appointment of Mr. Y M Kale as an Independent Director setting out the terms and conditions is available for inspection by the Members at the Company's Registered Office between 2.00 p.m. to 4.00 p.m. on any working day of the Company.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and not liable to retire by rotation.

The Company has received notice from a Member, along with the requisite deposit under Section 160 of the Companies Act, 2013, proposing his candidature for appointment as an Independent Director of the Company.

The detailed profile of Mr. Y M Kale, Directorship and Committee position held by him in other Companies is included separately in this Notice and report on Corporate Governance forming part of the Annual Report.

Your Directors consider that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Y M Kale as an Independent Director.

Accordingly, your Directors recommend the Resolution for the approval of the Members appointing Mr. Y M Kale as an Independent Director of the Company for a period of five consecutive years, not liable to retire by rotation.

Except Mr. Y M Kale, no Director, Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the resolution at item no. 6 of the Notice.

Your Directors recommend the resolution at item no. 6 of the Notice.

Item no. 7:

Mr. S Venkatachalam, was appointed as Director by the Members of the Company at the Annual General Meeting held on August 18, 2011, pursuant to Section 257 of the Companies Act, 1956. It may be noted that while Mr. S Venkatachalam was designated as an Independent Director, he fulfilled all criteria of Independent Director prescribed under the Listing Agreement viz., independence from management, no relation to promoter / promoter group, no substantial shareholding or any pecuniary relationship which may cause conflict of interest.

Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors ("the Board") have reviewed the declaration made by Mr. S Venkatachalam that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Hence, it is deemed fit to appoint Mr. S Venkatachalam as an Independent Director on the Board of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation. A copy of the draft letter of appointment of Mr. S Venkatachalam as an Independent Director setting

out the terms and conditions is available for inspection by the Members at the Company's Registered Office between 2.00 p.m. to 4.00 p.m. on any working day of the Company.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and not liable to retire by rotation.

The Company has received notice from a Member, along with the requisite deposit under Section 160 of the Companies Act, 2013, proposing his candidature for appointment as an Independent Director of the Company.

The detailed profile of Mr. S Venkatachalam, Directorship and Committee position held by him in other Companies is included separately in this Notice and report on Corporate Governance forming part of the Annual Report.

Your Directors consider that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. S Venkatachalam as an Independent Director.

Accordingly, your Directors recommend the Resolution for the approval of the Members appointing Mr. S Venkatachalam as an Independent Director of the Company for a period of five consecutive years, not liable to retire by rotation.

Except Mr. S Venkatachalam, 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:

Mr. Richard Jackson, was appointed as Director by the Members of the Company at the Annual General Meeting held on August 14, 2013, pursuant to Section 257 of the Companies Act, 1956. It may be noted that while Mr. Richard Jackson was designated as an Independent Director, he fulfilled all criteria of Independent Director prescribed under the Listing Agreement viz., independence from management, no relation to promoter / promoter group, no substantial shareholding or any pecuniary relationship which may cause conflict of interest.

Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors ("the Board") have reviewed the declaration made by Mr. Richard Jackson that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Hence, it is deemed fit to appoint Mr. Richard Jackson as an Independent Director on the Board of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation. A copy of the draft letter of appointment of Mr. Richard Jackson as an Independent Director setting out the terms and conditions is available for inspection by the Members at the Company's Registered Office between 2.00 p.m. to 4.00 p.m. on any working day of the Company.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and not liable to retire by rotation.

The Company has received notice from a Member, along with the requisite deposit under Section 160 of the Companies Act, 2013, proposing his candidature for appointment as an Independent Director of the Company.

The detailed profile of Mr. Richard Jackson, Directorship and Committee position held by him in other Companies is included separately in this Notice and report on Corporate Governance forming part of the Annual Report.

Your Directors consider that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Richard Jackson as an Independent Director.

Accordingly, your Directors recommend the Resolution for the approval of the Members appointing Mr. Richard Jackson as an Independent Director of the Company for a period of five consecutive years, not liable to retire by rotation.

Except Mr. Richard Jackson, 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.

