

Form MGT-9**EXTRACT OF ANNUAL RETURN**

for the financial year ended on March 31, 2019

of

ORACLE FINANCIAL SERVICES SOFTWARE LIMITED

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

I.	CIN	L72200MH1989PLC053666
II.	Registration Date	September 27, 1989
III.	Name of the Company	Oracle Financial Services Software Limited
IV.	Category / Sub-category of the Company	Company Limited by shares / Indian Non-Government Company
V.	Address of the Registered Office and Contact Details	Oracle Park Off Western Express Highway, Goregaon (East) Mumbai 400063, Maharashtra, India Tel. no. +91 22 6718 3000 Fax no. +91 22 6718 3001 Email: investors-vp-ofss_in_grp@oracle.com Website: www.oracle.com/financialservices
VI.	Whether Listed Company - Yes / No	Yes
VII.	Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Link Intime India Private Limited C 101, 247 Park L B S Marg, Vikhroli (West) Mumbai 400083 Tel. no. +91 22 4918 6000 Fax no. +91 22 4918 6060 Email: rnt.helpdesk@linkintime.co.in

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the company
1	The Company is engaged in developing, selling and marketing computer software, computer systems; providing consultancy and other information technology related activities	62011	100

III. Particulars of Holding, Subsidiary and Associate Companies

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Oracle Global (Mauritius) Limited C/o Citco (Mauritius) Limited 4 th Floor, 1 Cyber City, Cyber City, Ebene Mauritius	Not Applicable	Holding	73.50	2(46)
2	Oracle Financial Services Software B.V. Barbara Strozziilaan 201 NL-1083 HN Amsterdam The Netherlands	Not Applicable	Subsidiary	100.00	2(87)
3	Oracle Financial Services Software SA 265 Mesogheion Avenue Neo Psychiko, 15451, Athens, Greece	Not Applicable	Subsidiary	100.00	2(87)
4	Oracle Financial Services Software Pte. Ltd. 1 Fusionopolis, # 12-10 Galaxies Singapore 138522	Not Applicable	Subsidiary	100.00	2(87)
5	Oracle Financial Services Consulting Pte. Ltd. 1 Fusionopolis, # 12-10 Galaxies Singapore 138522	Not Applicable	Subsidiary	100.00	2(87)
6	Oracle Financial Services Software America, Inc. 399 Thornall Street, 6 th floor Edison NJ 08837, USA	Not Applicable	Subsidiary	100.00	2(87)
7	Oracle Financial Services Software, Inc. 399 Thornall Street, 6 th floor Edison NJ 08837, USA	Not Applicable	Subsidiary	100.00	2(87)
8	Mantas Inc. 13650 Dulles Technology Drive, Suite 300 Herndon, VA 20171, USA	Not Applicable	Subsidiary	100.00	2(87)
9	Sotas Inc. 13650 Dulles Technology Drive, Suite 300 Herndon, VA 20171, USA	Not Applicable	Subsidiary	100.00	2(87)
10	Mantas India Private Limited F 01/02, First Floor, Salcon Rasvilas D-1 District Centre, Saket New Delhi 110017, India	U72900DL1999PTC099923	Subsidiary	100.00	2(87)
11	Oracle (OFSS) ASP Private Limited Oracle Park, Off Western Express Highway Goregaon (East), Mumbai 400063 Maharashtra, India	U72900MH2001PTC131264	Subsidiary	100.00	2(87)
12	Oracle (OFSS) Processing Services Limited Oracle Park, Off Western Express Highway Goregaon (East), Mumbai 400063 Maharashtra, India	U72900MH2005PLC151334	Subsidiary	100.00	2(87)
13	ISP Internet Mauritius Company C/o SGG Corporate Services (Mauritius) Ltd 33 Edith Cavell Street Port Louis, 11324 Mauritius	Not Applicable	Subsidiary	100.00	2(87)
14	Oracle (OFSS) BPO Services Inc. 17682 Mitchell N., Suite 200 Irvine CA – 92614 USA	Not Applicable	Subsidiary	100.00	2(87)
15	Oracle (OFSS) BPO Services Limited F 01/02, First Floor, Salcon Rasvilas D-1 District Centre, Saket New Delhi 110017, India	U72900DL2002PLC180572	Subsidiary	100.00	2(87)

