

October 31, 2023

To,

Asst. Vice President
Listing & Compliance
National Stock Exchange of India Limited

Exchange Plaza
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Scrip Code – OFSS

To,

Asst. General Manager
Listing & Compliance
BSE Ltd.
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code – 532466 (OFSS)

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Postal Ballot Notice dated October 18, 2023 along with explanatory statement.

The Company has completed the dispatch of the Postal Ballot Notice in electronic form to all those Members, whose names appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on close of business hours of Friday, October 27, 2023 ("Cut-off date").

The remote e-voting period will commence on Wednesday, November 1, 2023 at 9.00 a.m. IST and end on Thursday, November 30, 2023 at 5.00 p.m. IST. The remote e-voting facility will be disabled by NSDL thereafter. The Members whose names appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be eligible to exercise their votes by remote e-voting.

The results of Postal Ballot along with the Scrutinizer's report shall be communicated to Stock Exchanges and will also be uploaded on the Company's website at <https://investor.ofss.oracle.com> and on the website of NSDL at www.evoting.nsdl.com on or before Saturday, December 2, 2023.



This intimation will also be published on Company's website.

Thanking you,

Yours sincerely,

For Oracle Financial Services Software Limited

Onkarnath Banerjee
Company Secretary & Compliance Officer
Membership No. ACS8547

Encl: Postal Ballot Notice



ORACLE FINANCIAL SERVICES SOFTWARE LIMITED

Regd. Office: Oracle Park, Off Western Express Highway, Goregaon (East), Mumbai 400 063

Tel: +91 22 6718 3000 **Fax:** +91 22 6718 3001

CIN: L72200MH1989PLC053666

Website: <https://investor.ofss.oracle.com> **E-mail:** investors-vp-ofss_in_grp@oracle.com

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“Act”) read with the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable provisions of the Act, Rules, Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time and in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively “MCA Circulars”), for conducting Postal Ballot to transact the following special businesses by way of voting through remote e-voting only:

- appointment of Mr. Makarand Padalkar (DIN: 02115514) as the Managing Director and Chief Executive Officer of the Company, and
- appointment of Mr. Gopala Ramanan Balasubramaniam (DIN: 02785489) as the Non-Executive, Non-Independent Director of the Company.

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act setting out the material facts in respect of the resolutions proposed to be passed is annexed and forms part of this Postal Ballot Notice (“Notice”).

In accordance with MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The voting by the Members would take place only through the remote e-voting system.

In accordance with Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the Listing Regulations, the Company has engaged the services of the National Securities Depository Limited (“NSDL”) to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes of this Notice.

The remote e-voting period commences on Wednesday, November 1, 2023 at 9.00 a.m. IST and ends on Thursday, November 30, 2023 at 5.00 p.m. IST. The remote e-voting facility will be disabled by NSDL thereafter.

The declaration/ announcement of results as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Act and the Rules made thereunder. The results of the Postal Ballot along with the Scrutinizer’s Report will be posted on the Company’s website at <https://investor.ofss.oracle.com>, immediately after the results are declared and will simultaneously be communicated to the Stock Exchanges, BSE Limited and the National Stock Exchange of India Limited, where equity shares of the Company are listed.

SPECIAL BUSINESS:

1. Appointment of Mr. Makarand Padalkar (DIN: 02115514) as the Managing Director and Chief Executive Officer of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary in this regard, and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Makarand Padalkar (DIN: 02115514) as the Managing Director and Chief Executive Officer of the Company for a term of three consecutive years from October 5, 2023 up to October 4, 2026, liable to retire by rotation, on the terms and conditions as set out below:

Remuneration:

1. Gross Salary: In the scale of Rs. 1.50 crore to Rs. 3.00 crore per annum inclusive of perquisites and allowances as mentioned below:

Perquisites and allowances:

- a. Housing: House Rent Allowance as per the rules of the Company.
 - b. Hospitalization Expenses: Coverage under a hospitalization insurance scheme for self and family as per the rules of the Company.
 - c. Leave travel concession/allowance: For self and family once in a year, as per the rules of the Company.
 - d. Personal accident insurance & Group Term Life Insurance: As per the rules of the Company.
 - e. Other allowances and compensation as per the rules of the Company.
 - f. Other benefits:
 - i. Earned/privilege leave: As per the rules of the Company.
 - ii. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
 - iii. Gratuity: As per the rules of the Company.
 - iv. Encashment of leave: As per the rules of the Company.
2. Corporate bonus: Payable annually or at other intervals, as may be decided by the Board of Directors or the Nomination and Remuneration Committee in accordance with applicable law.

RESOLVED FURTHER THAT Mr. Makarand Padalkar be granted such number of employee stock options as may be decided by the Board of Directors or the Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT notwithstanding anything stated herein above, wherein in any financial year closing on or after March 31, 2024, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Makarand Padalkar the minimum remuneration as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee be and are hereby authorized to decide and vary the terms and conditions of the appointment and/or remuneration (salary, perquisites and bonus) payable to Mr. Makarand Padalkar within the terms approved by the Members as above, subject to such other approvals as may be required.”