By Order of the Board of Directors

Chaitanya Kamat
Managing Director & CEO

Mumbai
July 24, 2014

Registered Office:
Oracle Park
Off Western Express Highway
Goregaon (East)
Mumbai 400063
Tel. no.: 91 22 6718 3000 Fax no.: 91 22 6718 3001
CIN: L72200MH1989PLC053666
Website: www.oracle.com/financialservices
Email: investors-vp-ofss_in_grp@oracle.com

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

1. Mr. Robert K Weiler

Mr. Robert K. Weiler, born on February 9, 1951, is an Executive Vice President of Oracle's Global Business Units. Previously he was Chairman and CEO of Phase Forward, a leading provider of integrated data management solutions for clinical trials and drug safety. Mr. Weiler has more than 30 years of technology-industry leadership experience, including his previous tenure as Giga Information Group's Chairman, President and CEO. Earlier in his career, Mr. Weiler served as President and CEO of Eastman Software (formerly Wang Software), as well as Senior Vice President, Worldwide Sales and Marketing, for Lotus Development Corporation, where he was instrumental in expanding the company's Lotus Notes business.

Mr. Weiler recently served on the Board of SADD (Students Against Destructive Decisions), and he previously served on the Boards of the Directors of the Waterville Valley Company, Saint Anselm's College, Corporate Software, Distributed Management Systems, Cullinet Software, Interleaf, DataLogix, and Giga Information Group. Mr. Weiler received a B.A. from Saint Anselm's College, where he additionally received an honorary doctorate in 2000. He received the Ernst & Young Entrepreneur of the Year 2010 Award in the Healthcare IT category in New England. In 2006, he was named to the prestigious PharmaVOICE 100 list, and he was also named 2006 CEO of the Year by the Massachusetts Technology Leadership Council, an award that honors individuals who best exemplify leadership and excellence in business and technology. Subsequent to this award, Mr. Weiler was invited to become a trustee of the Council.

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

Mr. Weiler does not hold any other directorships.

2. Mr. William Corey West

Mr. William Corey West, born on May 4, 1962, was appointed as Corporate Controller and Chief Accounting Officer of Oracle Corporation in April 2007. He is responsible for the overall global financial and management reporting. He brings more than 25 years of finance, accounting and executive management experience and expertise to his role at Oracle.

Prior to joining Oracle, Mr. West began his career with Arthur Andersen in 1984, as part of the accounting and audit practice. He served clients in a variety of industries for 14 years and left Arthur Andersen in 1998 as a partner. After leaving Arthur Andersen he worked in finance, accounting and executive management positions at RPC, Adecco, Cadence Design Systems, The Gap and Intuit. Mr. West joined Oracle Corporation on April 2, 2007.

Mr. West graduated from the University of Washington with a bachelor's degree in business, accounting and finance concentration. He is a Certified Public Accountant in California.

Mr. West is a Member of the Audit Committee of the Board and he does not hold any equity share of the Company as on date.

Mr. West holds directorships and committee memberships* in the following Companies:

List of other Directorships held	Membership in Committees of other companies	Chairmanship in Committees of other companies
Eontec Limited	-	-
J.D. Edwards Europe Limited	-	-
OCAPAC Distributor Partner	-	-
OCAPAC Hardware Partner	-	-
OCAPAC Holding Company	-	-
OCAPAC Research Company	-	-
OCAPAC Research Partner	-	-
Oracle Australia Holdings Pty. Ltd.	-	-
Oracle Consolidation Australia Pty. Ltd.	-	-
Oracle Global (Mauritius) Limited	-	-
Oracle Hong Kong Holdings Limited	-	-
Oracle Singapore Holdings Pte. Ltd.	-	-
Oracle Technology Company	-	-
Siebel Systems Ireland Holdings Limited	-	-
Sun Microsystems Technology Ltd.	-	-

*Only the Audit and Shareholders' Grievances Committees are considered.

3. Mr. Y M Kale

Mr. Y M Kale, born on November 4, 1947, was President of the Institute of Chartered Accountants of India (1995-1996) and is also a fellow Member of the Institute of Chartered Accountants in England and Wales. Mr. Y M Kale was on several prestigious committees of the Central Government, Securities & Exchange Board of India and Reserve Bank of India such as the National Drugs and Pharmaceutical Development Council of the Government of India, Securities & Exchange Board of

India Committee on Offer Documents, the Committee on Takeovers and the Committee on Accounting for Corporates by SEBI and the Group for the Introduction of Concurrent Audit of Banks by the Reserve Bank of India. Mr. Kale was India representative on the Board of the International Accounting Standards Committee from 1995 to 1998.

Mr. Kale is the Chairman of the Audit Committee, ESOP Allotment Committee and Member of Nomination and Remuneration Committee of the Board.

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

Mr. Kale holds directorships and committee memberships* in the following Companies:

List of other Directorships held	Membership in Committees of other companies	Chairmanship in Committees of other companies
Ashok Leyland Limited (Alternate Director)	-	-
Gulf Oil Marine Limited	-	-
Hinduja Foundries Limited (Alternate Director)	-	-
IndusInd Bank Limited (Alternate Director)	-	-
Hinduja Leyland Finance Limited	1	-

*Only the Audit and Shareholders' Grievances Committees are considered.