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
16	Oracle Financial Services Software Chile Limitada Av. Vitacura 2939 Edificio Millenium - 14 th Floor Las Condes, 7550011 Santiago, Chile	Not Applicable	Subsidiary	100.00	2(87)
17	Oracle Financial Services Software (Shanghai) Limited Room 806, No 155 Tianjin Road Huangpu District Shanghai 200001 People's Republic of China	Not Applicable	Subsidiary	100.00	2(87)

IV. Shareholding Pattern (Equity share capital breakup as percentage of Total Equity):

(i) Category-wise Shareholding:

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year as on April 1, 2018				No. of Shares held at the end of the year as on March 31, 2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
I	II	III	IV	V	VI	VII	VIII	IX	X	XI
(A)	Promoter and Promoter Group									
(1)	Indian									
	(a) Individual / Hindu Undivided Family	—	—	—	—	—	—	—	—	—
	(b) Central Government	—	—	—	—	—	—	—	—	—
	(c) State Government(s)	—	—	—	—	—	—	—	—	—
	(d) Bodies Corporate	—	—	—	—	—	—	—	—	—
	(e) Banks / Financial Institutions	—	—	—	—	—	—	—	—	—
	(f) Any Other	—	—	—	—	—	—	—	—	—
	Sub-total (A)(1)	—	—	—	—	—	—	—	—	—
(2)	Foreign									
	(a) NRIs - Individuals	—	—	—	—	—	—	—	—	—
	(b) Other - Individuals	—	—	—	—	—	—	—	—	—
	(c) Bodies Corporate	63051197	—	63051197	73.82	63051197	—	63051197	73.50	(0.32)
	(d) Banks / Financial Institutions	—	—	—	—	—	—	—	—	—
	(e) Any other	—	—	—	—	—	—	—	—	—
	Sub-total (A)(2)	63051197	—	63051197	73.82	63051197	—	63051197	73.50	(0.32)
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)	63051197	—	63051197	73.82	63051197	—	63051197	73.50	(0.32)

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year as on April 1, 2018				No. of Shares held at the end of the year as on March 31, 2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
I	II	III	IV	V	VI	VII	VIII	IX	X	XI
(B)	Public Shareholding									
(1)	Institutions									
	(a) Mutual Funds / UTI	2137008	–	2137008	2.50	2830237	–	2830237	3.30	0.80
	(b) Banks / Financial Institutions	1390262	–	1390262	1.63	1829047	–	1829047	2.13	0.50
	(c) Venture Capital Funds	–	–	–	–	–	–	–	–	–
	(d) Central Government / State Government(s)	4000	–	4000	0.00	4000	–	4000	0.00	0.00
	(e) Insurance Companies	–	–	–	–	–	–	–	–	–
	(f) Foreign Portfolio Investor	12553987	–	12553987	14.70	11852757	–	11852757	13.82	(0.88)
	(g) Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
	(h) Alternate Investment Funds	1300	–	1300	0.00	1300	–	1300	0.00	0.00
	(i) Others									
	Foreign Mutual Funds	160622	–	160622	0.19	–	–	–	–	(0.19)
	Foreign Bank	48	–	48	0.00	17493	–	17493	0.02	0.02
	Sub-total (B)(1)	16247227	–	16247227	19.02	16534834	–	16534834	19.28	0.25
(2)	Non-Institutions									
	(a) Bodies Corporate	580394	–	580394	0.68	552943	–	552943	0.64	(0.03)
	(b) Individuals									
	i. Individual shareholders holding nominal share capital up to ₹ 1 lakh	3219299	226183	3445482	4.03	3301233	178965	3480198	4.06	0.02
	ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	848228	56000	904228	1.06	948374	56000	1004371	1.17	0.11
	(c) NBFCs registered with RBI	–	–	–	–	55902	–	55902	0.07	0.07
	(d) Others									
	i. Non-Resident Indians (Repatriate)	157212	62	157274	0.18	177624	2062	179686	0.21	0.03
	ii. Non-Resident Indians (Non-Repatriate)	820974	267	821241	0.96	732106	199	732305	0.85	(0.11)
	iii. Foreign Nationals	4540	–	4540	0.01	1541	–	1541	0.00	(0.01)
	iv. Clearing Member	32710	–	32710	0.04	20360	–	20360	0.02	(0.02)
	v. Directors / Relatives	7000	–	7000	0.01	32500	–	32500	0.04	0.03
	vi. Hindu Undivided Family	39659	–	39659	0.05	44075	–	44075	0.05	0.00
	vii. Market Maker	29	–	29	0.00	596	–	596	0.00	0.00
	viii. Trusts	79591	–	79591	0.09	42315	–	42315	0.05	(0.04)
	ix. IEPF	46321	–	46321	0.05	46321	–	46321	0.05	0.00
	Sub-total (B)(2)	5835957	282512	6118469	7.16	5955890	237226	6193116	7.22	0.06
	Total Public Shareholding (B)=(B)(1)+(B)(2)	22083184	282512	22365696	26.18	22490724	237226	22727950	26.50	0.31
(C)	Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
	Grand Total (A+B+C)	85134381	282512	85416893	100.00	85541921	237226	85779147	100.00	0.00