2. Appointment of Mr. Gopala Ramanan Balasubramaniam (DIN: 02785489) as the Non-Executive, Non-Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 161 of the Companies Act, 2013 and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any (including any statutory modifications or re-enactments thereof for the time being in force), and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Gopala Ramanan Balasubramaniam (DIN: 02785489) who was appointed as an Additional Director of the Company with effect from October 5, 2023, be and is hereby appointed as the Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors
For Oracle Financial Services Software Limited

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

Mumbai
October 18, 2023

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: <https://investor.ofss.oracle.com>
Email: investors-vp-ofss_in_grp@oracle.com

Notes:

- a. Explanatory Statement as required under Section 102 of the Companies Act, 2013 (“the Act”) in respect to the above resolutions is annexed to this Postal Ballot Notice (“Notice”).
- b. Additional information required as per the Act, Regulation 26 and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of item nos. 1 and 2, forms an integral part of this Notice.
- c. In accordance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent only by e-mail to those members whose e-mail addresses are registered with the Company/Depository Participants and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, October 27, 2023 (“Cut-off date”).
- d. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only. It is however clarified that all Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
- e. Members may note that the Notice will also be available on the website of the Company (<https://investor.ofss.oracle.com>), website of the Stock Exchanges, i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and the website of NSDL (www.evoting.nsdl.com).
- f. Relevant documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act are available for inspection through electronic mode during business hours of the Company on all days except Saturdays, Sundays and public holidays until last date of remote e-voting. Members are requested to write to the Company on investors-vp-ofss_in_grp@oracle.com for inspection of said documents.
- g. The Company has appointed Mr. Prashant Diwan, Practicing Company Secretary (Membership no. FCS 1403 and CP no. 1979), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The results of the remote e-voting will be announced on or before Saturday, December 2, 2023.
- h. The resolution, if approved by the requisite majority of the Members through Postal Ballot, shall be deemed to have been duly passed at a General Meeting convened in that behalf on the last date of e-voting, i.e., Thursday, November 30, 2023.
- i. The instructions of remote e-voting are as under:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

A. Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

I. Individual Shareholders holding securities in demat mode with NSDL

1. If you are already registered for NSDL IDeAS facility:

- Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password.
- After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page.
- Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.

2. If you are not registered for NSDL IDeAS facility:

Option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.

3. Visit the e-Voting website of NSDL:

- Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
- Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility for seamless voting experience.

II. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.

III. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pddiwan@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on: 022 - 4886 7000 and 022 – 2499 7000 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self attested scanned copy of PAN card, self attested scanned copy of Aadhar card by email to investors-vp-ofss_in_grp@oracle.com.
2. In case shares are held in demat mode, please provide DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self attested scanned copy of PAN card, self attested scanned copy of Aadhar card to investors-vp-ofss_in_grp@oracle.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

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

Item No. 1:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on October 3, 2023 appointed Mr. Makarand Padalkar (DIN: 02115514) as the Managing Director and Chief Executive Officer of the Company for a term of three consecutive years from October 5, 2023 up to October 4, 2026, liable to retire by rotation, subject to approval of the Members of the Company.

Mr. Padalkar is not disqualified/debarred from being appointed as the Managing Director and Chief Executive Officer in terms of Section 164 of the Act, or by any order of SEBI, MCA, RBI or any other such authority, and has given his consent for being appointed as the Managing Director and Chief Executive Officer of the Company.

Mr. Padalkar will be paid a remuneration as per the terms and conditions as under:

Remuneration:

1. Gross Salary: In the scale of Rs. 1.50 crore to Rs. 3.00 crore per annum inclusive of perquisites and allowances as mentioned below:

Perquisites and allowances:

- a. Housing: House Rent Allowance as per the rules of the Company.
 - b. Hospitalization Expenses: Coverage under a hospitalization insurance scheme for self and family as per the rules of the Company.
 - c. Leave travel concession/allowance: For self and family once in a year, as per the rules of the Company.
 - d. Personal accident insurance & Group Term Life Insurance: As per the rules of the Company.
 - e. Other allowances and compensation as per the rules of the Company.
 - f. Other benefits:
 - i. Earned/privilege leave: As per the rules of the Company.
 - ii. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
 - iii. Gratuity: As per the rules of the Company.
 - iv. Encashment of leave: As per the rules of the Company.
2. Corporate bonus: Payable annually or at other intervals, as may be decided by the Board of Directors or the Nomination and Remuneration Committee in accordance with applicable law.

Mr. Padalkar shall also be eligible for employee stock options as may be approved by the Board of Directors or the Nomination and Remuneration Committee from time to time.

Notwithstanding anything stated herein above, wherein in any financial year closing on or after March 31, 2024, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Padalkar minimum remuneration as per the provisions of the Act.

The remuneration payable to Mr. Padalkar as set out in item no. 1 of the Notice is within the limits permitted under the provisions of Sections 197 and 203, read with Schedule V and other applicable provisions, in any, of the Act and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force).

The Agreement entered between Mr. Padalkar and the Company is available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to end of remote e-voting period, i.e., Thursday, November 30, 2023. Members seeking to inspect such documents can send an email to investors-vp-ofss_in_grp@oracle.com.