4. Mr. S Venkatachalam

Mr. S Venkatachalam, born on November 8, 1944, has served Citibank N. A. and its Group for nearly 30 years and has held Senior Positions. He is a Chartered Accountant by profession. He has served as an advisor to Fullerton India Credit Corporation Ltd., a subsidiary of Temasek Holding (Private) Limited. Prior to Citibank, he served as a Consultant with A. F. Ferguson & Co., Chartered Accountants, Mumbai (now a part of Deloitte Haskins & Sells). He has been an independent Director of the State Bank of India (2008-2014) and has served several of their Committees.

Currently he is on the Board of few Company and Advisor to few Financial Services Companies. He has rich experience in the field of Banking, Finance, Administration, Compliance, Taxation and labour Laws. He is well regarded in the financial services industry and by regulatory bodies.

Mr. Venkatachalam is also a Member of the Audit Committee, ESOP Allotment Committee, Shareholders' Grievances Committee and Transfer Committee of the Board.

Mr. Venkatachalam holds 1,000 equity shares of the Company as on date.

Mr. Venkatachalam holds directorships and committee memberships* in the following companies:

List of other Directorships held	Membership in Committees of other companies	Chairmanship in Committees of other companies
Equifax Credit Information Services Private Limited	-	-
Canara Robeco Asset Management Company Limited	-	-
Sam Foundation for Eco Friendly Environment	-	-

*Only the Audit and Shareholders' Grievances Committees are considered.

5. Mr. Richard Jackson

Mr. Richard Jackson, born on March 2, 1956, prior to joining the Board of Oracle Financial Services Software Limited, he was for seven years in China as the President and CEO of Ping An Group's banking business, 21 years with Citibank in seven different countries including time as their country head in Korea and Hungary.

Mr. Richard Jackson served on the Boards of Bank Handlowy w Warszawie (Poland), Citibank (Hungary), Koram Bank (Korea), Shenzhen Commercial Bank and Shenzhen Development Bank (China).

Mr. Richard Jackson is a Fellow of the Chartered Insurance Institute in 1981 and was awarded the National Friendship Medal by the Chinese Government in 2007.

Mr. Jackson is also the Chairman of the Nomination and Remuneration Committee of the Board. He does not hold any equity share of the Company as on date.

Mr. Richard Jackson holds directorships and committee memberships* in the following companies:

List of other Directorships held	Membership in Committees of other companies	Chairmanship in Committees of other companies
Novoview Ltd.	-	-
ageas SA/NV	1	-
Great Britain China Centre	-	-

*Only the Audit and Shareholders' Grievances Committees are considered.

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 3001
Website: www.oracle.com/financialservices Email: investors-vp-ofss_in_grp@oracle.com

I hereby record my presence at the Twenty Fifth Annual General Meeting of the Company held on Friday, September 12, 2014 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 1st Joint Holder.

.....

Notes:

- (1) Members / Proxyholders 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.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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 3001

Website: www.oracle.com/financialservices Email: investors-vp-ofss_in_grp@oracle.com

Name of the member(s)

Registered address

E-mail id

Folio No. / Client ID

DP ID

I / We, being the member(s) of Oracle Financial Services Software Limited holding.....equity shares of the above named company, hereby appoint

1. Name: Email Id:

Address:

..... Signature: _____ *or failing him / her*

2. Name: Email Id:

Address:

..... Signature: _____ *or failing him / her*

3. Name: Email Id:

Address:

..... Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty Fifth Annual General Meeting of the Company to be held on Friday, September 12, 2014 at 2.30 p.m. at The Westin Mumbai Garden City, International Business Park, Oberoi Garden City, Goregaon (East), Mumbai 400063 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolutions	Vote (optional)*		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Balance Sheet as on March 31, 2014, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.			
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.			
3	Appointment of a Director in place of Mr. William Corey West (DIN: 03056060), who retires by rotation and, being eligible, offers himself for re-appointment.			
4	Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.			
Special Business				
5	Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants as the Branch Auditors of the Company and to fix their remuneration.			
6	Appointment of Mr. Y M Kale (DIN: 00013782), as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation.			
7	Appointment of Mr. S Venkatachalam (DIN: 00257819), as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation.			
8	Appointment of Mr. Richard Jackson (DIN: 06447687), as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation.			