(ii) Shareholding of Promoters:

Name of Shareholders	Shareholding at the beginning of the year as on April 1, 2018			Shareholding at the end of the year as on March 31, 2019			% change in share holding during the year
	No. of Shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
Oracle Global (Mauritius) Limited	63051197	73.82	—	63051197	73.50	—	(0.32)
Total	63051197	73.82	—	63051197	73.50	—	(0.32)

(iii) Change in Promoters' Shareholding:

Name of the Shareholders	Shareholding at the beginning of the year as on April 1, 2018		Cumulative shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Oracle Global (Mauritius) Limited				
At the beginning of the year	63051197	73.82	63051197	73.82
Date wise Increase / Decrease in Promoters Shareholding during the Year	—		—	—
At the end of the year			63051197	73.50

The decrease in the percentage of promoters' shareholding from 73.82 % to 73.50 % is due to allotment of shares on the exercise of ESOPs by eligible employees of the Company.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the Shareholders	Shareholding at the beginning of the year as on April 1, 2018		Cumulative shareholding during the year*	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Wessex (Mauritius) Limited				
	At the beginning of the year	5818804	6.81	5818804	6.81
	Transactions - purchase / (sale) from April 1, 2018 to March 31, 2019	(3130905)	(3.65)	2687899	3.13
	At the end of the year			2687899	3.13
2	Life Insurance Corporation of India				
	At the beginning of the year	1380566	1.62	1380566	1.62
	Transactions - purchase / (sale) from April 1, 2018 to March 31, 2019	433786	0.51	1814352	2.12
	At the end of the year			1814352	2.12
3	Copthall Mauritius Investment Limited				
	At the beginning of the year	7534	0.01	7534	0.01
	Transactions - purchase / (sale) from April 1, 2018 to March 31, 2019	1633088	1.90	1633088	1.90
	At the end of the year			1633088	1.90
4	Goldman Sachs (Singapore) PTE				
	At the beginning of the year	2193	0.00	2193	0.00
	Transactions - purchase / (sale) from April 1, 2018 to March 31, 2019	1397853	1.63	1397853	1.63
	At the end of the year			1397853	1.63