Further details and current Directorships and Committee positions held by Mr. Padalkar in the Company and other companies are provided in the Annexure to this notice.

Except Mr. Padalkar, no other Director, Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the resolution at item no. 1 of the Notice.

Your Directors recommend the resolution at item no. 1 of the Postal Ballot Notice.

Item No. 2:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on October 3, 2023 appointed Mr. Gopala Ramanan Balasubramaniam (DIN: 02785489) as an Additional Director of the Company in the capacity of the Non-Executive, Non-Independent Director effective October 5, 2023, liable to retire by rotation, subject to approval of the Members of the Company. Mr. Gopala shall not draw any remuneration from the Company.

Mr. Gopala is not disqualified/debarred from being appointed as a Director in terms of Section 164 of the Act, or by any order of SEBI, MCA, RBI or any other such authority and has given his consent for being appointed as a Director of the Company.

Further details and current Directorships and Committee positions held by Mr. Gopala in the Company and other companies are provided in the Annexure to this Notice.

Except Mr. Gopala, no other Director, Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the resolution at item no. 2 of the Notice.

Your Directors recommend the resolution at item no. 2 of the Postal Ballot Notice.

By Order of the Board of Directors
For Oracle Financial Services Software Limited

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

Mumbai
October 18, 2023

ADDITIONAL INFORMATION PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

Brief profiles of the Directors are given below:

1. **Mr. Makarand Padalkar** is currently the Whole-time Director of the Company since 2019 and the Chief Financial Officer of the Company since 2007. Mr. Padalkar is with the Company since 1994. Prior to his present position, Mr. Padalkar managed various responsibilities ranging from business & technology consulting to global financial institutions, product development, heading marketing, investor relations and managing corporate strategy. As the head of marketing, Mr. Padalkar successfully launched the products that are the core foundation of the Company today.

Prior to joining the Company, Mr. Padalkar worked for 12 years with a large IT services company in India, consulting various clients in BFSI segment in Europe and United States. Mr. Padalkar managed strategic client relationships and setup one of India's first offshore development centres (ODC) for a large European bank.

Mr. Padalkar is a post graduate engineer from Indian Institute of Technology, Mumbai.

2. **Mr. Gopala Ramanan Balasubramaniam** is a finance professional with over 3 decades of experience in corporate finance, financial controllership, M&A, treasury, taxation, corporate secretarial & legal. Mr. Gopala has served corporate Boards in the capacity of non-independent director. With Oracle for more than 19 years and now in the capacity of Vice President and JAPAC Controller, Oracle India Private Limited, Mr. Gopala manages the financial controllership for JAPAC region apart from managing global audit engagements and Risk Management & Compliance for Global Controllers organization.

Prior to joining Oracle, Mr. Gopala has held senior level positions in Standard Chartered Bank in India and abroad. Mr. Gopala started his career as an investment banker and also worked in manufacturing and various service industries.

Mr. Gopala is a Fellow member of the Institute of Chartered Accountants of India, Institute of Company Secretaries of India and an Associate member of the Institute of Cost Accountants of India.

Details of Directors seeking appointment are as under:

Name	Mr. Makarand Padalkar	Mr. Gopala Ramanan Balasubramaniam
Age	64 years	54 years
Date of Appointment	May 9, 2019	October 5, 2023
Qualifications	Post graduate engineer from Indian Institute of Technology, Mumbai.	Fellow member of Institute of Chartered Accountants of India, Institute of Company Secretaries of India and an Associate member of Institute of Cost Accountants of India.
Experience and expertise in specific functional areas	Financial, Business and Technology Consulting.	Corporate finance, financial controllership, M&A, treasury, taxation, corporate secretarial & legal.

Name	Mr. Makarand Padalkar	Mr. Gopala Ramanan Balasubramaniam
No. of Shares held in the Company as on October 18, 2023 (including shareholding as a beneficial owner)	101,340	Nil
No. of Board meetings attended during the year	6/6	1/1
Terms & Conditions of appointment, including remuneration	Managing Director and Chief Executive Officer for a term of three consecutive years from October 5, 2023 up to October 4, 2026, liable to retire by rotation. Remuneration: as per the terms and conditions as set out in the explanatory statement above at item no. 1 of this Postal Ballot Notice.	Non-Executive, Non-Independent Director, liable to retire by rotation. Remuneration: Mr. Gopala shall not draw any remuneration from the Company.
Remuneration last drawn	As per shareholders' approval at the annual general meeting of the Company held on August 8, 2019.	Not Applicable
Directorships held in other Companies	Sarvatra Technologies Private Limited	None
Listed entities from which Director has resigned in past three years	None	None
Memberships / Chairmanships of Committees in the Company	Memberships: - Stakeholders' Relationship Committee - Transfer Committee - ESOP Allotment Committee - Risk Management Committee - Corporate Social Responsibility Committee	None
Memberships / Chairmanships of Committees in Other Companies	None	None
Inter-se relationship with other directors/ Key Managerial Personnel	None	None