*it is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

Signed this day of 2014.

Please affix
₹ 1/-
revenue
stamp and
sign across

Signature of Member

Signature of proxy holder (s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

INSTRUCTIONS

General instructions

1. The notice of Annual General Meeting is dispatched/e-mailed to the Members whose names appear on the Register of Members as on Monday, July 28, 2014 and the voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the said date.
2. Members have option to vote either through e-voting i.e. electronic means or to convey assent/dissent in physical Ballot Form. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done through Ballot shall be treated as invalid.
3. Voting through physical assent/dissent Ballot Form cannot be exercised by a proxy. However, corporate and institutional Members shall be entitled to vote through their authorised representative with proof of their authorization, as stated below.
4. The e-voting period commences on Saturday, September 6, 2014 (9.00 a.m. IST) and ends on Monday, September 8, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Monday, July 28, 2014, may cast their vote electronically. For detailed instructions on e-voting, please refer to note 'r' of the Notice of Annual General Meeting.
5. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
6. The Scrutinizer will collate the votes downloaded from e-voting system and votes received through post to declare the final result for each of Resolutions forming part of the Notice of Annual General Meeting.

Instructions for voting physically on Assent/Dissent Form

1. A Member desiring to exercise vote by assent/dissent should complete this Ballot Form (no other form or photocopy thereof is permitted) and submit the same in the enclosed pre-paid envelope addressed to the Scrutinizer, Mr. Prashant Diwan, Practicing Company Secretary, C/o Link Intime India Private Limited, Unit: Oracle Financial Services Software Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078, so as to reach by 6.00 p.m. IST on Monday, September 8, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the Ballot Forms will be final.
2. The Ballot Form should be signed by the Member as per the specimen signature registered with Link Intime India Private Limited, Registrars and Transfer Agents of the Company ('RTA')/Depositories. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with RTA, or enclosing attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In respect of shares held by corporate and institutional Members (Companies, Trusts, Societies, etc.), the duly completed Ballot Form should be accompanied by the certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. Votes should be cast in case of each resolution, either in 'FOR' or 'AGAINST' by putting a tick (✓) mark in the appropriate column in the Ballot Form. The assent/dissent received in any other form shall not be considered valid.
5. Duly completed Ballot Form should reach the Scrutinizer not later than Monday, September 8, 2014 (6.00 p.m. IST). Ballot Form received after September 8, 2014 will be strictly treated as if the reply from the Members has not been received.
6. A Member may request for the duplicate Ballot Form, if so required, to RTA at the address mentioned in serial no. 1 above. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than date and time specified in serial no. 1 above.
7. A Ballot Form will be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The decision of the Scrutinizer on the validity of the assent/dissent mentioned in the Ballot Form will be final and binding.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.oracle.com/financialservices and on the website of Central Depository Services (India) Limited www.cdslindia.com within two days of the passing of the resolutions at the Twenty Fifth Annual General Meeting of the Company to be held on Friday, September 12, 2014 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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

BALLOT FORM

Sr.No:

1) Name and Registered Address :
 of the Sole/First named
 Member

2) Name(s) of the :
 Joint Holder(s) (if any)

3) Registered Folio No./ :
 DP ID No. and Client ID No.

4) EVSN :
 (Electronic Voting Sequence Number)

5) Number of Equity Share(s) held :

6) I/We hereby exercise my/our vote(s) in respect of the following resolutions to be passed at the Annual General Meeting of the Company to be held on Friday, September 12, 2014, for the business stated in the Notice dated July 24, 2014 by conveying my/our assent or dissent to the following resolutions by placing the tick (✓) mark at the appropriate box below:

SPECIMEN

Resolution number	Resolutions	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Business				
1	Adoption of Balance Sheet as on March 31, 2014, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.			
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.			
3	Appointment of a Director in place of Mr. William Corey West (DIN: 03056060), who retires by rotation and, being eligible, offers himself for re-appointment.			
4	Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.			
Special Business				
5	Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants as the Branch Auditors of the Company and to fix their remuneration.			
6	Appointment of Mr. Y M Kale (DIN: 00013782), as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation.			
7	Appointment of Mr. S Venkatachalam (DIN: 00257819), as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation.			
8	Appointment of Mr. Richard Jackson (DIN: 06447687), as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation.			

Place:
 Date:

Signature of the Member or Authorised Representative

Note:

- (i) Last date for receipt of Assent/Dissent Form: Monday, September 8, 2014 upto 6.00 p.m. IST.
- (ii) Please read the instruction printed overleaf carefully before exercising your vote.