Sr. No.	Name of the Shareholders	Shareholding at the beginning of the year as on April 1, 2018		Cumulative shareholding during the year*	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5	Sussex (Mauritius) Limited				
	At the beginning of the year	2738253	3.21	2738253	3.21
	Transactions - purchase / (sale) from April 1, 2018 to March 31, 2019	(1548095)	(1.80)	1190158	1.39
	At the end of the year			1190158	1.39
6	HDFC Trustee Company Limited - HDFC Equity Fund				
	At the beginning of the year	1368260	1.60	1368260	1.60
	Transactions - purchase / (sale) from April 1, 2018 to March 31, 2019	(694851)	(0.81)	673409	0.79
	At the end of the year			673409	0.79
7	Citigroup Global Markets Mauritius Private Limited				
	At the beginning of the year	—	—	—	—
	Transactions - purchase / (sale) from April 1, 2018 to March 31, 2019	600000	0.70	600000	0.70
	At the end of the year			600000	0.70
8	Burgundy Emerging Markets Fund				
	At the beginning of the year	594846	0.70	594846	0.70
	Transactions - purchase / (sale) from April 1, 2018 to March 31, 2019	(33851)	(0.04)	560995	0.65
	At the end of the year			560995	0.65
9	BBH Burgundy Emerging Markets Master Fund, LP				
	At the beginning of the year	495825	0.58	495825	0.58
	Transactions - purchase / (sale) from April 1, 2018 to March 31, 2019	(9827)	(0.01)	485998	0.57
	At the end of the year			485998	0.57
10	HDFC Trustee Company Limited - HDFC Tax Saverfund				
	At the beginning of the year	413326	0.48	413326	0.48
	Transactions - purchase / (sale) from April 1, 2018 to March 31, 2019	—	—	—	—
	At the end of the year			413326	0.48

* The shares of the Company are traded on daily basis and hence the date wise increase / decrease in shareholding is not indicated.

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Director/ Key Managerial Personnel (KMP)	Shareholding at the beginning of the year as on April 1, 2018		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mr. S Venkatachalam Non-Executive, Independent Director				
	At the beginning of the year	6000	0.01	6000	0.01
	Transactions - purchase / (sale) from April 1, 2018 to March 31, 2019	—	—	—	—
	At the end of the year			6000	0.01
2	Mr. Chaitanya Kamat Managing Director and Chief Executive Officer				
	At the beginning of the year	—	—	—	—
	ESOP Exercised on July 31, 2018	92750	0.11	92750	0.11
	Sale on August 17, 2018	(1321)	(0.00)	91429	0.11
	Sale on August 20, 2018	(10448)	(0.01)	80981	0.09
	Sale on August 21, 2018	(3268)	(0.00)	77713	0.09
	Sale on August 23, 2018	(8377)	(0.01)	69336	0.08
	Sale on August 24, 2018	(1019)	(0.00)	68317	0.08
	Sale on August 27, 2018	(4292)	(0.01)	64025	0.07
	Sale on August 28, 2018	(174)	(0.00)	63851	0.07
	Sale on August 29, 2018	(3514)	(0.00)	60337	0.07
	Sale on August 30, 2018	(12074)	(0.01)	48263	0.06
	Sale on August 31, 2018	(19723)	(0.02)	28540	0.03
	Sale on September 3, 2018	(12245)	(0.01)	16295	0.02
	Sale on September 10, 2018	(7210)	(0.01)	9085	0.01
	Sale on September 11, 2018	(9085)	(0.01)	0	0.00
	ESOP Exercised on September 25, 2018	25500	0.03	25500	0.03
	At the end of the year			25500	0.03
3	Mr. Makarand Padalkar – KMP				
	At the beginning of the year	36397	0.04	36397	0.04
	Sale on April 1, 2018	(1400)	(0.00)	34997	0.04
	Sale on June 11, 2018	(1000)	(0.00)	33997	0.04
	Sale on July 2, 2018	(2203)	(0.00)	31794	0.04
	Sale on July 3, 2018	(6500)	(0.01)	25294	0.03
	Sale on July 5, 2018	(4150)	(0.00)	21144	0.02
	Sale on July 6, 2018	(3897)	(0.00)	17247	0.02
	ESOP Exercised on July 18, 2018	23500	0.03	40747	0.05
	Sale on September 18, 2018	(1500)	(0.00)	39247	0.05
	Sale on September 19, 2018	(4157)	(0.00)	35090	0.04
	ESOP Exercised on February 20, 2019	10500	0.01	45590	0.05
	At the end of the year			45590	0.05

Sr. No.	Name of the Director/ Key Managerial Personnel (KMP)	Shareholding at the beginning of the year as on April 1, 2018		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4	Mr. Onkarnath Banerjee – KMP				
	At the beginning of the year	12	0.00	12	0.00
	Sale on June 26, 2018	(12)	(0.00)	0	0.00
	ESOP exercised on July 18, 2018	125	0.00	125	0.00
	Sale on July 23, 2018	(125)	(0.00)	0	0.00
	ESOP exercised on July 31, 2018	125	0.00	125	0.00
	Sale on September 18, 2018	(96)	(0.00)	29	0.00
	ESOP exercised on November 21, 2018	94	0.00	123	0.00
	Sale on January 21, 2019	(70)	(0.00)	53	0.00
	Sale on January 23, 2019	(50)	(0.00)	3	0.00
	At the end of the year			3	0.00

The following Directors did not hold any shares during the Financial Year 2018-19:

Mr. Harinderjit Singh - Director	Ms. Jane Murphy - Independent Director [#]	Ms. Kimberly Woolley - Director
Ms. Maria Smith - Director ^{**}	Mr. Richard Jackson - Director	Mr. Robert K Weiler - Director [*]
Mr. Sridhar Srinivasan - Independent Director	Mr. Vincent Secondo Grelli- Director ^{###}	Mr. Yong Meng Kau - Director ^{###}

^{*} Resigned on August 14, 2018

^{**} Resigned on May 9, 2019

[#] Appointed on February 13, 2019

^{###} Appointed on November 2, 2018

V. Indebtness:

The Company has not availed any loan during the year and is a debt-free company.

VI. Remuneration of Directors and Key Managerial Personnel:

A Remuneration to Managing Director, Whole-time Directors and / or Manager:

(Amounts in ₹ million)

Sr. No.	Particulars of Remuneration	Amount
	Mr. Chaitanya Kamat, Managing Director and Chief Executive Officer	
1	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	32.54
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	199.95
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	
2	Stock Option (OSU) (Number)	22500
3	Sweat Equity	–
4	Commission	–
	as a % of Profit	
	others, specify	
5	Others, please specify	–
	Total (A)	232.49
	Ceiling as per the Act (5% of the profits calculated under Section 198 of the Companies Act, 2013)	988.62

B Remuneration to other Directors:

(Amounts in ₹ million)

	Fee for attending Board/ Committee Meetings	Commission	Others	Total
1 Non-Executive, Independent Directors				
S Venkatachalam	—	4.05	—	4.05
Richard Jackson	—	3.23	—	3.23
Sridhar Srinivasan	—	2.54	—	2.54
Jane Murphy*	—	0.32	—	0.32
Total (1)	—	10.14	—	10.14
2 Other Non-Executive, Non-Independent Directors [#]	—	—	—	—
Total (2)	—	—	—	—
Total (B) = (1+2)	—	10.14	—	10.14
Total Managerial Remuneration (A+B)	—	—	—	242.63
Overall Ceiling as per the Act (11% of the profits calculated under Section 198 of the Companies Act, 2013)				2174.97

* Appointed on February 13, 2019

[#] No payment is made towards fee / commission to the Non-Executive, Non-Independent Directors of the Company.

C Remuneration to Key Managerial Personnel other the MD/ Manager / WTD:

(Amounts in ₹ million)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Company Secretary	CFO	
1	Gross Salary			
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	6.12	10.57	16.69
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	1.33	60.17	61.50
(c)	Profits in lieu of salary under Section 17(3) Income-tax Act, 1961			
2	Stock Option (OSU) (Number)	500	8750	
3	Sweat Equity	—	—	—
4	Commission	—	—	—
	- as a % of Profit			
	- others, specify			
5	Others, please specify	—	—	—
	Total	7.45	70.74	78.19

VII. Penalties / Punishment / Compounding of Offences:

There were no penalties / punishments / compounding of offences under any section of Companies Act, 2013.